Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

Inspection

Department of the Treasury Internal Revenue Service

A For the 2013 calendar year, or tax year beginning

▶ 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

and ending

Open to Public

Check if C Name of organization D Employer identification number Address change ALL STARS PROJECT, INC. Name change 13-3148295 Doing Business As Ilnitial Number and street (or P.O. box if mail is not delivered to street address) Room/suite E Telephone number return Termin-543 WEST 42ND STREET 212-941-9400 Amended return 10,416,227. **G** Gross receipts \$ City or town, state or province, country, and ZIP or foreign postal code Applica-NEW YORK, NY 10036 H(a) Is this a group return pending F Name and address of principal officer: JEANNINE R. HAHN for subordinates? SAME AS C ABOVE H(b) Are all subordinates included? Yes 4947(a)(1) or 527 If "No." attach a list. (see instructions) J Website: WWW.ALLSTARS.ORG **H(c)** Group exemption number ▶ K Form of organization: X Corporation Association Other > L Year of formation: 1981 M State of legal domicile: NY Part I Summary Briefly describe the organization's mission or most significant activities: PROMOTION OF HUMAN DEVELOPMENT **Activities & Governance** THROUGH THE USE OF AN INNOVATIVE PERFORMANCE-BASED MODEL. oxdot if the organization discontinued its operations or disposed of more than 25% of its net assets. 29 Number of voting members of the governing body (Part VI, line 1a) <u> 29</u> Number of independent voting members of the governing body (Part VI, line 1b) 149 Total number of individuals employed in calendar year 2013 (Part V, line 2a) 5 1500 Total number of volunteers (estimate if necessary) 0. 7 a Total unrelated business revenue from Part VIII, column (C), line 12 0. **b** Net unrelated business taxable income from Form 990-T, line 34. **Prior Year Current Year** 6,990,656. 8,635,214. Contributions and grants (Part VIII, line 1h) Revenue 146,617. 96,323. Program service revenue (Part VIII, line 2g) 3,743. 3,242. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) -164,205. -186,103. 6,976,811. 8,548,676. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 12,441. 29,062. Grants and similar amounts paid (Part IX, column (A), lines 1-3) Ō. Benefits paid to or for members (Part IX, column (A), line 4) 0. 4,906,056. 4,403,748. Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 16a Professional fundraising fees (Part IX, column (A), line 11e) 0. <u>0.</u> **b** Total fundraising expenses (Part IX, column (D), line 25) 3,237,539. 3,846,103. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 7,653,728. 8,781,221. Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) -676,917.-232,545. Revenue less expenses. Subtract line 18 from line 12 Ssets or Balances **Beginning of Current Year End of Year** 19,461,322. 19,120,539. 20 Total assets (Part X, line 16) 12,374,771. 12,737,158. 21 Total liabilities (Part X. line 26) Net 6,724,164. 6,745,768. Net assets or fund balances. Subtract line 21 from line 20. 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. Signature of officer Date Sign JEANNINE R. HAHN, SENIOR VP/FINANCE AND HR Here Type or print name and title Date PTIN Print/Type preparer's name Preparer's signature ISRAEL TANNENBAUM P01275277 Paid LOEB & TROPER LLP 13-1517563 Preparer Firm's name Firm's EIN Firm's address 55 THIRD AVENUE, 12TH FLOOR Use Only NEW YORK, NY 10017 Phone no. 212-867-4000 X Yes May the IRS discuss this return with the preparer shown above? (see instructions) No

332002 10-29-13

Part IV | Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?			
	If "Yes," complete Schedule A	1	Х	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		х
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect			-
	during the tax year? If "Yes," complete Schedule C, Part II	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		Х
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to			v
7	provide advice on the distribution or investment of amounts in such funds or accounts? <i>If</i> "Yes," <i>complete Schedule D, Part I</i> Did the organization receive or hold a conservation easement, including easements to preserve open space,	6		X
-	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		Х
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		Х
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9		Х
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	х	
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.			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	х	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		Х
С	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total			
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		Х
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		х
۵	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	Х	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses	110		
	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	Х	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete			
	Schedule D, Parts XI and XII	12a	Х	
b	Was the organization included in consolidated, independent audited financial statements for the tax year?			
	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b		Х
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business,			
	investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b		х
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any			
	foreign organization? If "Yes," complete Schedule F, Parts II and IV	15		Х
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16		х
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX,	10		
	column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17		Х
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	х	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes,"			v
00	complete Schedule G, Part III	19		X
	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20 b		

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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? If "Yes," complete Schedule I, Parts I and II	21	X	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		Х
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current			
	and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete	00	х	
040	Schedule J	23	21	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete			
	Schedule K. If "No", go to line 25a	24a	х	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		Х
С	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease			
	any tax-exempt bonds?	24c		Х
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		Х
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		х
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and			
	that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or	230		
20	former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so,			
	complete Schedule L, Part II	26		х
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial			
	contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member			
	of any of these persons? If "Yes," complete Schedule L, Part III	27		Х
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 current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		Х
	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		Х
С	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer,			,,
	director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	37	Х
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	Х	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		х
31	Did the organization liquidate, terminate, or dissolve and cease operations?			
	If "Yes," complete Schedule N, Part I	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		х
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations			
	sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33		Х
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34		х
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		Х
	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity			
	within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization?			
	If "Yes," complete Schedule R, Part V, line 2	36		Х
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization			
	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		Х
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?			
	Note. All Form 990 filers are required to complete Schedule O	38	X	

Form **990** (2013)

| Part V | Statements Regarding Other IRS Filings and Tax Compliance

Second Process Seco		Check if Schedule O contains a response or note to any line in this Part V					
b Enter the number of Forms W-2G included in line 1a. Enter of-lined applicable 10 0 0 0 0 0 0 0 0						Yes	No
b Enter the number of Forms W26 included in line 1a. Enter o'. If not applicable Obd the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 2a. 149 2b. 2c. Enter the number of employees reported on Form W3. 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? 2b. X Note. If the sum of rines 1 and 2a is greater than 250, you may be required to -6the ten instructions) 3c. Did the organization have unrelated business gross sonce of \$1,000 or more during the year? 3a. Did the organization thave unrelated business gross sonce of \$1,000 or more during the year? 3a. A tax by time during the calendar year, did the organization have an interest it, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account? 4a. A tax y time during the calendar year, did the organization have an interest it, or a signature or other authority over, a financial account or control that organization that was or in a party to a prohibited tax shelter transaction at any time during the tax year? 5a. Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5b. X 1b 'Was, 'to line Sa or Sb, did the organization file Form 8888.7? 5c. Did any expansization shell and gross recipits that are normally greater than \$100,000, and did the organization solicit are year on tax deductible as charitable contributions? 5c. Did the organization have an unall gross recipits that are normally greater than \$100,000, and did the organization solicity and years are present to the organization solicity and years are present to the organization solicity and years are present in society of \$5 made party that years are present in the organizati	1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	69			
c Dit the organization comply with backup withholding rules for reportable gamments to vendors and reportable gaming (gammling) withings to prize withinsers? 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 b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 2b If Wes, has it filed a Form 900 Tor this year? If No, 1 of ine 3b, provide an explanation in Schedule O 3b If Wes, has it filed a Form 900 Tor this year? If No, 1 of ine 3b, provide an explanation in Schedule O 3b If Yes, has it filed a Form 900 Tor this year? If No, 1 of ine 3b, provide an explanation in Schedule O 3b If Yes, and the the name of the foreign country (such as a bank account, securities account, or other financial account)? 4a At any time the name of the foreign country (such as a bank account, securities account, or other financial Accounts. 5b If Yes, a financial account in a foreign country (such as a bank account, securities account, or other financial Accounts. 5c If Yes, 1 of the 3b or 3b, did the organization file form 88661? 5c If Yes, 1 of the 3b or 3b, did the organization file form 88661? 5c If Yes, 1 of the 3b or 3b, did the organization file form 88661? 5c If Yes, 1 of the 3b organization have the very any account of the organization have an ordinary of the organization have an ordinary of the organization have an ordinary of the organization accounts any ordinary ordinary of the organization have any ordinary of the organization accounts any ordinary ordina	b		1b	0			
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3a Dit the organization have unrelated business gross income of \$1,000 or more during the year? bif 1'Yes, 'has it flied a Form 9901 for this year? if "\n", 'n" for it also, provide an explanation in Schedule O da 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 accounts. bif 1'Yes, 'reter the name of the foreign country: ► See instructions for fling requirements for Form TD F 90.22.1, Report of Foreign Bank and Financial accounts. 5a Was the organization of party to a prohibited tax shelter transaction at any time during the tax year? 5a Was the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as chariable contributions? 6b If 'Yes, 'retic the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 7b Organizations that may receive deductible contributions under section 170(c). a bif the organization sele, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? bif I'Yes, 'retic the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7c X if I'Yes, 'did the organization received a contribution of qualified intellectual property, did the organization file form 899 as required? bif I'Yes, 'did the organization received a contribution of cars, boats, ariplanes, or other vehicles, did the organization file form 890 as required? bif I'Yes, 'did the organization maintaining door a divised funds an adection of indirectly, on a personal benefit contract? 7d X if the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? bif the organization make any taxable distributions under section	b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns	ns?		2b	Х	
b if "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, 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 accountly. 4b If "Yes," enter the name of the foreign country. ► 5e instructions for filing requirements for Form TD = 90.22.1, Report of Foreign Bank and Financial Accounts. 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a Was the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible or other banks of the same state of the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible or of the value of the organization and such deductible? 7 Organizations that may receive deductible contributions under section 170(c). a) 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 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 include with every solicitation an express statement that such contribution or gifts were not tax deductible? 7 Organizations that may receive deductible contributions under section 170(c). a) Did the organization include with every solicitation and partly for goods and services provided to the part of the organization include with every solicitation and partly for goods and services provided to the part of the organization of the value of the value of the value of the organization to every an organization of the value of		Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions	s)				
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a Did the organization make any taxable distributions under section 4966? b Did the organization make a distribution to a donor, donor advisor, or related person? Section 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on Part VIII, line 12 b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b Section 501(c)(12) organizations. Enter: a Gross income from members or shareholders b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 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 13 Section 501(c)(29) qualified nonprofit health insurance issuers. a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans c Enter the amount of reserves on hand 13b c Enter the amount of reserves on hand 14a Did the organization receive any payments for indoor tanning services during the tax year? 14a X b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at	any tim	e during the year?	8		
b Did the organization make a distribution to a donor, donor advisor, or related person? Section 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on Part VIII, line 12 b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b Section 501(c)(12) organizations. Enter: a Gross income from members or shareholders b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 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 13 Section 501(c)(29) qualified nonprofit health insurance issuers. Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans c Enter the amount of reserves on hand 13b c Enter the amount of reserves on hand 13c 14a X b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. 14b	9						
10 Section 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on Part VIII, line 12					9a		
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b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 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 13 Section 501(c)(29) qualified nonprofit health insurance issuers. a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans c Enter the amount of reserves on hand 13b c Enter the amount of reserves on hand 14a Did the organization receive any payments for indoor tanning services during the tax year? 14a X 15b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. 15c	11						
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b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans c Enter the amount of reserves on hand 13c 14a	а	-			13a		
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14a Did the organization receive any payments for indoor tanning services during the tax year? 14a X b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule 0 14b							
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O 14b					44		v
						\vdash	
	D	if res, rias it filed a Form 720 to report these payments? If two, provide an explanation in Scheduli	.			990	(2012)

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
Sec	tion A. Governing Body and Management			
			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 29			
	If there are material differences in voting rights among members of the governing body, or if the governing			
	body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent 1b 29			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other	1		
_	officer, director, trustee, or key employee?	2	Х	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision	_		
Ü	of officers, directors, or trustees, or key employees to a management company or other person?	3		х
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
_	Did the organization have members or stockholders?	6		X
6		-		- 21
7a		70		Х
	more members of the governing body?	7a		- 22
D	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or	7.		Х
_	persons other than the governing body? Did the organization contemporance play decument the meetings hald or written estions undertaken during the year by the following:	7b		- 22
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:	0-	Х	
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	Λ	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the			Х
<u> </u>	organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		Λ
sec	tion B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)			
			Yes	No
	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates,			
	and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	v	
	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Х	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		37	
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Х	
С				
	in Schedule O how this was done	12c	X	
13	Did the organization have a written whistleblower policy?	13	Х	
14	Did the organization have a written document retention and destruction policy?	14	Х	
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?			
	The organization's CEO, Executive Director, or top management official	15a	X	
b	Other officers or key employees of the organization	15b	Х	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a			
	taxable entity during the year?	16a		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation			
	in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's			
	exempt status with respect to such arrangements?	16b		
Sec	tion 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)	availat	ole	
	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, are	d fina	ncial	
	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	tion:	_ _	
	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.

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

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

(A)	(B)	l	111126	((преі	isai	(D)	(E)	(F)
Name and Title	Average	(do	not o	Pos	ition	thon	ono	Reportable	Reportable	Estimated
	hours per	box	(do not check more than one box, unless person is both an officer and a director/trustee)		compensation	compensation	amount of			
	week	Η.	cer an	a a a	irecto	or/trus	Trom		from related	other
	(list any hours for	Individual trustee or director				L		the organization	organizations (W-2/1099-MISC)	compensation from the
	related	e or c	stee			Highest compensated employee		(W-2/1099-MISC)	(***2/1099*****100)	organization
	organizations	trust	nal tru		oyee	ed w c		,		and related
	below	vidual	Institutional trustee	er	Key employee	nest co loyee	ner			organizations
	line)	ibdi	Insti	Officer	Ke	High	Former			
(1) RICHARD SOKOLOW	1.00									•
CHAIRMAN	1 00	Х		Х				0.	0.	0.
(2) DEBORAH GREEN, M.B.A	1.00	,,								0
TREASURER	1 00	Х		Х				0.	0.	0.
(3) OMAR H. ALI, PH.D.	1.00	٠,,							_	0
BOARD MEMBER	1 00	Х						0.	0.	0.
(4) JESSIE FIELDS,M.D.	1.00							0.	0.	0
BOARD MEMBER	1.00	Х						0.	0.	0.
(5) JOSEPH A. FORGIONE BOARD MEMBER	1.00	x						0.	0.	0.
(6) EDWARD MALMSTROM	1.00	^						0.	0.	<u> </u>
BOARD MEMBER	1.00	Х						0.	0.	0.
(7) JEFFREY ARON	1.00							0.	0.	
BOARD MEMBER	1.00	x						0.	0.	0.
(8) DOUGLAS BALDER	1.00							•		
BOARD MEMBER		Х						0.	0.	0.
(9) NATHANIEL CHRISTIAN, III, ESQ	1.00									
BOARD MEMBER		Х						0.	0.	0.
(10) CHARLES ADAMS	1.00									
BOARD MEMBER		Х						0.	0.	0.
(11) BRENDA RATLIFF	1.00									
BOARD MEMBER		Х						0.	0.	0.
(12) MELISSA FISHER	1.00									
BOARD MEMBER		Х						0.	0.	0.
(13) CARRIE LOBMAN, ED.D.	1.00								_	_
BOARD MEMBER		Х						0.	0.	0.
(14) ELYSE MENDEL	1.00									_
BOARD MEMBER	1 00	Х						0.	0.	0.
(15) MARIA MORRIS	1.00									0
VICE CHAIR	1 00	Х		Х				0.	0.	0.
(16) ROBERT T. ROSS	1.00	, .							_	0
BOARD MEMBER	1 00	Х					_	0.	0.	0.
(17) CRAIG SHAPIRO	1.00	-						0.	0.	^
BOARD MEMBER	L	X			<u> </u>			1 0.	U •	0.

332007 10-29-13

Form **990** (2013)

Form 990 (2013) ALL STA	ARS PROJE	CT.	<u>, -</u>		J.				13-3148	295	Pa	age 8
Part VII Section A. Officers, Directors, T	rustees, Key Em	ploy	ees	, an	d Hi	ghe	st C	ompensated Employe	es (continued)			
(A)	(B)							(D)	(E)		(F)	
Name and title	Average hours per week	box	not c	Pos heck ss pe nd a d	more rson i	than is bot	h an	Reportable compensation from	Reportable compensation from related	an	timate nount o	
	(list any hours for related organizations below line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	com fr org and	pensa rom the anizati d relate anizatio	e ion ed
(18) JOHN P. SINGER	1.00											
BOARD MEMBER		Х						0.	0.			0.
(19) AMY DOYLE	1.00											
BOARD MEMBER		Х						0.	0.			0.
(20) GREGORY A. TOSKO	1.00											
BOARD MEMBER		Х						0.	0.			0.
(21) MARGO L. COOK	1.00											
BOARD MEMBER		Х						0.	0.			0.
(22) HUNTER L. HUNT	1.00											
VICE CHAIR		Х		Х				0.	0.			0.
(23) CAROLYN KRESKY	1.00											
BOARD MEMBER		Х						0.	0.			0.
(24) RAFAEL MENDEZ	1.00							_	_			
BOARD MEMBER		Х						0.	0.			0.
(25) ANDREW S. WILLIAMSON	1.00							_	_			
BOARD MEMBER		Х						0.	0.			0.
(26) L. THECLA FARRELL	1.00	1										_
SECRETARY		X		Х				0.	0.			0.
1b Sub-total								0.	0.			0.
c Total from continuation sheets to Par	t VII, Section A							1,156,443.	0.		1,3	
d Total (add lines 1b and 1c)							<u> </u>	1,156,443.	0.	7	1,3	22.
2 Total number of individuals (including bi		nose	liste	ed al	bove	e) wh	no re	eceived more than \$100	0,000 of reportable			
compensation from the organization	<u> </u>										Yes	No.
3 Did the organization list any former office											res	
line 1a? If "Yes," complete Schedule J f	or such individual									3		Х
4 For any individual listed on line 1a, is the	•							•	•			
and related organizations greater than \$										4	Х	
5 Did any person listed on line 1a receive	•				•			•				
rendered to the organization? If "Yes," or	complete Schedul	le J f	or s	uch	pers	son .				5		Х
Section B. Independent Contractors												

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 liste		

\$100,000 of compensation from the organization ► 1
SEE PART VII, SECTION A CONTINUATION SHEETS

Form **990** (2013)

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Part VII Section A. Officers, Directors	, Trustees, Key Eı	mple	oyee	s, a	nd F	ligh	est	Compensated Employ	ees (continued)	
(A)	(B)	Ė			C)	<u></u>		(D)	(E)	(F)
Name and title	Average			Pos		ı		Reportable	Reportable	Estimated
	hours	(cl				арр	ly)	compensation	compensation	amount of
	per							from	from related	other
	week	L				oyee		the	organizations	compensation
	(list any	recto				empl		organization	(W-2/1099-MISC)	from the
	hours for related	ord	ee			sated		(W-2/1099-MISC)		organization and related
	organizations	ruste	ıl trus		ee/	mpen				organizations
	below	Individual trustee or director	Institutional trustee	<u>~</u>	Key employee	Highest compensated employee	ъ			orgam <u>a</u> anomo
	line)	Indiv	Instit	Officer	Key e	High	Former			
(27) ANNE SYLVESTER	1.00									
BOARD MEMBER		Х						0.	0.	0 .
(28) JANET WOOTTEN	1.00									
BOARD MEMBER		Х						0.	0.	0 .
(29) GABRIELLE L. KURLANDER	40.00								_	
PRESIDENT & CEO		Х		Х				349,020.	0.	12,517
(30) JEANNINE R. HAHN	40.00								_	
SENIOR VP/FINANCE AND HUMA				Х				178,172.	0.	12,181
(31) CHRISTOPHER STREET	40.00							025 600	0	11 000
SENIOR VP DEVELOPMENT	40.00			Х				235,692.	0.	11,757
(32) SUSAN DAVIES	40.00	ŀ				37		164 246	0	10 151
NJ EXPANSION CAMPAIGN DIRE (33) BONNY GILDIN	40.00					Х		164,346.	0.	12,151
(33) BONNY GILDIN VP EDUCATION INITIATIVE	40.00	ł				Х		117,213.	0.	12 120
(34) PAMELA LEWIS	40.00					Λ		111,213.	0.	12,139
VP YOUTH PROGRAMS	40.00	ł				Х		112,000.	0.	10,577
VF 1001H FROGRAMS						Λ		112,000.	0.	10,577
		ł								
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		ł								
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Total to Dart VII. Spotion A. Fra. 1-								1,156,443.		71,322
Total to Part VII, Section A, line 1c								1,100,440.		, 1, 200

Part VIII Statement of De

Check if Schedule O contains a response or note to any line in this Part VIII	Ра	rt VII							
Total revenue Presented campaigns 1a Securities 1a Securities Securit			Check if Schedule O cont	ains a response	or note to any lin		(D)	(C)	
1 a Federated campaigns 1 a 8 8 665 1 1 1 1 1 1 1 1 1						` '			Revenuè éxcluded
The Federated campaigns 1									sections
2 a TICKET SALES	(O (O			1.			revenue	revenue	512 - 514
2 a TICKET SALES	ants		. •		20.665				
2 a TICKET SALES	n G								
2 a TICKET SALES	fts,				1,583,189.				
2 a TICKET SALES									
2 a TICKET SALES	Sir		• ,	· -					
2 a TICKET SALES	utio	f							
2 a TICKET SALES	ē₽								
2 a TICKET SALES	ont	_			_	0 605 014			
2 a TICKET SALRES THEATRE SUBSCRIPTIONS THEATRE SUBSCRIPTIONS THEATRE SUBSCRIPTIONS TITLITO TOTAL Add lines 22 1 Total. Add lines 22 21 Total. Add lines 21 21 21 Total. Ad	<u>a</u> C	h	Total. Add lines 1a-1f			8,635,214.			
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6 a Gross rents b Less: rental expenses c Rental income or (loss)		5	Royalties						
Description			_	(i) Real	(ii) Personal				
C Rental income or (loss)									
Table Tabl									
7 a Gross amount from sales of assets other than inventory									
assets other than inventory b Less: cost or other basis and sales expenses c Gain or (loss) d Net gain or (loss) 8 a Gross income from fundraising events (not including \$ 1,583,189. of contributions reported on line 1c). See Part IV, line 18 b Less: direct expenses c Net income or (loss) from fundraising events 9 a Gross income from gaming activities. See Part IV, line 19 b Less: direct expenses b c Net income or (loss) from gaming activities 10 a Gross sales of inventory, less returns and allowances b Less: cost of goods sold c Net income or (loss) from sales of inventory Miscellaneous Revenue Business Code 11 a OTHER REVENUE C ONCESSION SALES C OTHER REVENUE C DATE: C									
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C Gain or (loss)		b		1 550 002					
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 — 120,955. 9 a Gross income from gaming activities. See Part IV, line 19 — a b Less: direct expenses — b c Net income or (loss) from gaming activities. See Part IV, line 19 — a b Less: direct expenses — b c Net income or (loss) from gaming activities. See Part IV, line 19 — a b Less: direct expenses — b c Net income or (loss) from gaming activities. — It is a diluxances — a b Less: cost of goods sold — b c Net income or (loss) from sales of inventory — Miscellaneous Revenue — Business Code — 1,882.					1				
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d All other revenue e Total. Add lines 11a-11d									
e Total. Add lines 11a-11d 2,401.									
						2,401.			
							96,323.	0.	-182,861.

Part IX | Statement of Functional Expenses

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. 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 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, line 15 and 16 4 Benefits paid to or for members 5 Compensation of current officers, directors, trustees, and key employees 6 Compensation not included above, to disqualified persons (as defined under section 4958(r)(1)) and persons described in section 4958(c)(3)(B) 7 Other salaries and wages 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) 9 Other employee benefits 4 3 4 7, 779 9. 247, 407 . 22, 471. 10 Payroll taxes 11 Fees for services (non-employees): a Management b Legal c Accounting 4 Lobbying e Professional fundraising services. See Part IV, line 17 Investment management fees 9 Other, (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch 0.)	
organizations in the United States. See Part IV, line 21 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 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(8) 7 Other salaries and wages 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) 9 Other employee benefits 10 Payroll taxes 11 Fees for services (non-employees): a Management b Legal C Accounting d Lobbying Professional fundralising services. See Part IV, line 17 I Investment management fees 9 Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch 0.)	(D) Fundraising expenses
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 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(f)(1)) and persons described in section 4958(c)(3)(8) 7 Other salaries and wages 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) 9 Other employee benefits 434,580. 329,662. 47,776. 10 Payroll taxes 11 Fees for services (non-employees): a Management b Legal C Accounting 41,706. 26,638. 9,083. d Lobbying e Professional fundraising services. See Part IV, line 17 Investment management fees g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch 0.)	·
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 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 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) 9 Other employee benefits 10 Payroll taxes 11 Fees for services (non-employees): a Management b Legal 17,291 10,374 11 4,323 11 Fees for services (non-employees): a Management b Legal 17,291 10,374 11 10,374 11 11 11 11 11 11 11 11 11 11 11 11 11	
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4 Benefits paid to or for members 5 Compensation of current officers, directors, trustees, and key employees 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(f)(1)) and persons described in section 4958(f)(3)(B) 7 Other salaries and wages 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) 9 Other employee benefits 10 Payroll taxes 11 Fees for services (non-employees): a Management b Legal c Accounting 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 0.)	
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section 401(k) and 403(b) employer contributions) 30,553. 23,712. 2,024. 9 Other employee benefits 434,580. 329,662. 47,776. 10 Payroll taxes 327,799. 247,407. 22,471. 11 Fees for services (non-employees): Ananagement 41,706. 26,638. 9,083. b Legal 17,291. 10,374. 4,323. c Accounting 41,706. 26,638. 9,083. d Lobbying 9 9,083. e Professional fundraising services. See Part IV, line 17 10 <td< td=""><td>558,603.</td></td<>	558,603.
9 Other employee benefits	
10 Payroll taxes 11 Fees for services (non-employees): a Management b Legal c Accounting 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 0.) 327,799. 3247,407. 22,471. 10,374. 4,323. 41,706. 26,638. 9,083. 161,097. 51,693.	4,817. 57,142.
11 Fees for services (non-employees): a Management b Legal	
a Management b Legal	57,921.
b Legal 17,291. 10,374. 4,323. c Accounting 41,706. 26,638. 9,083. 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 0.)	
c Accounting 41,706. 26,638. 9,083. 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 0.)	0.504
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 0.) 260,493. 161,097. 51,693.	2,594.
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 0.) 260,493. 161,097. 51,693.	5,985.
f Investment management fees	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch 0.) 260,493. 161,097. 51,693.	
column (A) amount, list line 11g expenses on Sch 0.) 260 , 493 . 161 , 097 . 51 , 693 .	
242 060 400 200 62 050	47,703.
	50,599
456 400 060 070 700 000	23,214.
13 Office expenses 456,490. 362,370. 70,906. 14 Information technology 36,092. 24,172. 8,273.	3,647.
15 Royalties	3,01,0
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.
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 0.)	
a PRODUCTION COSTS 241,361. 186,203. 1,588.	53,570.
b TRAINING AND OUTREACH 115,836. 89,989. 7,581.	18,266.
с	
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 ► X if following SOP 98-2 (ASC 958-720) 198, 426. 97,712. 7,701.	93,013.

332010 10-29-13 Form **990** (2013)

Part X	Balance Sheet			•
	Check if Schedule O contains a response or note to any line in this Part X			
		(A)		(B)
•		Beginning of year		End of year
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			
<u>ئ</u> و	employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
Assets	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
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	
ဖ္မ 22	Loans and other payables to current and former officers, directors, trustees,			
≝	key employees, highest compensated employees, and disqualified persons.			
Liabilities 8	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
	Organizations that follow SFAS 117 (ASC 958), check here ▶			
Se	complete lines 27 through 29, and lines 33 and 34.	6 202 506		F 00F 001
E 27	Unrestricted net assets	6,393,526.	27	5,807,921
<u>ra</u> 28	Temporarily restricted net assets	215,638.	28	542,834
달 29	Permanently restricted net assets	115,000.	29	395,013
로	Organizations that do not follow SFAS 117 (ASC 958), check here ▶			
ō	and complete lines 30 through 34.			
30	Capital stock or trust principal, or current funds		30	
ğ 31	Paid-in or capital surplus, or land, building, or equipment fund		31	
Net Assets or Fund Balances 27 28 8 29 30 31 32 32 32 32 32 32 32 32 32 32 32 32 32	Retained earnings, endowment, accumulated income, or other funds	6 701 161	32	6 745 760
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

Form **990** (2013)

_	rt XI Reconciliation of Net Assets				.90
	Check if Schedule O contains a response or note to any line in this Part XI				X
1	Total revenue (must equal Part VIII, column (A), line 12)	1	8,5		
2	Total expenses (must equal Part IX, column (A), line 25)	2	8,7		
3	Revenue less expenses. Subtract line 2 from line 1	3	-2	32,5	45.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,7	24,1	64.
5	Net unrealized gains (losses) on investments	5		11,9	
6	Donated services and use of facilities	6	2	46,7	769.
7	Investment expenses	7			
8	Prior period adjustments	8			
9	Other changes in net assets or fund balances (explain in Schedule O)	9		19,3	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	6,7	45,7	768.
Pa	rt XII Financial Statements and Reporting				_
	Check if Schedule O contains a response or note to any line in this Part XII				X
				Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other		_		
	If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule	O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewer	d on a			
	separate basis, consolidated basis, or both:				
	Separate basis Consolidated basis Both consolidated and separate basis				
b	Were the organization's financial statements audited by an independent accountant?		2b	X	<u> </u>
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate	te basis,			
	consolidated basis, or both:				
	Separate basis Consolidated basis Both consolidated and separate basis				
С	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the	e audit,			
	review, or compilation of its financial statements and selection of an independent accountant?		20	<u> </u>	
	If the organization changed either its oversight process or selection process during the tax year, explain in Sch	edule O.			
За	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Si	ngle Audi	t		
	Act and OMB Circular A-133?		3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the requ				
	or audits, explain why in Schedule O and describe any steps taken to undergo such audits		3b		
			For	ո 990	(2013)

332012

SCHEDULE A

(Form 990 or 990-EZ)

Public Charity Status and Public Support Complete if the organization is a section 501(c)(3) organization or a section

4947(a)(1) nonexempt charitable trust.

➤ Attach to Form 990 or Form 990-EZ.

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

Department of the Treasury Internal Revenue Service

Name of the organization

ALL STARS PROJECT, INC.

Employer identification number 13-3148295

OMB No. 1545-0047

Pai	rt I	Reason	for Public Char	ity Status (All organiz	ations mu	st complet	te this part	t.) See inst	ructions.				
The o	organ	ization is not a	a private foundation	because it is: (For lines 1	1 through	11, check	only one b	oox.)					
1		A church, cor	nvention of churches	s, or association of churc	ches desc	ribed in se	ction 170	(b)(1)(A)(i)					
2		A school des	cribed in section 17	'0(b)(1)(A)(ii). (Attach Sc	hedule E.)								
3				tal service organization of		in section	170(b)(1)	(A)(iii).					
4		•	·	operated in conjunction					(b)(1)(A)(ii	i). Enter	the hospital	's nam	e.
-		city, and stat	-	,						•			,
5		•		benefit of a college or ur	niversity o	wned or or	perated by	a governi	mental uni	t describ	ed in		
		_	(b)(1)(A)(iv). (Comple	-	,		· - · · · · ,	3					
6				ent or governmental unit	t describer	d in sectio	n 170(h)(-	1//Δ/(ν)					
7	X			eives a substantial part					or from the	general	nublic desc	rihad i	n
•			b)(1)(A)(vi). (Comple		or its supp	ort nom a	governine	intai unit c	n nom the	general	public desc	indea ii	'
8					(Complete	Part II \							
9		A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from											
9													
	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.												
			509(a)(2). (Complete		lion on ita	x) Holli bu	1511105505	acquired b	y ine orga	ıı iizatioi i	arter ourie c	oo, 191	J.
10				perated exclusively to te	ot for publi	io cofoty (Poo coctic	n 500/a\/	11				
11	H	•	•	perated exclusively to te	•	•			•	v out the	nurnococ o	of one o	or.
••		-	-	ations described in section		· ·				•			JI
			· · · · · · · · · · · · · · · · · · ·	organization and comple		-		2). See Se (ction sos(a)(3). On	eck the box	llial	
					ype III - Fu	-		_	Tun	o III. No	n-functional	ly intoo	ratad
_			•	at the organization is not		-	-						
е													/ I
				han one or more publicly						<i>9</i> (a)(1) 01	Section 508	n(a)(2).	
f				ten determination from t									
~			rganization, check th										ш
g				organization accepted ar irectly controls, either al							•	Yes	No
												163	INO
		-											
				n described in (i) above? person described in (i) o									
h											11g(iii)		
h		Provide the it	ollowing information	about the supported org	gariizatiorii	(5).							
			/m = m		(iv) le the e	raanization	(v) Did you	ı notify the	(vi) ls	the	,		
(i)		of supported	(ii) EIN	(iii) Type of organization (described on lines 1-9					on in col.	(vii) Amount		etary	
	urya	nization				document?		support?	(i) organiz U.S	ea in the .?	Sup	port	
				(see instructions))	Yes	No	Yes	No	Yes	No			
					100	110	100	110	100	110			
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332021 09-25-13

Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

LHA For Paperwork Reduction Act Notice, see the Instructions for

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.)

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	Se	ction A. Public Support								
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and income from similar sources 9,064. 17,306. 20,408. 6,159. 4,093. 57,03 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 12 Gross receipts from related activities, etc. (see instructions) 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here Section C. Computation of Public Support Percentage 14 Public support percentage from 2012 Schedule A, Part II, line 14 15 a 31/3% support test - 2013. If the organization did not check the box on line 13 or 16a, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization 17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization		securities loans, rents, royalties								
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. 14,34. 11 11 Total support. Add lines 7 through 10 35,815, 12 12 Gross receipts from related activities, etc. (see instructions) 12 555,95 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. Section C. Computation of Public Support Percentage 14 Public support percentage from 2013 (line 6, column (f) divided by line 11, column (f)) 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 by and stop here. The organization qualifies as a publicly supported organization 17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization			9,064.	17,306.	20,408.	6,159.	4,093.	57,030.		
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	17a									
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J 1 7 11 J		meets the "facts-and-circumstances"	test. The organiza	tion qualifies as a p	oublicly supported	organization		▶□		
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more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the										
organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization										
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	18									

Schedule A (Form 990 or 990-EZ) 2013

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	now, prodec com	proto r art my							
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 per-									
formed, 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 bus-									
iness under section 513									
4 Tax revenues levied for the organ-									
ization'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.)									
14 First five years. If the Form 990 is for	the organization's	s first, second, thir	d, fourth, or fifth t	ax vear as a sectic	on 501(c)(3) organiz	ation.			
check this box and stop here	•		•	•					
Section C. Computation of Publi	c Support Pe	rcentage							
15 Public support percentage for 2013 (li	ne 8, column (f) d	livided by line 13, o	column (f))		15	%			
16 Public support percentage from 2012	Schedule A, Part	III, line 15			16	%			
Section D. Computation of Inves	tment Incom	e Percentage							
17 Investment income percentage for 20	7 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) 17 %								
18 Investment income percentage from 2	:012 Schedule A,	Part III, line 17			18	%			
19a 33 1/3% support tests - 2013. If the					33 1/3%, and line 1	7 is not			
more than 33 1/3%, check this box ar	nd stop here. The	e organization qual	ifies as a publicly	supported organiz	ation	▶□			
b 33 1/3% support tests - 2012. If the	organization did r	not check a box or	line 14 or line 19	a, and line 16 is mo	ore than 33 1/3%,	and			
line 18 is not more than 33 1/3%, chec	ck this box and s	top here. The orga	anization qualifies	as a publicly supp	orted organization				
20 Private foundation. If the organization	า did not check a	box on line 14, 19	a, or 19b, check t	his box and see in:	structions	<u> </u>			

Schedule A (Form	1 990	or 990-EZ	2013 -	АГГ 2.	<u> PARS</u>	PROJE	CT, IN	<u> </u>			13-3148295 Page
Part IV Sup	ple	mental l	nform	iation. P	rovide tl	he explanat	ions required	by Part	II, line 10; Pa	art II, line 17a or	17b; and Part III, line 12.
Also	com	plete this p	art for	any additio	nal info	rmation. (Se	ee instruction	s).			
						,		•			
SCHEDULE	Α,	PART	II.	LINE	10,	EXPLA	NATION	FOR	OTHER	INCOME:	
	,										
CONCECCTO	TATA	CATEC									
CONCESSIO	М	PALES									
OTHER REV	EN/	UE									
		· <u> </u>									

SCHEDULE D

(Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

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

2013
Open to Public Inspection

Employer identification number

	ALL STARS PROJECT, INC.	13-3148295
Par	t I Organizations Maintaining Donor Advised Funds or Other Similar Funds or A	ccounts.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 fund	ds
-	are the organization's property, subject to the organization's exclusive legal control?	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used or	
	for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose confer	•
	impermissible private benefit?	
Par		
1	Purpose(s) of conservation easements held by the organization (check all that apply).	
•	Preservation of land for public use (e.g., recreation or education) Preservation of an historical	v important land area
	Protection of natural habitat Protection of natural habitat Preservation of a certified his	
	Preservation of open space	stone structure
2	Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a co	unconvetion accoment on the last
2	day of the tax year.	inservation easement on the last
	day of the tax year.	Held at the End of the Tax Year
а	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
	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure	
u	listed in the National Register	2d
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the organ	
Ü	year	nzation during the tax
4	Number of states where property subject to conservation easement is located	
5	Does the organization have a written policy regarding the periodic monitoring, inspection, handling of	
•	violations, and enforcement of the conservation easements it holds?	Yes No
6	Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the	-
7	Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the ye	
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B	
_	and section 170(h)(4)(B)(ii)?	
9	In Part XIII, describe how the organization reports conservation easements in its revenue and expense stater	
	include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's	
	conservation easements.	, g
Par	t 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 (ASC 958), not to report in its revenue statement ar	nd balance sheet works of art,
	historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of	public service, provide, in Part XIII,
	the text of the footnote to its financial statements that describes these items.	
b	If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and b	alance sheet works of art, historical
	treasures, or other similar assets held for public exhibition, education, or research in furtherance of public ser	
	relating to these items:	-
	(i) Revenues included in Form 990, Part VIII, line 1	> \$
	(ii) Assets included in Form 990, Part X	> \$
2	If the organization received or held works of art, historical treasures, or other similar assets for financial gain,	provide
	the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	
а	Revenues included in Form 990, Part VIII, line 1	> \$
	Assets included in Form 990, Part X	

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

Schedule D (Form 990) 2013

	t III Organizations Maintaining C	collections of A		easures, or O	ther				pued)
	Using the organization's acquisition, accessi								
3		on, and other record	is, check any or the	Tollowing that are	asigi	iiiicarii c	ise oi its	s collectio	III ILEIIIS
	(check all that apply):								
a	Public exhibition	d		hange programs					
b	Scholarly research	е	U Other						
C	Preservation for future generations								
4	Provide a description of the organization's co						se in Pa	art XIII.	
5	During the year, did the organization solicit o							_	
-	to be sold to raise funds rather than to be ma							Yes	No
Pai	t IV Escrow and Custodial Arrange reported an amount on Form 990, Par		ete if the organization	on answered "Yes	" to Fo	rm 990,	Part IV,	, line 9, or	
1a	Is the organization an agent, trustee, custodi	an or other intermed	liary for contribution	ns or other assets	not inc	cluded			
	on Form 990, Part X?							Yes	☐ No
b	If "Yes," explain the arrangement in Part XIII								
		•	•					Amoun	t
С	Beginning balance					1c			
	Additions during the year					1d			
	Distributions during the year					1e			
f	Ending balance					1f			
	Did the organization include an amount on Fo	orm 990. Part X. line	21?			-		Yes	□ No
	If "Yes," explain the arrangement in Part XIII.								
	t V Endowment Funds. Complete it								
	·	(a) Current year	(b) Prior year	(c) Two years bad	_	Three ve	ears back	(e) Four	r vears back
1 a	Beginning of year balance	115,000.	100,000.	 ' '			00,000	_ ` `	100,000.
	Contributions	280,013.	15,000.	·	1				, -
	Net investment earnings, gains, and losses	455.		28	0.		414		659.
d	Grants or scholarships				+			1	
								+	
e	. '	other expenditures for facilities 280. 414. 659							
	and programs			200, 111, 03					
f	Administrative expenses	395,468.	115,000.	100,00	0	1 (00,000		100,000.
g	End of year balance		•		٠٠		00,000	•	100,000.
2	Provide the estimated percentage of the curr	rent year end balanc	· .	a)) neid as:					
	Board designated or quasi-endowment		_%						
	Permanent endowment 100.00	%							
С	Temporarily restricted endowment	%							
_	The percentages in lines 2a, 2b, and 2c should be a sh	-							
3a	Are there endowment funds not in the posse	ssion of the organiza	ation that are held a	ınd administered f	for the	organiz	ation	ı	
	by:								Yes No
	(i) unrelated organizations							3a(i)	X
	(ii) related organizations							3a(ii)	X
b	If "Yes" to 3a(ii), are the related organizations							3b	
4	Describe in Part XIII the intended uses of the		wment funds.						
Pai	t VI Land, Buildings, and Equipm								
	Complete if the organization answered								
	Description of property	(a) Cost or o	' '		-	umulate	d	(d) Boo	k value
		basis (investn	nent) basis	(other)	depre	ciation			
	Land		4 =	2 05 5	- ^ -			10 11	
	Buildings					1,49			1,557.
	Leasehold improvements			6,283.		33,84			2,436.
d	Equipment			0,202.		.5,73			4,469.
	Other			9,931.	33	34,08			5,848.
Tota	I. Add lines 1a through 1e. (Column (d) must e	qual Form 990, Part	X, column (B), line 1	10(c).)			▶ 3	13,82	4,310.

Schedule D (Form 990) 2013

Part VII Investments - Other Securities

Complete if the organization answered "Yes"	to Form 900 Part IV	line 11h See Form 000	Part X line 12	
(a) Description of security or category (including name of security)	(b) Book value			d-of-year market value
(1) Financial derivatives	, ,	,,		<u> </u>
(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			d-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"		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) lin	ne 15.)		>	
Part X Other Liabilities.				
Complete if the organization answered "Yes"	to Form 990, Part IV,		1 990, Part X, line 25	
1. (a) Description of liability		(b) Book value		
(1) Federal income taxes		27 545		
(2) ACCRUED INTEREST PAYABLE		37,545.		
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)		20 545		
Total. (Column (b) must equal Form 990, Part X, col. (B) lin	ne 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

Schedule D (Form 990) 2013

8,548,676

Sche	edule D (Form 990) 2013 ALL STARS PROJECT, INC.			13-	3148295 Page
Pai	t XI Reconciliation of Revenue per Audited Financial Stateme	nts Wi	th Revenue per R	eturi	n.
	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:				
а	Net unrealized gains on investments	2a	-11,999.		
b	Donated services and use of facilities	2b	246,769.		
С	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d	19,379.		
е	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:				
а	Investment expenses not included on Form 990, Part VIII, line 7b	4a			

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

Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)

	Complete if the organization answered "Yes" to Form 990, Part IV, line	e 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:			
а	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
С		0-		
d	Other (Describe in Part XIII.)	2d		
е	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:			
а	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
С	Add lines 4a and 4b		4c	0.
_ 5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18	8.)	5	8,781,221.

Part XIII Supplemental Information.

b Other (Describe in Part XIII.)

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.

XI, LINE 2D - OTHER ADJUSTMENTS:

SCHEDULE G

(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

► Attach to Form 990 or Form 990-EZ.

Inspection

OMB No. 1545-0047

Open To Public

Internal Revenue Service Na

Department of the Treasury

Name of the organization	bout Schedule G (Form 990 or 990-EZ)	and its	instru	ctions is at www irs g	iov/fc		ntification number
ALL STA	RS PROJECT, INC.					13-3148	295
Part I Fundraising Activities required to complete this par	 Complete if the organization answer t. 	ered "Y	'es" to	Form 990, Part IV, I	ine 1	7. Form 990-EZ	filers are not
Indicate whether the organization rais	e Solicitat f Solicitat g Special or oral agreement with any individual cart VII) or entity in connection with p ividuals or entities (fundraisers) purs	tion of tion of fundra (includerofess	non-g gover aising ding o ional f	overnment grants nment grants events fficers, directors, true fundraising services?	stees	Yes Yes	
(i) Name and address of individual or entity (fundraiser)	The large custody 1. 1		(iv) Gross receipts from activity	fundraiser to (or retained by) to (or retained		(vi) Amount paid to (or retained by) organization	
		Yes	No				
Total			•				
3 List all states in which the organization or licensing.		contrib	outions	s or has been notified	d it is	exempt from re	egistration

332081 09-12-13

Schedule G (Form 990 or 990-EZ) 2013

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

Sch	edu	le G (Form 990 or 990-EZ) 2013 ALL STA				3148295 Page 2
Pa	rt		-		· · · · · · · · · · · · · · · · · · ·	
		of fundraising event contributions and gr				ts greater than \$5,000
			(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
				NJ DSY	_	(add col. (a) through
				DINNER	5	col. (c))
ē			(event type)	(event type)	(total number)	
Revenue	1	Gross receipts	485,965.	464,800.	753,379.	1,704,144
ч		Less: Contributions	425,965.	445,900.	711,324.	1,583,189
			60,000.	18,900.	42,055.	
	3	Gross income (line 1 minus line 2)	00,000	10,500.	42,033.	120,555
	4	Cash prizes				
S	5	Noncash prizes				
Direct Expenses	6	Rent/facility costs	101,031.	4,000.	26,564.	131,595
irect E	7	Food and beverages	82,082.	25,370.	70,413.	177,865
	8	Entertainment				
	9	Other direct expenses				
	10		h 9 in column (d)		•	309,460
	11	Net income summary. Subtract line 10 from I			_	-188,505
Pa	rt	Gaming. Complete if the organization	answered "Yes" to Form	990, Part IV, line 19, or i	reported more than	
		\$15,000 on Form 990-EZ, line 6a.				
Revenue			(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c)
Rev						
	1	Gross revenue				
ses	2	Cash prizes				
Expenses	3	Noncash prizes				
Direct I	4	Rent/facility costs				
	_	Other direct expenses				
	5	Other direct expenses	Yes %	Yes %	Yes %	
	6	Volunteer labor	No No	No No	No No	
	7	Direct expense summary. Add lines 2 throug	h 5 in column (d)		>	
	8	Net gaming income summary. Subtract line 7	7 from line 1, column (d)		>	
_	_					
		ter the state(s) in which the organization opera	_			Yes No
		the organization licensed to operate gaming ac No," explain:				Yes No
		ere any of the organization's gaming licenses r			year?	Yes No
b	lf "	Yes," explain:				

Schedule G (Form 990 or 990-EZ) 2013

Sch	edule G (Form 990 or 990-EZ) 2013 ALL STARS PROJECT, INC.	-3148.	<u> 295</u>	Page 3
11	Does the organization operate gaming activities with nonmembers?	└─ '	Yes	└ No
	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed			
	to administer charitable gaming?		Yes	☐ No
13	Indicate the percentage of gaming activity operated in:			
	The organization's facility	13a		%
	An outside facility			<u></u> %
	Enter the name and address of the person who prepares the organization's gaming/special events books and records:			
	Name			
	Address >			
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?		Yes	□ No
b	If "Yes," enter the amount of gaming revenue received by the organization 🕨 \$ and the amount			
С	of gaming revenue retained by the third party ▶\$ If "Yes," enter name and address of the third party:			
	Name			
	Address >			
16	Gaming manager information:			
	Name			
	Gaming manager compensation ▶ \$			
	<u> </u>			
	Description of services provided			
	Director/officer Employee Independent contractor			
17	Mandatory distributions:			
а	Is the organization required under state law to make charitable distributions from the gaming proceeds to			
	retain the state gaming license?	└── `	Yes	└─ No
b	Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the			
	organization's own exempt activities during the tax year ▶ \$			
Pa	rt IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part II	, lines 9,	9b, 10	b, 15b,
	15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).			

Schedule G (Form 990 or 990-EZ) ALL STARS PROJECT, INC.	13-3148295 _{Page 4}
Schedule G (Form 990 or 990-EZ) ALL STARS PROJECT, INC. Part IV Supplemental Information (continued)	
<u> </u>	

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

Open to Public Inspection

Name of the organization ALL STARS	PROJECT	TNC.					Employer identification number $13-3148295$
Part I General Information on Grants a		1110.					13 3140233
 Does the organization maintain records criteria used to award the grants or assi Describe in Part IV the organization's pro 	stance?						
Part II Grants and Other Assistance to	Governments an	d Organizations in th	e United States. C	Complete if the org	anization answered "\	es" to Form 990, Part	IV, line 21, for any
recipient that received more than	\$5,000. Part II car	be duplicated if addit	tional space is need		(6) Madle and af		
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
AMILANMA ALL GMADG							
ATLANTA ALL STARS 1758 CENTURY BOULEVARD, STE.B							
ATLANA, GA 30345	27-3757738	TBD	26,810.	0.			GENERAL SUPPORT
	27 0707700		20,020.				
0 February 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1			- Co - d tolele		<u> </u>		▶ 0.
2 Enter total number of section 501(c)(3) a							·········· <u> </u>
3 Enter total number of other organization	s iistea in the ilhe	ı ıadıe					·

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

(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 informatio	n required in Part I, lin	e 2, Part III, colum	n (b), and any other a	dditional information.	
PART I, LINE 2:	•		•		
EXPLANATION: FOR GRANTS GIVEN TO) OTHER ORG	λ ΝΤ 7 λ 		C KEEDC IN	
FOUCH WITH THE RECIPIENT ORGANIZ	ZATION, WIT	H REGARDS	TO HOW THE	MONEY IS	
BEING USED, AND THE GENERAL PROC	GRAM ACCOMP	LISHMENTS	•		

SCHEDULE J (Form 990)

Department of the Treasury

Internal Revenue Service

Compensation Information

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

► Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

Attach to Form 990. ► See separate instructions.

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

OMB No. 1545-0047

Open to Public Inspection

Name of the organization

Part I Questions Regarding Compensation

ALL STARS PROJECT, INC.

Employer identification number 13-3148295

			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.			
	First-class or charter travel			
	Travel for companions Payments for business use of personal residence			
	Tax indemnification and gross-up payments Health or social club dues or initiation fees			
	Discretionary spending account Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or			
	reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	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.			
	X Compensation committee			
	Independent compensation consultant X Compensation survey or study			
	X Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing			
	organization or a related organization:			
а	Receive a severance payment or change-of-control payment?	4a	Х	
	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		Х
	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		Х
	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:			
а	The organization?	5a		Х
	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:			
а	The organization?	6a		X
	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	Х	
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		Х
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in			
	Regulations section 53 4958-6(c)?	9		

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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.

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

Schedule J (Form 990) 2013 ALL STARS PROJECT, INC.	13-3148295	Page 3
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 the information of the	nis part for any additional information.	
PART I, LINE 4A:		
EXPLANATION: SUSAN DAVIES \$8,077		
DADE T. LINE 7		
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		
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		
THE FRESIDENT & CEO RECOMMENDS A BONOS AMOUNT OF OTHER HIGHLI COMPENSATED		
AND KEY EMPLOYEES. ALL BONUS AMOUNTS ARE APPROVED BY THE HR & COMPENSATION		
COMMITTEE.		
COMMITTION.		

SCHEDULE K (Form 990) Department of the Treasury

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.

OMB No. 1545-0047 2013 Open to Public Inspection

► Attach to Form 990. ► See separate instructions. ► Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990 Internal Revenue Service Employer identification number Name of the organization ALL STARS PROJECT, INC. 13-3148295 Part I **Bond Issues** (a) Defeased (h) On behalf (i) Pooled (c) CUSIP# (a) Issuer name (b) Issuer EIN (d) Date issued (e) Issue price (f) Description of purpose of issuer financing Yes No Yes No Yes No BUILD NYC RESOURCE 45-4040561999999999 11/29/12 Х A CORPORATION 10,720,000.REFINANCING Х Х D Part II Proceeds В С D 10,410,000. 1 Amount of bonds retired 2 Amount of bonds legally defeased 10,720,000. 3 Total proceeds of issue **4** Gross proceeds in reserve funds **5** Capitalized interest from proceeds 6 Proceeds in refunding escrows 310,000. 7 Issuance costs from proceeds **8** Credit enhancement from proceeds Working capital expenditures from proceeds Capital expenditures from proceeds Other spent proceeds 11 Other unspent proceeds Year of substantial completion Yes No Yes No Yes No Yes No Were the bonds issued as part of a current refunding issue? Were the bonds issued as part of an advance refunding issue? X Has the final allocation of proceeds been made? X Does the organization maintain adequate books and records to support the final allocation of proceeds? Part III Private Business Use В C D Α 1 Was the organization a partner in a partnership, or a member of an LLC, Yes No Yes No Yes No Yes No X which owned property financed by tax-exempt bonds? 2 Are there any lease arrangements that may result in private business use of Х bond-financed property?

Pa	rt III Private Business Use (Continued)								
			Ą		В	(Ç	I	D
3a	Are there any management or service contracts that may result in private	Yes	No	Yes	No	Yes	No	Yes	No
	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?								
	Are there any research agreements that may result in private business use of bond-financed property?		X						
C	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			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							
Pa	rt IV Arbitrage								
			A		В	(Ç		D
1	Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and	Yes	No	Yes	No	Yes	No	Yes	No
	Penalty in Lieu of Arbitrage Rebate?		X						
_2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?		Х						
	Exception to rebate?		Х						
	No rebate due?		X						<u> </u>
	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?		Х						
4a	Has the organization or the governmental issuer entered into a qualified		l _						
	hedge with respect to the bond issue?		X						
b	Name of provider								
	Term of hedge								
	Was the hedge superintegrated?								
	Was the hedge terminated?								

Part IV Arbitrage (Continued)								
	A		E	3	С		r)
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of								
section 148?		X						
Part V Procedures To Undertake Corrective Action								
		A	E	3			I)
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of								
federal tax requirements are timely identified and corrected through the voluntary								
closing agreement program if self-remediation is not available under applicable								
regulations?	X							
Part VI Supplemental Information. Provide additional information for responses to questions	on Schedul	e K (see instr	ructions).		•		•	
		,	,					
							-	
							-	

SCHEDULE M (Form 990)

Noncash Contributions

Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.

OMB No. 1545-0047

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization

Complete in the organizations answered Tes on Form 990, Fart IV, lines 29 or 30

Attach to Form 990.

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

ALL STARS PROJECT, INC. Employer identification number 13-3148295

Par	t I Types of Property							
		(a)	(b)	(c)	(d)			
		Check if	Number of contributions or	Noncash contribution amounts reported on	Method of de		•	_
		applicable		Form 990, Part VIII, line 1g	noncash contribu	ilion an	lourits	5
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	Х	16	439,661.	SALE OF COM	PARA	ABL:	<u>E P</u>
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 organi							
	for which the organization completed Form 82	83, Part IV,	Donee Acknowled	gement 29		1	Vaa	—
200	During the year, did the organization receive b	v oontributie	on any proporty ro	norted in Dort L lines 1 20 t	hat it must hald for		Yes	No
Sua	at least three years from the date of the initial							
				•		30a		Х
h	the entire holding period?					Sua		
31	Does the organization have a gift acceptance	nolicy that r	equires the review	of any non-standard contrib	utions?	31	х	
	Does the organization have a girt acceptance					31		
- 2	contributions?			•		32a		Х
h	If "Yes," describe in Part II.					JZU		
	If the organization did not report an amount in	column (c) f	for a type of prope	rty for which column (a) is ch	ecked.			
	describe in Part II.	25.6 (0)	2. 4 1, pc or prope	,	.5564,			
	The state of the s							

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

Schedule M (Form 990) (2013)

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury

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.

2013
Open to Public Inspection

Internal Revenue Service

Name of the organization

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

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:

ALL STARS PROJECT, INC.

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)

ALL STARS PROJECT, INC.

Employer identification number 13-3148295

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

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

ALL STARS PROJECT, INC.	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 DIRECTO	RS REVIEWS AND
APPROVES THE ORGANIZATION'S CEO, OFFICERS, AND TOP MANAGE	MENT'S
COMPENSATION. THE COMMITTEE USES COMPARABLE DATA AND SUR	VEYS TO DELIBERATE
AND APPROVE COMPENSATION LEVELS. THIS PROCESS WAS LAST C	CONDUCTED IN 2013.
FORM 990, PART VI, SECTION C, LINE 19:	
EXPLANATION: THE ORGANIZATION WILL SEND FINANCIALS STATEM	ENTS, CONFLICT OF
INTEREST POLICY, AND APPROPRIATE GOVERNING DOCUMENTS IF R	EQUESTED 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.
FORM 990, PART XII LINE 2C	
EXPLANATION: THIS PROCESS HAS NOT CHANGED FROM PRIOR YEAR	ł .

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		061503	SL	40.00	16	7,750,000.			7,750,000.	1,646,875.		193,750.
2		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.
	FURNITURE & FIXTURES											
3		06 15 93	SL	.000	16	429,931.			429,931.	316,199.		17,884.
	* 990 PAGE 10 TOTAL FURNITURE & FIXTUR					429,931.		0.	429,931.	316,199.	0.	17,884.
	MACHINERY & EQUIPMENT											
5	COMPUTER EQUIPMENT		SL	.000	16	310,414.			310,414.	213,499.		24,414.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPM					310,414.		0.	310,414.	213,499.	0.	24,414.
	TRANSPORTATION EQUIPMENT											
4		061589	SL	.000	16	89,788.			89,788.	72,584.		5,236.
	* 990 PAGE 10 TOTAL TRANSPORTATION EQU					89,788.		0.	89,788.	72,584.	0.	5,236.
	OTHER											
6		061511	.SL	.000	16	1,336,283.			1,336,283.	308.		133,539.
7		VARIES	SL	.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.

328102 05-01-13

⁽D) - Asset disposed