NEY $775-

| Form **CHAR500** | **Annual Filing for Charitable Organizations**<br>New York State Department of Law (Office of the Attorney General)<br>Charities Bureau - Registration Section<br>120 Broadway<br>New York, NY 10271<br>http://www.charitiesnys.com | **2011** |
|---|---|---|
| This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006) | | **Open to Public Inspection** |

**1. General Information**

a. For the fiscal year beginning (mm/dd/yyyy) 07/01/2011 and ending (mm/dd/yyyy) 06/30/2012

| b. Check if applicable for NYS: | c. Name of organization | d. Fed. employer ID no. (EIN) |
|---|---|---|
| ☐ Address change<br>☐ Name change<br>☐ Initial filing | THE DOE FUND, INC. | 13-3412540<br>e. NY State registration no.<br>04-59-48 |
| ☐ Final filing<br>☐ Amended filing | Number and street (or P.O. box if mail not delivered to street address): 232 EAST 84 ST.<br>Room/suite: | f. Telephone number<br>212 628-5207 |
| ☐ NY registration pending | City or town, state or country and ZIP + 4<br>NEW YORK, NY 10028 | g. Email |

**2. Certification - Two Signatures Required**

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

| | Signature | Printed Name | Title | Date |
|---|---|---|---|---|
| a. President or Authorized Officer | | GEORGE T. MCDONALD | PRESIDENT | 5/15/13 |
| b. Chief Financial Officer or Treas. | Marion Kowalski | MARION KOWALSKI | CFO | 5/15/13 |

**3. Annual Report Exemption Information**

a. **Article 7-A** annual report exemption (Article 7-A registrants and dual registrants)

Check ➡ ☐ if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed $25,000 **and** the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year.

**NOTE:** An organization may claim this exemption if no PFR or FRC was used **and** either: 1) it received an allocation from a federated fund, United Way or incorporated community appeal **and** contributions from other sources did not exceed $25,000 **or** 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A.

b. **EPTL** annual report exemption (EPTL registrants and dual registrants)

Check ➡ ☐ if gross receipts did not exceed $25,000 **and** assets (market value) did not exceed $25,000 at any time during this fiscal year.

For EPTL or Article 7-A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above. *Do not submit a fee, do not complete the following schedules and do not submit any attachments to this form.*

**4. Article 7-A Schedules**

If you did **not** check the Article 7-A annual report exemption above, complete the following for this fiscal year:

a. Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? ☐ Yes* ☒ No
*** If "Yes", complete Schedule 4a.**

b. Did the organization receive government contributions (grants)? ☒ Yes* ☐ No
*** If "Yes", complete Schedule 4b.**

**5. Fee Submitted:** See last page for **summary of fee requirements.**

Indicate the filing fee(s) you are submitting along with this form:

| | | |
|---|---|---|
| a. Article 7-A filing fee | $ 25. | **Submit only one check or money order for the total fee, payable to "NYS Department of Law"** |
| b. EPTL filing fee | $ 750. | |
| c. **Total fee** | $ 775. | |

**6. Attachments -** For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments ➡➡➡

THE DOE FUND, INC.

## Schedule 4b: Government Contributions (Grants)

If you checked the box in question **4.b.** on page 1, complete the following schedule for **each** government contribution (grant). Use additional copies of this page if necessary to list each government contribution (grant) separately.

| Government Agency Name | Grant Amount |
|---|---|
| EMERGENCY FOOD AND SHELTER PROGRAM | $ 6,546. |
| NYS DIVISION OF CRIMINAL JUSTICE SERVICE | $ 60,936. |
| CITY OF NEWARK DEVELOPMENT BLOCK GRANT | $ 87,087. |
| DEPARTMENT OF LABOR EMPLOYMENT AND TRAINING | $ 1,457,177. |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| | $ |
| **Total Government Contributions (Grants)** | $ 1,611,746. |

THE DOE FUND, INC.

## 5. Fee Instructions

*The filing fee depends on the organization's Registration Type. For details on Registration Type and filing fees, see the Instructions for Form CHAR500.*

| Organization's Registration Type | Fee Instructions |
|---|---|
| • **Article 7-A** | Calculate the Article 7-A filing fee using the table in **part a** below. The EPTL filing fee is $0. |
| • **EPTL** | Calculate the EPTL filing fee using the table in **part b** below. The Article 7-A filing fee is $0. |
| • **Dual** | Calculate both the Article 7-A and EPTL filing fees using the tables in **parts a and b** below. Add the Article 7-A and EPTL filing fees together to calculate the total fee. Submit a single check or money order for the total fee. |

**a) Article 7-A filing fee**

| Total Support & Revenue | Article 7-A Fee |
|---|---|
| more than $250,000 | $25 |
| up to $250,000 * | $10 |

* *Any organization that contracted with or used the services of a professional fund raiser (PFR) or fund raising counsel (FRC) during the reporting period must pay an Article 7-A filing fee of $25, regardless of total support and revenue.*

**b) EPTL filing fee**

| Net Worth at End of Year | EPTL Fee |
|---|---|
| Less than $50,000 | $25 |
| $50,000 or more, but less than $250,000 | $50 |
| $250,000 or more, but less than $1,000,000 | $100 |
| $1,000,000 or more, but less than $10,000,000 | $250 |
| $10,000,000 or more, but less than $50,000,000 | $750 |
| $50,000,000 or more | $1500 |

## 6. Attachments - Document Attachment Check-List

*Check the boxes for the documents you are attaching.*

**For All Filers**

Filing Fee

[X] Single check or money order payable to "NYS Department of Law"

Copies of Internal Revenue Service Forms

[X] **IRS Form 990**
[X] All required schedules (including Schedule B)
[ ] IRS Form 990-T

[ ] **IRS Form 990-EZ**
[ ] All required schedules (including Schedule B)
[ ] IRS Form 990-T

[ ] **IRS Form 990-PF**
[ ] All required schedules (including Schedule B)
[ ] IRS Form 990-T

**Additional Article 7-A Document Attachment Requirement**

Independent Accountant's Report

[X] Audit Report *(total support & revenue more than $250,000)*
[ ] Review Report *(total support & revenue $100,001 to $250,000)*
[ ] No Accountant's Report Required *(total support & revenue not more than $100,000)*

Form **990**

Department of the Treasury
Internal Revenue Service

# Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

**2011**

**Open to Public Inspection**

**A** For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

**B** Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

**C** Name of organization: THE DOE FUND, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) | Room/suite: 232 EAST 84 ST.

City or town, state or country, and ZIP + 4: NEW YORK, NY 10028

**F** Name and address of principal officer: GEORGE T. MCDONALD
SAME AS C ABOVE

**D** Employer identification number: 13-3412540

**E** Telephone number: 212-628-5207

**G** Gross receipts $ 10,046,329.

**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No

**H(b)** Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

**H(c)** Group exemption number ▶

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

**J** Website: ▶ WWW.DOE.ORG

**K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

**L** Year of formation: 1987 **M** State of legal domicile: NY

## Part I Summary

**Activities & Governance**

1 Briefly describe the organization's mission or most significant activities: TO PROVIDE JOB TRAINING AND HOUSING ASSISTANCE FOR THE HOMELESS AND INDIGENT.

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

| | | | |
|---|---|---|---|
| 3 | Number of voting members of the governing body (Part VI, line 1a) | 3 | 8 |
| 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 7 |
| 5 | Total number of individuals employed in calendar year 2011 (Part V, line 2a) | 5 | 538 |
| 6 | Total number of volunteers (estimate if necessary) | 6 | 750 |
| 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 0. |
| b | Net unrelated business taxable income from Form 990-T, line 34 | 7b | 0. |

| | | | Prior Year | Current Year |
|---|---|---|---|---|
| Revenue | 8 | Contributions and grants (Part VIII, line 1h) | 12,634,864. | 6,793,125. |
| | 9 | Program service revenue (Part VIII, line 2g) | 2,151,069. | 2,220,733. |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | -3,336. | 402. |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 231,559. | 621,507. |
| | 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 15,014,156. | 9,635,767. |
| Expenses | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0. | 0. |
| | 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 0. | 0. |
| | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 7,079,450. | 8,040,068. |
| | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 88,300. | 66,000. |
| | b | Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,682,357. | | |
| | 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 3,499,287. | 3,904,568. |
| | 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 10,667,037. | 12,010,636. |
| | 19 | Revenue less expenses. Subtract line 18 from line 12 | 4,347,119. | -2,374,869. |
| | | | **Beginning of Current Year** | **End of Year** |
| Net Assets or Fund Balances | 20 | Total assets (Part X, line 16) | 50,817,512. | 49,661,354. |
| | 21 | Total liabilities (Part X, line 26) | 26,981,537. | 28,200,248. |
| | 22 | Net assets or fund balances. Subtract line 21 from line 20 | 23,835,975. | 21,461,106. |

## Part II Signature Block

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

**Sign Here**

▶ Signature of officer | Date 5/15/13

▶ GEORGE T. MCDONALD, PRESIDENT
Type or print name and title

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| BARRY WECHSLER | | 5/10/13 | | P00293702 |

Firm's name ▶ RAICH ENDE MALTER & CO., LLP | Firm's EIN ▶ 11-2336434

Firm's address ▶ 1375 BROADWAY
NEW YORK, NY 10018 | Phone no. 212-944-4433

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

**Part III | Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III ..... [X]

1 Briefly describe the organization's mission:
TO PROVIDE FINANCIAL ASSISTANCE TO INDIGENT PEOPLE IN TRANSITION; TO PROVIDE DIRECT AID TO HOMELESS, POOR AND STREET PEOPLE; TO ASSIST CHILDREN AND PARENTS WHO ARE OR ABOUT TO BECOME HOMELESS. ADDITIONALLY THE PURPOSE OF THE CORPORATION IS TO ACQUIRE, OWN OR

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ..... [ ] Yes [X] No
If "Yes," describe these new services on Schedule O.

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

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

4a (Code: ) (Expenses $ 3,690,898. including grants of $ ) (Revenue $ 2,840,358. )
THE DOE FUND EMPOWERS PEOPLE TO BREAK THE CYCLES OF HOMELESSNESS, WELFARE DEPENDENCY, SUBSTANCE ABUSE AND INCARCERATION THROUGH INNOVATIVE PAID WORK PROGRAMS, HOUSING, SUPPORTIVE SERVICES AND BUSINESS VENTURES. INCORPORATED IN 1987, THIS AWARD-WINNING AND NATIONALLY RECOGNIZED NON-PROFIT ORGANIZATION REMAINS ON THE CUTTING EDGE OF HOMELESS SERVICES, WORKFORCE DEVELOPMENT, PRISONER REENTRY, LOW-INCOME AND SPECIAL NEEDS HOUSING. AS THE UMBRELLA ORGANIZATION FOR MULTIPLE PROGRAMS, INITIATIVES AND REAL ESTATE DEVELOPMENTS, THE DOE FUND COMPREHENSIVELY MEETS THE NEEDS OF A DIVERSE HOMELESS POPULATION. IN ADDITION TO ITS FLAGSHIP PAID WORK AND JOB TRAINING PROGRAM, READY, WILLING & ABLE, SOME OF THE DOE FUND'S OTHER NOTABLE ACHIEVEMENTS INCLUDE THE CREATION OF THE FIRST NEWLY CONSTRUCTED S.R.O. IN NEW YORK

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

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

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

4e **Total program service expenses** ▶ 3,690,898.



SEE SCHEDULE O FOR CONTINUATION(S)

## Part IV Checklist of Required Schedules

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



132003
01-23-12

## Part IV Checklist of Required Schedules *(continued)*

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



132004
01-23-12

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

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

| | | | | Yes | No |
|---|---|---|---|---|---|
| 1a | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable | 1a | 133 | | |
| b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | 1b | 0 | | |
| c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | | 1c | | X |
| 2a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a | 538 | | |
| b | 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 lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions) | | | | |
| 3a | Did the organization have unrelated business gross income of $1,000 or more during the year? | | 3a | | X |
| b | If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O* | | 3b | | |
| 4a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | 4a | | X |
| b | If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. | | | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | 5a | | X |
| b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | 5b | | X |
| c | If "Yes," to line 5a or 5b, did the organization file Form 8886-T? | | 5c | | |
| 6a | Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible? | | 6a | | X |
| b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | 6b | | |
| 7 | **Organizations that may receive deductible contributions under section 170(c).** | | | | |
| a | Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor? | | 7a | X | |
| b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | | 7b | X | |
| c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | 7c | | X |
| d | If "Yes," indicate the number of Forms 8282 filed during the year | 7d | | | |
| e | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | 7e | | X |
| f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 7f | | X |
| g | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | | 7g | | X |
| h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | | 7h | | X |
| 8 | **Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | 8 | | |
| 9 | **Sponsoring organizations maintaining donor advised funds.** | | | | |
| a | Did the organization make any taxable distributions under section 4966? | | 9a | | |
| b | Did the organization make a distribution to a donor, donor advisor, or related person? | | 9b | | |
| 10 | **Section 501(c)(7) organizations.** Enter: | | | | |
| a | Initiation fees and capital contributions included on Part VIII, line 12 | 10a | | | |
| b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | | | |
| 11 | **Section 501(c)(12) organizations.** Enter: | | | | |
| a | Gross income from members or shareholders | 11a | | | |
| b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | 11b | | | |
| 12a | **Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041? | | 12a | | |
| b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | | | |
| 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? | | 13a | | |
| | **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 | 13b | | | |
| c | Enter the amount of reserves on hand | 13c | | | |
| 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* | | 14b | | |



132005
01-23-12

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

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

## Section A. Governing Body and Management

| | | | Yes | No |
|---|---|---|---|---|
| 1a | Enter the number of voting members of the governing body at the end of the tax year | 1a 8 | | |
| | 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 7 | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | 2 | X | |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | 3 | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | | X |
| 6 | Did the organization have members or stockholders? | 6 | X | |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | 7a | | X |
| b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | 7b | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | | |
| a | The governing body? | 8a | X | |
| b | Each committee with authority to act on behalf of the governing body? | 8b | X | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O* | 9 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 10a | 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 | X | |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | 11a | X | |
| b | Describe in Schedule O the process, if any, used by the organization to review this Form 990. | | | |
| 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 | X | |
| c | Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done* | 12c | X | |
| 13 | Did the organization have a written whistleblower policy? | 13 | X | |
| 14 | Did the organization have a written document retention and destruction policy? | 14 | X | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | | |
| a | The organization's CEO, Executive Director, or top management official | 15a | X | |
| b | Other officers or key employees of the organization | 15b | X | |
| | 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 | | |

## Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶NY,PA,AZ,MA,OH,CT,CA,FL,GA,IL,ME,MI

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

[ ] Own website [X] Another's website [X] Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

THE DOE FUND, INC. - 646-672-2990

345 EAST 102ND STREET, 3RD FLOOR, NEW YORK, NY 10029

 SEE SCHEDULE O FOR FULL LIST OF STATES 

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

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

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

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

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

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

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

| (A) Name and Title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| (1) RICHARD M. SCHAPS<br>CHAIRMAN OF THE BOARD | 1.50 | X | | | | | | 0. | 0. | 0. |
| (2) WENDY MADDEN<br>BOARD MEMBER | 1.50 | X | | | | | | 0. | 0. | 0. |
| (3) LISA SCHULTZ<br>BOARD MEMBER | 1.50 | X | | | | | | 0. | 0. | 0. |
| (4) STEVEN ALPER<br>BOARD MEMBER | 1.50 | X | | | | | | 0. | 0. | 0. |
| (5) GEORGE T. MCDONALD<br>PRESIDENT | 40.00 | X | | X | | | | 543,462. | 0. | 8,283. |
| (6) MICHAEL WEISBERG<br>BOARD MEMBER | 1.50 | X | | | | | | 0. | 0. | 0. |
| (7) VERONICA POLLARD<br>BOARD MEMBER | 1.50 | X | | | | | | 0. | 0. | 0. |
| (8) ALFONSO WYATT<br>BOARD MEMBER | 1.50 | X | | | | | | 0. | 0. | 0. |
| (9) HARRIET KARR-MCDONALD<br>EXECUTIVE VICE PRESIDENT | 40.00 | | | X | | | | 287,092. | 0. | 8,120. |
| (10) JOHN MCDONALD<br>CHIEF OPERATING/FINANCIAL OFFICER | 40.00 | | | X | | | | 208,708. | 0. | 22,050. |
| (11) MARION KOWALSKI<br>CHIEF FINANCIAL OFFICER | 40.00 | | | X | | | | 74,442. | 0. | 567. |
| (12) DENNIS PIERVICENTI<br>DIRECTOR OPERATIONS | 40.00 | | | | X | | | 190,209. | 0. | 1,081. |
| (13) ROBERT VERNON HESS<br>VP DEVELOPMENT PHILADELPHIA | 40.00 | | | | | X | | 187,173. | 0. | 5,620. |
| (14) LEE JASON ALMAN<br>DIRECTOR OF EXTERNAL AFFAIRS | 40.00 | | | | | X | | 169,237. | 0. | 8,185. |
| (15) JENNIFER D. MITCHELL<br>EXECUTIVE DIRECTOR OF PROGRAMS | 40.00 | | | | | X | | 127,956. | 0. | 17,044. |
| (16) RYAN EDWARD HOENLE<br>DIRECTOR OF IT | 40.00 | | | | | X | | 131,287. | 0. | 6,434. |
| (17) KENISE ETWARU<br>DIRECTOR OF HUMAN RESOURCES | 40.00 | | | | | X | | 136,379. | 0. | 20,358. |

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

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| (18) GARY PENZELL<br>DIRECTOR OF FINANCE & BUDGETS | 40.00 | | | | | X | | 118,805. | 0. | 21,961. |
| (19) JOANNA WEST<br>DIRECTOR OF WORK ENTERPRISES | 40.00 | | | | | X | | 133,698. | 0. | 7,909. |
| (20) PERRY THOMAS<br>DIRECTOR -PORTER AVENUE-HOUSING FIRS | 40.00 | | | | | X | | 118,502. | 0. | 19,277. |
| (21) NANCY OLECKI<br>DIRECTOR-DEVELOPMENT | 40.00 | | | | | X | | 116,746. | 0. | 21,774. |
| (22) FELIPE VARGAS<br>EXECUTIVE DIRECTOR OF PROGRAMS | 40.00 | | | | | X | | 116,020. | 0. | 6,982. |
| (23) LUIS NAPOLITANO<br>DIRECTOR-SECURITY-OPERATIONS | 40.00 | | | | | X | | 108,364. | 0. | 805. |
| (24) VALERIE WESRPHAL<br>DIRECTOR OF PROGRAMS | 40.00 | | | | | X | | 105,041. | 0. | 7,909. |
| (25) RICHARD ROBERTS<br>MANAGING DIRECTOR OF DEVELOPMENT & H | 40.00 | | | | | | X | 118,277. | 0. | 98. |
| (26) MARIA LAURETTA BUCKMAN<br>DEPUTY CHIEF FINANCIAL OFFICER | 40.00 | | | | | | X | 105,322. | 0. | 3,540. |
| 1b Sub-total ▶ | | | | | | | | 3,096,720. | 0. | 187,997. |
| c Total from continuation sheets to Part VII, Section A ▶ | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) ▶ | | | | | | | | 3,096,720. | 0. | 187,997. |

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 18

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

**Section B. Independent Contractors**

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

| (A) Name and business address NONE | (B) Description of services | (C) Compensation |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |

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



132008 01-23-12

**Part VIII Statement of Revenue**

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|---|---|---|---|---|---|---|
| **Contributions, Gifts, Grants and Other Similar Amounts** | | | | | | |
| 1 a Federated campaigns | 1a | | | | | |
| b Membership dues | 1b | | | | | |
| c Fundraising events | 1c | 1,121,258. | | | | |
| d Related organizations | 1d | | | | | |
| e Government grants (contributions) | 1e | 1,611,746. | | | | |
| f All other contributions, gifts, grants, and similar amounts not included above | 1f | 4,060,121. | | | | |
| g Noncash contributions included in lines 1a-1f: $ 73,443. | | | | | | |
| h **Total.** Add lines 1a-1f ▶ | | | 6,793,125. | | | |
| **Program Service Revenue** | | Business Code | | | | |
| 2 a MANAGEMENT FEES | | 624200 | 1,222,695. | 1,222,695. | | |
| b OTHER EARNED REVENUE | | 624310 | 827,596. | 827,596. | | |
| c CONTRACTS | | 624200 | 170,442. | 170,442. | | |
| d | | | | | | |
| e | | | | | | |
| f All other program service revenue | | | | | | |
| g **Total.** Add lines 2a-2f ▶ | | | 2,220,733. | | | |
| **Other Revenue** | | | | | | |
| 3 Investment income (including dividends, interest, and other similar amounts) ▶ | | | 402. | | | 402. |
| 4 Income from investment of tax-exempt bond proceeds ▶ | | | | | | |
| 5 Royalties ▶ | | | | | | |
| | (i) Real | (ii) Personal | | | | |
| 6 a Gross rents | | | | | | |
| b Less: rental expenses | | | | | | |
| c Rental income or (loss) | | | | | | |
| d Net rental income or (loss) ▶ | | | | | | |
| 7 a Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | | |
| b Less: cost or other basis and sales expenses | | | | | | |
| c Gain or (loss) | | | | | | |
| d Net gain or (loss) ▶ | | | | | | |
| 8 a Gross income from fundraising events (not including $ 1,121,258. of contributions reported on line 1c). See Part IV, line 18 | a | 410,562. | | | | |
| b Less: direct expenses | b | 410,562. | | | | |
| c Net income or (loss) from fundraising events ▶ | | | 0. | | | |
| 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 ▶ | | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | | |
| b Less: cost of goods sold | b | | | | | |
| c Net income or (loss) from sales of inventory ▶ | | | | | | |
| Miscellaneous Revenue | | Business Code | | | | |
| 11 a INTEREST INCOME FROM C | | 624200 | 499,687. | 499,687. | | |
| b RENTAL INCOME FROM LAN | | 624000 | 122,329. | 122,329. | | |
| c REALIZED GAIN | | 624000 | 1,882. | 1,882. | | |
| d All other revenue | | 624200 | -2,391. | -2,391. | | |
| e **Total.** Add lines 11a-11d ▶ | | | 621,507. | | | |
| 12 **Total revenue.** See instructions. ▶ | | | 9,635,767. | 2,842,240. | 0. | 402. |

## Part IX Statement of Functional Expenses

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

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

| *Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.* | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|---|---|---|---|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 | | | | |
| 2 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 | 2,902,717. | 679,067. | 1,938,968. | 284,682. |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | 3,505,222. | 1,240,182. | 1,690,670. | 574,370. |
| 8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions) | | | | |
| 9 Other employee benefits | 1,010,827. | 340,748. | 494,104. | 175,975. |
| 10 Payroll taxes | 621,302. | 247,346. | 274,126. | 99,830. |
| 11 Fees for services (non-employees): | | | | |
| a Management | 120,564. | 120,564. | | |
| b Legal | 243,197. | 330. | 242,867. | |
| c Accounting | 108,300. | | 108,300. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | 66,000. | | | 66,000. |
| f Investment management fees | | | | |
| g Other | 357,646. | 36,659. | 306,463. | 14,524. |
| 12 Advertising and promotion | 180,120. | 12,625. | 121,177. | 46,318. |
| 13 Office expenses | 994,650. | 147,433. | 512,146. | 335,071. |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 634,808. | 248,426. | 382,261. | 4,121. |
| 17 Travel | 47,244. | 13,233. | 34,011. | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 168,968. | 17,906. | 115,669. | 35,393. |
| 20 Interest | 37,866. | 1,556. | 36,308. | 2. |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 313,054. | 19,976. | 257,380. | 35,698. |
| 23 Insurance | 53,679. | 25. | 53,654. | |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a CLIENT SERVICES | 290,788. | 289,768. | 1,020. | |
| b VEHICLES AND TRANSPORTA | 124,516. | 95,053. | 29,463. | |
| c IN-KIND | 73,443. | 73,443. | | |
| d AID TO CLIENTS | 48,783. | 29,142. | 19,564. | 77. |
| e All other expenses | 106,942. | 77,416. | 19,230. | 10,296. |
| 25 **Total functional expenses.** Add lines 1 through 24e | 12,010,636. | 3,690,898. | 6,637,381. | 1,682,357. |
| 26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) | | | | |

## Part X Balance Sheet

| | | | (A) Beginning of year | | (B) End of year |
|---|---|---|---|---|---|
| Assets | 1 | Cash - non-interest-bearing | 15,031. | 1 | 461,329. |
| | 2 | Savings and temporary cash investments | 152,339. | 2 | 352,346. |
| | 3 | Pledges and grants receivable, net | 5,172,592. | 3 | 2,679,700. |
| | 4 | Accounts receivable, net | 467,627. | 4 | 1,004,622. |
| | 5 | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 | Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) | | 6 | |
| | 7 | Notes and loans receivable, net | 250,000. | 7 | 250,000. |
| | 8 | Inventories for sale or use | | 8 | |
| | 9 | Prepaid expenses and deferred charges | 73,883. | 9 | 244,273. |
| | 10a | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: 3,231,284. | | | |
| | b | Less: accumulated depreciation — 10b: 1,445,276. | 1,940,064. | 10c | 1,786,008. |
| | 11 | Investments - publicly traded securities | | 11 | |
| | 12 | Investments - other securities. See Part IV, line 11 | 24,234,076. | 12 | 24,234,104. |
| | 13 | Investments - program-related. See Part IV, line 11 | | 13 | |
| | 14 | Intangible assets | | 14 | |
| | 15 | Other assets. See Part IV, line 11 | 18,511,900. | 15 | 18,648,972. |
| | 16 | **Total assets.** Add lines 1 through 15 (must equal line 34) | 50,817,512. | 16 | 49,661,354. |
| Liabilities | 17 | Accounts payable and accrued expenses | 2,330,128. | 17 | 2,222,610. |
| | 18 | Grants payable | | 18 | |
| | 19 | Deferred revenue | | 19 | 1,875. |
| | 20 | Tax-exempt bond liabilities | | 20 | |
| | 21 | Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 | Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | 147,021. | 23 | 153,037. |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | 24,504,388. | 25 | 25,822,726. |
| | 26 | **Total liabilities.** Add lines 17 through 25 | 26,981,537. | 26 | 28,200,248. |
| Net Assets or Fund Balances | | **Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.** | | | |
| | 27 | Unrestricted net assets | 18,773,475. | 27 | 18,961,106. |
| | 28 | Temporarily restricted net assets | 5,062,500. | 28 | 2,500,000. |
| | 29 | Permanently restricted net assets | | 29 | |
| | | **Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 30 through 34.** | | | |
| | 30 | Capital stock or trust principal, or current funds | | 30 | |
| | 31 | Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 | Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| | 33 | Total net assets or fund balances | 23,835,975. | 33 | 21,461,106. |
| | 34 | Total liabilities and net assets/fund balances | 50,817,512. | 34 | 49,661,354. |

## Part XI Reconciliation of Net Assets

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

| | | | |
|---|---|---|---|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 9,635,767. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 12,010,636. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | -2,374,869. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 23,835,975. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | 0. |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 21,461,106. |

## Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII [X]

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Accounting method used to prepare the Form 990: ☐ Cash [X] Accrual ☐ Other<br>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 |
| b | Were the organization's financial statements audited by an independent accountant? | 2b | X | |
| c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? | 2c | X | |
| | If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | | | |
| d | If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:<br>☐ Separate basis [X] Consolidated basis ☐ Both consolidated and separate basis | | | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | 3a | X | |
| b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits. | 3b | X | |

| SCHEDULE A (Form 990 or 990-EZ) | Public Charity Status and Public Support | OMB No. 1545-0047 |
|---|---|---|
| Department of the Treasury Internal Revenue Service | Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust. ▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions. | 2011 Open to Public Inspection |

**Name of the organization:** THE DOE FUND, INC.

**Employer identification number:** 13-3412540

## Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: ______
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I  b ☐ Type II  c ☐ Type III - Functionally integrated  d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

| | | Yes | No |
|---|---|---|---|
| (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? | 11g(i) | | |
| (ii) A family member of a person described in (i) above? | 11g(ii) | | |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? | 11g(iii) | | |

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

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

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

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

## Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---|---|---|---|---|---|---|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 6130467. | 8416593. | 7919668. | 7559864. | 8850864. | 38877456. |
| 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 | 6130467. | 8416593. | 7919668. | 7559864. | 8850864. | 38877456. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | |
| 6 **Public support.** Subtract line 5 from line 4. | | | | | | 38877456. |

## Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---|---|---|---|---|---|---|
| 7 Amounts from line 4 | 6130467. | 8416593. | 7919668. | 7559864. | 8850864. | 38877456. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 287,977. | 37,006. | 185,677. | 220,266. | 622,016. | 1352942. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 11 **Total support.** Add lines 7 through 10 | | | | | | 40230398. |

12 Gross receipts from related activities, etc. (see instructions) ..... 12 | 11,247,365.

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

## Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) ..... 14 | 96.64 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 ..... 15 | 96.40 %

16a **33 1/3% support test - 2011.** 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 ▶ [X]

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

## Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---|---|---|---|---|---|---|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 **Total.** Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 **Public support** (Subtract line 7c from line 6.) | | | | | | |

## Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2007 | (b) 2008 | (c) 2009 | (d) 2010 | (e) 2011 | (f) Total |
|---|---|---|---|---|---|---|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 **Total support** (Add lines 9, 10c, 11, and 12.) | | | | | | |

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

## Section C. Computation of Public Support Percentage

| | | |
|---|---|---|
| 15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2010 Schedule A, Part III, line 15 | 16 | % |

## Section D. Computation of Investment Income Percentage

| | | |
|---|---|---|
| 17 Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from **2010** Schedule A, Part III, line 17 | 18 | % |

19a **33 1/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3% support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

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

**SCHEDULE D** (Form 990)

Department of the Treasury Internal Revenue Service

# Supplemental Financial Statements

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2011**

Open to Public Inspection

Name of the organization: THE DOE FUND, INC.

Employer identification number: 13-3412540

**Part I** **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

| | | (a) Donor advised funds | (b) Funds and other accounts |
|---|---|---|---|
| 1 | Total number at end of year | | |
| 2 | Aggregate contributions to (during year) | | |
| 3 | Aggregate grants from (during year) | | |
| 4 | Aggregate value at end of year | | |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)
☐ Preservation of an historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

| | | | Held at the End of the Tax Year |
|---|---|---|---|
| a | Total number of conservation easements | 2a | |
| b | Total acreage restricted by conservation easements | 2b | |
| c | Number of conservation easements on a certified historic structure included in (a) | 2c | |
| d | Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d | |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ ______

4 Number of states where property subject to conservation easement is located ▶ ______

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

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

(ii) Assets included in Form 990, Part X ▶ $ ______

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ $ ______

b Assets included in Form 990, Part X ▶ $ ______

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

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

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

b If "Yes," explain the arrangement in Part XIV.

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

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

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

a Board designated or quasi-endowment ▶ ____ %

b Permanent endowment ▶ ____ %

c Temporarily restricted endowment ▶ ____ %

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

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

| | | Yes | No |
|---|---|---|---|
| (i) unrelated organizations | 3a(i) | | |
| (ii) related organizations | 3a(ii) | | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | | |

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

**Part VI | Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|---|---|---|---|
| 1a Land | | | | |
| b Buildings | | 1,274,826. | 226,837. | 1,047,989. |
| c Leasehold improvements | | | | |
| d Equipment | | | | |
| e Other | | 1,956,458. | 1,218,439. | 738,019. |
| **Total.** Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶ | | | | 1,786,008. |

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

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|---|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) INVESTMENT IN LAND | 24,221,154. | COST |
| (B) INVESTMENT AT MARKET | | |
| (C) VALUE | 12,950. | COST |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| (I) | | |
| **Total.** (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶ | 24,234,104. | |

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

| (a) Description of investment type | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|---|---|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |
| **Total.** (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶ | | |

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

| (a) Description | (b) Book value |
|---|---|
| (1) DEPOSITS | 204,478. |
| (2) DUE FROM AFFILIATES | 18,444,494. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| **Total.** *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶ | 18,648,972. |

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

| 1. (a) Description of liability | (b) Book value |
|---|---|
| (1) Federal income taxes | |
| (2) PAYROLL TAXES PAYABLE | 34,454. |
| (3) CONTRACT ADVANCES | 4,897. |
| (4) DEFERRED RENT AND LEASE INCENTIVES | 512,943. |
| (5) DEFERRED RENT FROM LAND LEASES | 23,770,432. |
| (6) LINE OF CREDIT | 1,500,000. |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| (11) | |
| **Total.** *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶ | 25,822,726. |

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

| | | | |
|---|---|---|---|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | 1 | 9,635,767. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 12,010,636. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | 3 | -2,374,869. |
| 4 | Net unrealized gains (losses) on investments | 4 | |
| 5 | Donated services and use of facilities | 5 | |
| 6 | Investment expenses | 6 | |
| 7 | Prior period adjustments | 7 | |
| 8 | Other (Describe in Part XIV.) | 8 | |
| 9 | Total adjustments (net). Add lines 4 through 8 | 9 | |
| 10 | Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9 | 10 | -2,374,869. |

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

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

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

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

**Part XIV Supplemental Information**

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

PART X, LINE 2: THE FINANCIAL ACCOUNTING STANDARDS BOARD ("FASB") ESTABLISHED GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES. THIS GUIDANCE PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. IT ALSO PROVIDES GUIDANCE ON DERECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, DISCLOSURE, AND TRANSITION. THERE WERE NO UNRECOGNIZED TAX BENEFITS IDENTIFIED OR RECORDED AS LIABILITIES FOR THE FISCAL YEAR

**Part XIV Supplemental Information** *(continued)*

2012.

THE CORPORATION AND AFFILIATES FILE AN ANNUAL FORM 990, RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX, WITH THE INTERNAL REVENUE SERVICE (THE "IRS"). AT JUNE 30, 2012, THE CORPORATION AND AFFILIATES' FORM 990S FOR THE YEARS ENDED 2009 THROUGH 2011 REMAIN ELIGIBLE FOR EXAMINATION BY THE IRS.

**SCHEDULE G** (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

# Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No. 1545-0047
**2011**
**Open To Public Inspection**

Name of the organization: THE DOE FUND, INC.

Employer identification number: 13-3412540

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

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

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

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

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

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? Yes | No | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|---|---|---|---|---|---|---|
| BARBARA BANTIVOGLIO - 400 EAST 51ST STREET, APT 12C, | FUNDRAISING | | X | 0. | 66,000. | -66,000. |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Total ▶ | | | | | 66,000. | -66,000. |

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

NY,AZ,CA,CT,FL,GA,IL,ME,MA,MI,MN,NH,NJ,NM,NC,OH,OR,PA,RI,SC,VA,WA



SEE PART IV FOR CONTINUATIONS

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

| | | (a) Event #1 BENEFIT DINNER (event type) | (b) Event #2 RAFFLE SALES (event type) | (c) Other events NONE (total number) | (d) Total events (add col. (a) through col. (c)) |
|---|---|---|---|---|---|
| Revenue | 1 Gross receipts | 1,453,020. | 78,800. | | 1,531,820. |
| | 2 Less: Charitable contributions | 1,042,458. | 78,800. | | 1,121,258. |
| | 3 Gross income (line 1 minus line 2) | 410,562. | | | 410,562. |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Noncash prizes | | | | |
| | 6 Rent/facility costs | | | | |
| | 7 Food and beverages | | | | |
| | 8 Entertainment | | | | |
| | 9 Other direct expenses | 410,562. | | | 410,562. |
| | 10 Direct expense summary. Add lines 4 through 9 in column (d) ▶ | | | | ( 410,562.) |
| | 11 Net income summary. Combine line 3, column (d), and line 10 ▶ | | | | 0. |

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

| | | (a) Bingo | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col. (a) through col. (c)) |
|---|---|---|---|---|---|
| Revenue | 1 Gross revenue | | | | |
| Direct Expenses | 2 Cash prizes | | | | |
| | 3 Noncash prizes | | | | |
| | 4 Rent/facility costs | | | | |
| | 5 Other direct expenses | | | | |
| | 6 Volunteer labor | ☐ Yes ____ % ☐ No | ☐ Yes ____ % ☐ No | ☐ Yes ____ % ☐ No | |
| | 7 Direct expense summary. Add lines 2 through 5 in column (d) ▶ | | | | ( ) |
| | 8 Net gaming income summary. Combine line 1, column d, and line 7 ▶ | | | | |

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

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

b If "No," explain: ____

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

b If "Yes," explain: ____

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

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

13 Indicate the percentage of gaming activity operated in:

a The organization's facility 13a %

b An outside facility 13b %

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

Name ▶

Address ▶

15a Does the organization have a 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 of gaming revenue retained by the third party ▶ $ ______ .

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

Name ▶

Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

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

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

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: BARBARA BANTIVOGLIO

(I) ADDRESS OF FUNDRAISER:

400 EAST 51ST STREET, APT 12C, NEW YORK, NY 10022

**SCHEDULE J (Form 990)**

Department of the Treasury Internal Revenue Service

# Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2011**

**Open to Public Inspection**

Name of the organization: THE DOE FUND, INC.

Employer identification number: 13-3412540

## Part I Questions Regarding Compensation

| | | | Yes | No |
|---|---|---|---|---|
| **1a** | Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.<br>☐ First-class or charter travel ☐ Housing allowance or residence for personal use<br>☐ Travel for companions ☐ Payments for business use of personal residence<br>☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees<br>☐ 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 officers, directors, trustees, and 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. Explain in Part III.<br>☒ Compensation committee ☐ Written employment contract<br>☒ Independent compensation consultant ☒ Compensation survey or study<br>☐ Form 990 of other organizations ☒ Approval by the board or compensation committee | | | |
| **4** | During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: | | | |
| **a** | Receive a severance payment or change-of-control payment? | 4a | X | |
| **b** | Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | | X |
| **c** | Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | | X |
| | If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. | | | |
| | **Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.** | | | |
| **5** | For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: | | | |
| **a** | The organization? | 5a | | X |
| **b** | Any related organization? | 5b | | X |
| | If "Yes" to line 5a or 5b, describe in Part III. | | | |
| **6** | For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: | | | |
| **a** | The organization? | 6a | | X |
| **b** | Any related organization? | 6b | | X |
| | If "Yes" to line 6a or 6b, describe in Part III. | | | |
| **7** | For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III | 7 | | X |
| **8** | Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III | 8 | | X |
| **9** | If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? | 9 | | |

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

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

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

| (A) Name | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|---|---|---|---|---|---|---|---|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 1 GEORGE T. MCDONALD | (i) | 543,462. | 0. | 0. | 0. | 8,283. | 551,745. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 2 HARRIET KARR-MCDONALD | (i) | 287,092. | 0. | 0. | 0. | 8,120. | 295,212. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 3 JOHN MCDONALD | (i) | 208,708. | 0. | 0. | 0. | 22,050. | 230,758. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 4 DENNIS PIERVICENTI | (i) | 184,668. | 5,541. | 0. | 0. | 1,081. | 191,290. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 5 ROBERT VERNON HESS | (i) | 151,836. | 35,337. | 0. | 0. | 5,620. | 192,793. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 6 LEE JASON ALMAN | (i) | 165,883. | 3,354. | 0. | 0. | 8,185. | 177,422. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 7 KENISE ETWARU | (i) | 131,876. | 4,503. | 0. | 0. | 20,358. | 156,737. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 8 RICHARD ROBERTS | (i) | 118,277. | 0. | 0. | 0. | 98. | 118,375. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 9 MARIA LAURETTA BUCKMAN | (i) | 105,322. | 0. | 0. | 0. | 3,540. | 108,862. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 10 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 11 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 12 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 13 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 14 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 15 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 16 | (i) | | | | | | | |
| | (ii) | | | | | | | |

**SCHEDULE L**
**(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

# Transactions With Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047
**2011**
**Open To Public Inspection**

Name of the organization: THE DOE FUND, INC.
Employer identification number: 13-3412540

## Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

| 1 (a) Name of disqualified person | (b) Description of transaction | (c) Corrected? Yes | No |
|---|---|---|---|
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ $

## Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

| (a) Name of interested person and purpose | (b) Loan to or from the organization? To | From | (c) Original principal amount | (d) Balance due | (e) In default? Yes | No | (f) Approved by board or committee? Yes | No | (g) Written agreement? Yes | No |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| Total ▶ $ | | | | | | | | | | |

## Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount and type of assistance |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

**Part IV** **Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|---|---|---|---|---|---|
| | | | | Yes | No |
| GEORGE MCDONALD | PRESIDENT OF THE DO | 169,992. | LESSOR OF O | | X |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

**Part V** **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: GEORGE MCDONALD

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

PRESIDENT OF THE DOE FUND, INC.

(C) AMOUNT OF TRANSACTION $ 169,992.

(D) DESCRIPTION OF TRANSACTION: LESSOR OF OFFICE SPACE INCLUDING

ELECTRICITY TO THE ORGANIZATION

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

# Noncash Contributions

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: THE DOE FUND, INC.

Employer identification number: 13-3412540

## Part I Types of Property

| | | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|---|---|---|---|---|---|
| 1 | Art - Works of art | | | | |
| 2 | Art - Historical treasures | | | | |
| 3 | Art - Fractional interests | | | | |
| 4 | Books and publications | | | | |
| 5 | Clothing and household goods | X | | 73,443. | DONOR ESTIMATES |
| 6 | Cars and other vehicles | | | | |
| 7 | Boats and planes | | | | |
| 8 | Intellectual property | | | | |
| 9 | Securities - Publicly traded | | | | |
| 10 | Securities - Closely held stock | | | | |
| 11 | Securities - Partnership, LLC, or trust interests | | | | |
| 12 | Securities - Miscellaneous | | | | |
| 13 | Qualified conservation contribution - Historic structures | | | | |
| 14 | Qualified conservation contribution - Other | | | | |
| 15 | Real estate - Residential | | | | |
| 16 | Real estate - Commercial | | | | |
| 17 | Real estate - Other | | | | |
| 18 | Collectibles | | | | |
| 19 | Food inventory | | | | |
| 20 | Drugs and medical supplies | | | | |
| 21 | Taxidermy | | | | |
| 22 | Historical artifacts | | | | |
| 23 | Scientific specimens | | | | |
| 24 | Archeological artifacts | | | | |
| 25 | Other ▶ ( ) | | | | |
| 26 | Other ▶ ( ) | | | | |
| 27 | Other ▶ ( ) | | | | |
| 28 | Other ▶ ( ) | | | | |

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

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

**SCHEDULE O** (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

# Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047
**2011**
Open to Public Inspection

| Name of the organization | Employer identification number |
|---|---|
| THE DOE FUND, INC. | 13-3412540 |

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

DEVELOP HOUSING FOR LOW AND MODERATE INCOME PERSONS.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

CITY IN 50 YEARS AS WELL AS THE CONCEPTUALIZATION, DEVELOPMENT, CONSTRUCTION AND SUBSEQUENT MANAGEMENT OF THE PETER JAY SHARP CENTER FOR OPPORTUNITY, A 400-BED STATE-OF-THE-ART HOMELESS FACILITY THAT HAS REDEFINED HOMELESS SERVICES IN NEW YORK CITY. WITH VARIOUS REVENUE-GENERATING MICRO-BUSINESSES, INCLUDING A PEST EXTERMINATION COMPANY AND A DIRECT MAIL FULFILLMENT HOUSE, THE DOE FUND IS ON THE FOREFRONT OF SOCIAL ENTREPRENEURSHIP, DIVERSIFYING ITS FUNDING SOURCES WHILE SIMULTANEOUSLY PROVIDING INDUSTRY-SPECIFIC TRAINING OPPORTUNITIES FOR ITS PROGRAMS'PARTICIPANTS.

FORM 990, PART VI, SECTION A, LINE 2: GEORGE T. MCDONALD IS THE PRESIDENT OF THE DOE FUND, INC. HARRIET KARR MCDONALD IS THE EXECUTIVE VICE PRESIDENT OF THE DOE FUND, INC. JOHN MCDONALD IS THE CHIEF OPERATING/FINANCIAL OFFICER OF THE DOE FUND, INC. GEORGE T. MCDONALD AND HARRIET KARR MCDONALD ARE HUSBAND AND WIFE. JOHN MCDONALD IS THE SON AND STEP-SON OF GEORGE T. MCDONALD AND HARRIET KARR MCDONALD, RESPECTIVELY.

FORM 990, PART VI, SECTION A, LINE 6: FOR A LIST OF MEMBERS PLEASE REFER TO PART VII

FORM 990, PART VI, SECTION B, LINE 11: THE CHIEF FINANCIAL OFFICER, CHIEF OPERATING OFFICER AND CHIEF EXECUTIVE OFFICER REVIEW THE VARIOUS IRS FORM

Name of the organization: THE DOE FUND, INC.

Employer identification number: 13-3412540

990S FOR THE ORGANIZATION. THEY ARE THEN PASSED ONTO CHAIRMAN OF FINANCE COMMITTEE FOR REVIEW AND RATIFIED BY THE CHAIRMAN OF THE BOARD AT THE BOARD MEETING.

FORM 990, PART VI, SECTION B, LINE 12C: AN ANNUAL EMAIL IS FORWARDED TO ALL DOE FUND EMPLOYEES ASKING THAT ANY "CONFLICTS" BE DISCLOSED IMMEDIATELY TO HUMAN RESOURCES AND ALSO REMINDING THEM TO ADHERE TO POLICY. FOR MONITORING PURPOSES ALL STAFF ARE ASKED TO BE COGNIZANT OF SUCH ACTIVITY AND TO BE GIVEN THE OPPORTUNITY TO REPORT A CONFLICT ANONYMOUSLY TO HUMAN RESOURCES, SHOULD A PARTICULAR EVENT ARISE. THE CONFLICT OF INTEREST POLICY IS DISTRIBUTED ANNUALLY AND SIGNED BY THE OFFICERS, BOARD MEMBERS AND KEY EMPLOYEES.

FORM 990, PART VI, SECTION B, LINE 15: EVERY THREE YEARS, THE ORGANIZATION ENGAGES A FIRM WHICH UTILIZES COMPARABILITY DATA AND SPECIALIZES IN EXECUTIVE COMPENSATION MATTERS TO REVIEW THE COMPENSATION OF PRESIDENT, EXECUTIVE VICE PRESIDENT, CHIEF OPERATING OFFICER AND CHIEF FINANCIAL OFFICER. THE BOARD REVIEWS THE REPORT PROVIDED BY THE FIRM AND SETS THE COMPENSATION FOR THESE OFFICERS AND KEY EMPLOYEES IN AN EXECUTIVE SESSION OF A MEETING OF THE BOARD OF DIRECTORS WHICH EXCLUDES ALL EMPLOYEES OF THE DOE FUND, INC.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990: NY,PA,AZ,MA,OH,CT,CA,FL,GA,IL,ME,MI,MN,NH,NJ,NM,NC,OR,RI,SC,VA,WA

FORM 990, PART VI, SECTION C, LINE 19: THE COMPANY MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST.

Name of the organization THE DOE FUND, INC.

Employer identification number 13-3412540

FORM 990, PART XI, LINE 2

FINANCIAL STATEMENTS ARE AUDITED BY AN INDEPENDENT ACCOUNTANT

THIS ORGANIZATION SHARES A COMMON BOARD OF DIRECTORS WITH THE DOE FUND, INC. AND OTHER RELATED ORGANIZATIONS. AS SUCH, THE FINANCIAL INFORMATION OF THIS ORGANIZATION IS INCLUDED IN THE COMBINED FINANCIAL STATEMENTS OF THE DOE FUND, INC. AND AFFILIATES WHICH ARE AUDITED ANNUALLY BY AN INDEPENDENT ACCOUNTANT. AN AUDIT COMMITTEE ASSUMES RESPONSIBILITY AND OVERSIGHT OF THE AUDIT OF THE COMBINED FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT. THE DOE FUND, INC. AND AFFILIATES RECEIVED FEDERAL AWARDS AND WAS REQUIRED TO UNDERGO AN AUDIT IN ACCORDANCE WITH THE SINGLE AUDIT ACT AND OMB CIRCULAR A-133. THE FINANCIAL STATEMENTS OF THE DOE FUND, INC. AND AFFILIATES WERE AUDITED IN ACCORDANCE WITH THESE REQUIREMENTS. THERE HAS BEEN NO CHANGE IN THIS PROCESS FROM THE PRIOR YEAR.

FORM 990, PART XI, LINE 2C

THE AUDIT COMMITTEE ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT

NO CHANGE FROM PRIOR YEAR.

FORM 990, PART IX, LINE 7

SALARIES PAID FOR RELATED ORGANIZATIONS

THE DOE FUND, INC. ACTS AS A COMMON PAYMASTER FOR THIS AND OTHER RELATED ORGANIZATIONS.

SCHEDULE R (Form 990)
Department of the Treasury Internal Revenue Service

# Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization: THE DOE FUND, INC.

Employer identification number: 13-3412540

**Part I** **Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

| (a) Name, address, and EIN of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|---|---|---|---|---|
| IRON HORSE MANAGERS LLC - 05-0567718<br>232 EAST 84TH STREET<br>NEW YORK, NY 10028 | MANAGEMENT OF AFFORDABLE HOUSING | NEW YORK | | | THE DOE FUND, INC. |
| PEST AT REST LLC - 73-1687383<br>232 EAST 84TH STREET<br>NEW YORK, NY 10028 | EXTERMINATING WORK TRAINING PROGRAM | NEW YORK | | | THE DOE FUND, INC. |
| 55 CLINTON PLACE, LLC - 13-3645176<br>232 EAST 84TH STREET<br>NEW YORK, NY 10028 | AFFORDABLE HOUSING REAL ESTATE DEVELOPMENT | NEW YORK | | | THE DOE FUND, INC. |
| SUMMIT AVENUE CENTER FOR OPPORTUNITY, LLC - 26-0238368, 232 EAST 84TH STREET, NEW YORK, NY 10028 | AFFORDABLE HOUSING REAL ESTATE DEVELOPMENT | NEW YORK | | | THE DOE FUND, INC. |

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? Yes | No |
|---|---|---|---|---|---|---|---|
| BACK OFFICE OF NEW YORK,INC - 13-3998488<br>C/O 232 EAST 84TH STREET<br>NEW YORK, NY 10028 | TO PROVIDE WORK AND TRAINING SERVICES TO HOMELESS INDIVIDUALS | NEW YORK | 501(C)(3) | 9 | N/A | | X |
| READY,WILLING,& ABLE,INC. - 13-3607921<br>C/O 232 EAST 84TH STREET<br>NEW YORK, NY 10028 | JOB TRAINING AND ACCOMODATION FOR HOMELESS AND INDIGENT | NEW YORK | 501(C)(3) | 7 | N/A | | X |
| A BETTER PLACE HDFC - 13-3645176<br>C/O 232 EAST 84TH STREET<br>NEW YORK, NY 10028 | PERMANENT HOUSING FOR HOMELESS PERSONS | NEW YORK | 501(C)(3) | 7 | N/A | | X |
| PORTER AVENUE HDFC - 13-4178045<br>C/O 232 EAST 84TH STREET<br>NEW YORK, NY 10028 | ASSISTANCE TO INDIGENT PEOPLE | NEW YORK | 501(C)(3) | 7 | N/A | | X |

**Part I** **Continuation of Identification of Disregarded Entities**

| (a) Name, address, and EIN of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|---|---|---|---|---|
| TDF 170TH STREET, LLC - 26-1437972<br>232 EAST 84TH STREET<br>NEW YORK, NY 10028 | INTEREST IN PROVIDING AFFORDABLE HOUSING | NEW YORK | | | THE DOE FUND, INC. |
| TDF TIFFANY STREET LLC - 26-1438318<br>232 EAST 84TH STREET<br>NEW YORK, NY 10028 | INTEREST IN PROVIDING AFFORDABLE HOUSING | NEW YORK | | | THE DOE FUND, INC. |
| TDF E. 148TH STREET LLC - 26-1569770<br>232 EAST 84TH STREET<br>NEW YORK, NY 10028 | INTEREST IN PROVIDING AFFORDABLE HOUSING | NEW YORK | | | THE DOE FUND, INC. |
| TDF BRUCKNER LLC - 26-2694001<br>232 EAST 84TH STREET<br>NEW YORK, NY 10028 | INTEREST IN PROVIDING AFFORDABLE HOUSING | NEW YORK | | | THE DOE FUND, INC. |
| 700 GERARD LLC - 26-3935526<br>232 EAST 84TH STREET<br>NEW YORK, NY 10028 | AFFORDABLE HOUSING REAL ESTATE DEVELOPMENT | NEW YORK | | | THE DOE FUND, INC. |
| PEST@REST NEWARK, LLC - 27-3279633<br>232 EAST 84TH STREET<br>NEW YORK, NY 10028 | | NEW YORK | | | THE DOE FUND, INC. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

**Part II** **Continuation of Identification of Related Tax-Exempt Organizations**

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled organization? Yes | No |
|---|---|---|---|---|---|---|---|
| GATES AVENUE HDFC - 13-3550051<br>C/O 232 EAST 84TH STREET<br>NEW YORK, NY 10028 | TO PROVIDE HOUSING ACCOMODATIONS TO HOMELESS PEOPLE | NEW YORK | 501(C)(3) | 9 | N/A | | X |
| NO.1 SINGLE ROOM OCCUPA.DEV. FUND CORP. - 13-3906301, C/O 232 EAST 84TH STREET, NEW YORK, NY 10028 | PROVIDE SINGLE ROOM OCCUPANCY TO INDIGENT AND HOMELESS INDIVIDUALS | NEW YORK | 501(C)(3) | 7 | N/A | | X |
| GREENE QUINCY HDFC - 13-4018779<br>C/O 232 EAST 84TH STREET<br>NEW YORK, NY 10028 | TO PROVIDE HOUSING ACCOMODATIONS TO HOMELESS PEOPLE | NEW YORK | 501(C)(3) | 7 | N/A | | X |
| NUMBER 1 SINGLE ROOM OCCUPANCY HDFC - 13-3906301, C/O 232 EAST 84TH STREET, NEW YORK, NY 10028 | PROVIDE SINGLE ROOM OCCUPANCY TO INDIGENT AND HOMELESS INDIVIDUALS | NEW YORK | 501(C)(3) | 7 | N/A | | X |
| RENAISSANCE CONSORTIUM INC. - 13-3733973<br>C/O 232 EAST 84TH STREET<br>NEW YORK, NY 10028 | JOB TRAINING AND ACCOMODATION FOR HOMELESS AND INDIGENT | NEW YORK | 501(C)(3) | 7 | N/A | | X |
| READY,WILLING,& ABLE AMERICA, INC. - 27-1780905, C/O 232 EAST 84TH STREET, NEW YORK, NY 10028 | TO PROVIDE HOUSING ACCOMODATIONS TO HOMELESS PEOPLE | NEW YORK | 501(C)(3) | 7 | N/A | | X |
| READY,WILLING, & ABLE PHILADELPHIA, INC - 26-2150260, C/O 232 EAST 84TH STREET, NEW YORK, NY 10028 | JOB TRAINING AND TRANSITIONAL HOUSING FOR HOMELESS AND INDIGENT | PENNSYLVANIA | 501(C)(3) | 7 | N/A | | X |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? Yes | (h) No | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? Yes | (j) No | (k) Percentage ownership |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| A BETTER PLACE LP - 13-3858328, C/O 232 EAST 84TH STREET, NEW YORK, NY 10028 | RENTAL REAL ESTATE-LOW INCOME HOUSING | NY | A BETTER PLACE HDFC | RELATED | | | | X | N/A | | X | |
| TDF 2000 PARTNERS L.P. - 13-4086717, C/O 232 EAST 84TH STREET, NEW YORK, NY 10028 | RENTAL REAL ESTATE-LOW INCOME HOUSING | NY | TDF 2000 CORP. | RELATED | | | | X | N/A | | X | |
| STADIUM COURT ASSOCIATES LLC - 02-0666150, C/O 232 EAST 84TH STREET, NEW YORK, NY 10028 | RENTAL REAL ESTATE-LOW INCOME HOUSING | NY | IRON HORSE MANAGERS LLC | RELATED | | | | X | N/A | | X | |
| EAST 170TH STREET ASSOCIATES, LP - 20-5968569, 155 AVENUE OF THE AMERICAS, 3RD FLOOR, NEW YORK, NY 10013 | LOW INCOME HOUSING | NY | EAST 170TH STREET GP, LLC | RELATED | | | | X | N/A | | X | |

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership |
|---|---|---|---|---|---|---|---|
| ABP EAST 86TH STREET CORP - 13-3858327 C/O 232 EAST 84TH STREET NEW YORK, NY 10028 | HOUSING DEVELOPMENT | NY | A BETTER PLACE HDFC | C CORP | | | |
| TDF 2000 CORP - 13-4086720 C/O 232 EAST 84TH STREET NEW YORK, NY 10028 | REAL ESTATE | NY | NUMBER ONE SINGLE ROOM OCCUPANCEY | C CORP | | | |
| TDF REAL ESTATE AND PROPERTY SERVICES, INC - 26-1444489, C/O 232 EAST 84TH STREET, NEW YORK, NY 10028 | REAL ESTATE SERVICES | NY | THE DOE FUND, INC. | C CORP | | | |
| DOE 21ST 1H, LLC - 26-1433572 C/O 232 EAST 84TH STREET NEW YORK, NY 10028 | INVESTMENT | NY | THE DOE FUND, INC. | C CORP | | | |
| | | | | | | | |

**Part III** Continuation of Identification of Related Organizations Taxable as a Partnership

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? Yes | (h) No | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? Yes | (j) No | (k) Percentage ownership |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| EAST 170TH STREET GP, LLC - 20-5968409, 155 AVENUE OF THE AMERICAS, 3RD FLOOR, NEW YORK, NY 10013 | LOW INCOME HOUSING | NY | TDF 170TH STREET LLC | RELATED | | | | X | N/A | | X | |
| TIFFANY STREET ASSOCIATES LP - 26-0440185, 155 AVENUE OF THE AMERICAS, 3RD FLOOR, NEW YORK, NY 10013 | LOW INCOME HOUSING | NY | TIFFANY STREET GP LLC | RELATED | | | | X | N/A | | X | |
| TIFFANY STREET GP,LLC - 26-0440390, 155 AVENUE OF THE AMERICAS, 3RD FLOOR, NEW YORK, NY 10013 | LOW INCOME HOUSING | NY | TDF TIFFANY STREET LLC | RELATED | | | | X | N/A | | X | |
| WEBSTER AFFORDABLE SOLUTIONS LLC - 20-4383867, 260 CHRISTOPHER LANE, STATEN ISLAND, NY 10314 | LOW INCOME HOUSING | NY | LEEWOOD REAL ESTATE GROUP/NY, LLC | RELATED | | | | X | N/A | | X | |
| MANAGER BRUCKNER, LLC - 26-1648377, 155 AVENUE OF THE AMERICAS, 3RD FLOOR, NEW YORK, NY 10013 | LOW INCOME HOUSING | NY | TDF BRUCKNER LLC | RELATED | | | | X | N/A | | X | |
| BRUCKNER BY THE BRIDGE, LLC - 26-2792005, 155 AVENUE OF THE AMERICAS, 3RD FLOOR, NEW YORK, NY 10013 | LOW INCOME HOUSING | NY | MANAGER BRUCKNER,LLC | RELATED | | | | X | N/A | | X | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |

**Part V** **Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

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

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

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

**Part VI** **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

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

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



132164
01-23-12

**Part VII** **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Form **4562** Department of the Treasury Internal Revenue Service (99)

# Depreciation and Amortization 990

**(Including Information on Listed Property)**

▶ See separate instructions. ▶ Attach to your tax return.

OMB No. 1545-0172 **2011** Attachment Sequence No. 179

| Name(s) shown on return | Business or activity to which this form relates | Identifying number |
|---|---|---|
| THE DOE FUND, INC. | FORM 990 PAGE 10 | 13-3412540 |

**Part I** Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

| | | | |
|---|---|---|---|
| 1 | Maximum amount (see instructions) | 1 | 500,000. |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation | 3 | 2,000,000. |
| 4 | Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5 | |

| 6 (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

| | | | |
|---|---|---|---|
| 7 | Listed property. Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction. Enter the **smaller** of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2010 Form 4562 | 10 | |
| 11 | Business income limitation. Enter the smaller of business income (not less than zero) or line 5 | 11 | |
| 12 | Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12 ▶ | 13 | |

**Note:** *Do not use Part II or Part III below for listed property. Instead, use Part V.*

**Part II** **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

| | | | |
|---|---|---|---|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year | 14 | |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | 298,254. |

**Part III** **MACRS Depreciation (Do not** include listed property.) (See instructions.)

**Section A**

| | | | |
|---|---|---|---|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2011 | 17 | 10,943. |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐ | | |

**Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|---|---|---|---|---|---|---|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs. | | S/L | |
| h Residential rental property | / | | 27.5 yrs. | MM | S/L | |
| | / | | 27.5 yrs. | MM | S/L | |
| i Nonresidential real property | / | | 39 yrs. | MM | S/L | |
| | / | | | MM | S/L | |

**Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

| (a) Classification of property | (b) | (c) | (d) | (e) | (f) | (g) |
|---|---|---|---|---|---|---|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs. | | S/L | |
| c 40-year | / | | 40 yrs. | MM | S/L | |

**Part IV** **Summary** (See instructions.)

| | | | |
|---|---|---|---|
| 21 | Listed property. Enter amount from line 28 | 21 | |
| 22 | **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr. | 22 | 309,197. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

**Part V** **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

**Section A - Depreciation and Other Information (Caution:** *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/ investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/ Convention | (h) Depreciation deduction | (i) Elected section 179 cost |
|---|---|---|---|---|---|---|---|---|
| 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use | | | | | | 25 | | |
| 26 Property used more than 50% in a qualified business use: | | | | | | | | |
| | : : | % | | | | | | |
| | : : | % | | | | | | |
| | : : | % | | | | | | |
| 27 Property used 50% or less in a qualified business use: | | | | | | | | |
| | : : | % | | | | S/L - | | |
| | : : | % | | | | S/L - | | |
| | : : | % | | | | S/L - | | |
| 28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 | | | | | | 28 | | |
| 29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 | | | | | | | 29 | |

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

| | (a) Vehicle | | (b) Vehicle | | (c) Vehicle | | (d) Vehicle | | (e) Vehicle | | (f) Vehicle | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 30 Total business/investment miles driven during the year (**do not** include commuting miles) | | | | | | | | | | | | |
| 31 Total commuting miles driven during the year | | | | | | | | | | | | |
| 32 Total other personal (noncommuting) miles driven | | | | | | | | | | | | |
| 33 Total miles driven during the year. Add lines 30 through 32 | | | | | | | | | | | | |
| | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No |
| 34 Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

| | Yes | No |
|---|---|---|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? | | |

**Note:** *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

**Part VI** **Amortization**

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|---|---|---|---|---|---|
| 42 Amortization of costs that begins during your 2011 tax year: | | | | | |
| | : : | | | | |
| | : : | | | | |
| 43 Amortization of costs that began before your 2011 tax year | | | | 43 | |
| 44 **Total.** Add amounts in column (f). See the instructions for where to report | | | | 44 | |

# THE DOE FUND, INC. AND AFFILIATES

*Combined Financial Statements*
*June 30, 2012 and 2011*

# THE DOE FUND, INC. AND AFFILIATES

*Table of Contents*
*June 30, 2012 and 2011*



1. June 30, 2012 (with comparative totals for June 30, 2011).
2. For the year ended June 30, 2012 (with comparative totals for June 30, 2011).
3. For the years ended June 30, 2012 and 2011.

RAICH ENDE MALTER & CO. LLP
CERTIFIED PUBLIC ACCOUNTANTS

1375 Broadway, 15th Floor
New York, New York 10018
212.944.4433
212.944.5404 (fax)
cpa@rem-co.com

90 Merrick Avenue, Suite 802
East Meadow, New York 11554
516.228.9000
516.228.9122 (fax)

## INDEPENDENT AUDITOR'S REPORT

Board of Directors
The Doe Fund, Inc. and Affiliates

We have audited the accompanying combined statements of financial position of The Doe Fund, Inc. and Affiliates (the "Corporation") (a not-for-profit organization) as of June 30, 2012 and 2011, and the related combined statements of activities, cash flows, and functional expenses for the years then ended. These combined financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these combined financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the combined financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the combined financial statements referred to above present fairly, in all material respects, the financial position of The Doe Fund, Inc. and Affiliates as of June 30, 2012 and 2011, and the changes in their net assets and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Raich Ende Malter & Co LLP

**RAICH ENDE MALTER & CO. LLP**
New York, New York
March 22, 2013

# THE DOE FUND, INC. AND AFFILIATES

*Combined Statements of Financial Position*

| | June 30, 2012 | June 30, 2011 |
|---|---|---|
| **ASSETS** | | |
| *Current Assets* | | |
| Cash and cash equivalents | $ 1,001,406 | $ 349,340 |
| Receivables, net | 8,625,390 | 10,469,339 |
| Investments | 12,950 | 12,922 |
| Prepaid expenses | 373,689 | 189,754 |
| Other receivables | 49,244 | 55,695 |
| Accrued interest receivable | 651,584 | 154,288 |
| | 10,714,263 | 11,231,338 |
| Receivables | 14,563 | 25,922 |
| Due from affiliates | - | 566,745 |
| Restricted and funded reserves | - | 267,279 |
| Deposits | 371,341 | 339,428 |
| Deferred mortgage interest | 417,997 | 399,371 |
| Deferred mortgage costs | 277,888 | - |
| Net property assets | 24,110,120 | 24,558,788 |
| Investment in a limited partnership | 70,000 | - |
| Loans receivable, net | 250,000 | 250,000 |
| Investments in land | 24,221,154 | 24,221,154 |
| | $ 60,447,326 | $ 61,860,025 |
| **LIABILITIES AND NET ASSETS** | | |
| *Current Liabilities* | | |
| Accounts payable and accrued expenses | $ 2,851,907 | $ 3,062,187 |
| Payroll taxes payable | 21,727 | 29,332 |
| Trainee savings payable | 832,044 | 823,011 |
| Refundable advances | 5,715 | 6,897 |
| Deferred revenue | 5,752 | - |
| Due to affiliates | 62,014 | - |
| Line of credit | 1,500,000 | - |
| Current maturities of long-term debt | 724,346 | 925,577 |
| Current portion of deferred rent from land leases | 122,329 | 122,329 |
| | 6,125,834 | 4,969,333 |
| Deferred rent and lease incentives | 893,064 | 899,816 |
| Long-term debt, net of current maturities | 20,806,363 | 19,359,548 |
| Deferred rent from land leases | 23,621,277 | 23,743,615 |
| | 51,446,538 | 48,972,312 |
| *Net Assets* | | |
| Unrestricted | 3,724,206 | 5,987,719 |
| Temporarily restricted | 5,276,582 | 6,899,994 |
| | 9,000,788 | 12,887,713 |
| | $ 60,447,326 | $ 61,860,025 |

*See notes to combined financial statements.*

## THE DOE FUND, INC. AND AFFILIATES

*Combined Statements of Activities*

| | For the Years Ended June 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2012 | | | 2011 | | |
| | Unrestricted | Temporarily Restricted | Total | Unrestricted | Temporarily Restricted | Total |
| **Support and Revenue** | | | | | | |
| Donations | $ 3,004,348 | $ 3,501,579 | $ 6,505,927 | $ 8,307,107 | $ 5,000,000 | $ 13,307,107 |
| Corporate and foundation grants | 1,304,452 | 755,615 | 2,060,067 | 1,796,696 | 197,937 | 1,994,633 |
| Contracts | 18,256,222 | - | 18,256,222 | 18,894,585 | - | 18,894,585 |
| Government grants | 5,911,727 | - | 5,911,727 | 5,820,144 | - | 5,820,144 |
| Development and management fees | 241,026 | - | 241,026 | 235,474 | - | 235,474 |
| Special events | 1,531,820 | - | 1,531,820 | 1,556,073 | - | 1,556,073 |
| Direct benefit expense | (412,890) | - | (412,890) | (404,448) | - | (404,448) |
| Other earned revenue | 5,184,556 | - | 5,184,556 | 5,310,595 | - | 5,310,595 |
| Room and board | 2,238,982 | - | 2,238,982 | 2,195,614 | - | 2,195,614 |
| In-kind revenue | 112,578 | - | 112,578 | 96,070 | - | 96,070 |
| Interest and investment income | 1,516 | - | 1,516 | 4,021 | - | 4,021 |
| Realized and unrealized gain (loss) | 1,882 | - | 1,882 | (781) | - | (781) |
| Realized (loss) on disposition of assets | - | - | - | (3,674) | - | (3,674) |
| Revenue from the sale of 421-a certificates | 1,787,232 | - | 1,787,232 | 1,159,533 | - | 1,159,533 |
| Bad debt expense from the sale of 421-a certificates | (1,789,623) | - | (1,789,623) | (1,147,062) | - | (1,147,062) |
| Interest income from certificate loans | 499,687 | - | 499,687 | 96,759 | - | 96,759 |
| Amortization of deferred rent from land leases | 122,329 | - | 122,329 | 122,329 | - | 122,329 |
| | 37,995,844 | 4,257,194 | 42,253,038 | 44,039,035 | 5,197,937 | 49,236,972 |
| Net assets released from restrictions | 5,880,606 | (5,880,606) | - | 530,189 | (530,189) | - |
| | 43,876,450 | (1,623,412) | 42,253,038 | 44,569,224 | 4,667,748 | 49,236,972 |
| **Expenses** | | | | | | |
| *Program services:* | | | | | | |
| Residential and social services | 20,219,295 | - | 20,219,295 | 20,637,124 | - | 20,637,124 |
| Work and training | 17,896,976 | - | 17,896,976 | 16,301,574 | - | 16,301,574 |
| *Supporting services:* | | | | | | |
| Management and general | 6,010,523 | - | 6,010,523 | 5,107,662 | - | 5,107,662 |
| Fund-raising | 2,013,169 | - | 2,013,169 | 2,092,869 | - | 2,092,869 |
| | 46,139,963 | - | 46,139,963 | 44,139,229 | - | 44,139,229 |
| **Other Expenses** | | | | | | |
| Loss on disposition of Jersey City property | - | - | - | 1,666,358 | - | 1,666,358 |
| ***(Decrease) Increase in Net Assets*** | (2,263,513) | (1,623,412) | (3,886,925) | (1,236,363) | 4,667,748 | 3,431,385 |
| ***Net Assets*** - beginning of year | 5,987,719 | 6,899,994 | 12,887,713 | 7,224,082 | 2,232,246 | 9,456,328 |
| ***Net Assets*** - end of year | $ 3,724,206 | $ 5,276,582 | $ 9,000,788 | $ 5,987,719 | $ 6,899,994 | $ 12,887,713 |

*See notes to combined financial statements.*

# THE DOE FUND, INC. AND AFFILIATES

*Combined Statements of Cash Flows*

| | For the Years Ended June 30, 2012 | 2011 |
|---|---|---|
| ***Cash Flows from Operating Activities*** | | |
| (Decrease) increase in net assets | $ (3,886,925) | $ 3,431,385 |
| Adjustments to reconcile (decrease) increase in net assets to net cash (used in) provided by operating activities: | | |
| Depreciation and amortization | 1,561,175 | 1,545,126 |
| Deferred mortgage costs | (282,695) | - |
| Loss on disposition of Jersey City property | - | 1,666,358 |
| Fair market value of donated securities | 167,351 | (46,747) |
| Realized (gain) loss on sale of securities | (1,898) | 839 |
| Unrealized gain (loss) on investment securities | 16 | (58) |
| Realized (gain) loss on disposition of assets | - | 3,674 |
| Bad debt expense | 84,427 | 38,229 |
| Amortization of discount on contributions receivable | (1,141) | (22,937) |
| Bad debt - 421-a certificates | 1,789,623 | 1,147,062 |
| Interest income from certificate loans | (499,687) | (96,759) |
| Amortization of deferred rent from land leases | (122,338) | (122,329) |
| (Increase) decrease in operating assets: | | |
| Receivables | (8,759) | (6,289,308) |
| Prepaid expenses | (183,935) | (77,985) |
| Due from affiliates | 628,759 | 30,706 |
| Deposits | (31,913) | (41,399) |
| Increase (decrease) in operating liabilities: | | |
| Accounts payable and accrued expenses | (210,280) | (276,068) |
| Payroll taxes payable | (7,605) | 5,732 |
| Deferred revenue | 5,752 | - |
| Trainee savings payable | 9,033 | (76,358) |
| Refundable advances | (1,182) | (1,152) |
| Deferred rent and lease incentives | (6,752) | 33,769 |
| | (998,974) | 851,780 |
| | (1,997,948) | 1,703,560 |
| ***Cash Flows from Investing Activities*** | | |
| Proceeds from the sale of investment securities | 3,878 | 45,908 |
| Purchase of investment securities | (169,375) | (63) |
| Purchase of property assets | (1,107,700) | (555,993) |
| Investment in a limited partnership | (70,000) | - |
| Disposal of property assets | - | 51,935 |
| Decrease (increase) in restricted and funded reserves | 267,279 | (31,686) |
| | (1,075,918) | (489,899) |
| | (2,151,836) | (979,798) |
| ***Cash Flows from Financing Activities*** | | |
| Proceeds from notes, loans and mortgages | 26,557,827 | 722,214 |
| Repayments of notes, loans and mortgages | (23,830,869) | (1,949,369) |
| | 2,726,958 | (1,227,155) |
| ***Net Increase (Decrease) in Cash and Cash Equivalents*** | 652,066 | (865,274) |
| ***Cash and Cash Equivalents*** - beginning of year | 349,340 | 1,214,614 |
| ***Cash and Cash Equivalents*** - end of year | $ 1,001,406 | $ 349,340 |

*See notes to combined financial statements.*

# THE DOE FUND, INC. AND AFFILIATES

*Combined Statements of Cash Flows (Continued)*

| | For the Years Ended June 30, 2012 | For the Years Ended June 30, 2011 |
|---|---|---|
| ***Supplemental Disclosure of Cash Flows Information*** | | |
| Interest paid | $ 1,299,931 | $ 1,490,059 |
| ***Non-Cash Investing and Financing Activities*** | | |
| *Deferred interest:* | | |
| Increase in deferred mortgage interest | $ 18,625 | $ 18,625 |
| (Increase) in mortgage payable | (18,625) | (18,625) |
| Cash paid for deferred interest | $ - | $ - |
| *Acquisition of program vehicle:* | | |
| Cost of vehicle | $ 363,878 | $ 47,214 |
| Loan for vehicle | (363,878) | (47,214) |
| Cash paid for vehicle | $ - | $ - |
| *Loan proceeds from the sale of 421-a certificates:* | | |
| Increase in receivable from the sale of 421-a certificates | $ 24,127,790 | $ 20,365,683 |
| (Increase) in loans receivable | (24,127,790) | (20,365,683) |
| Cash received from the sale of 421-a certificates | $ - | $ - |

*See notes to combined financial statements.*

## THE DOE FUND, INC. AND AFFILIATES

*Combined Statement of Functional Expenses*
*For the Year Ended June 30, 2012*

| | Program Services | | | Supporting Services | | | |
|---|---|---|---|---|---|---|---|
| | Residential and Social Services | Work and Training | Total Program Services | Management and General | Fund-Raising | Total Supporting Services | Total for 2012 |
| *Operating Expenses* | | | | | | | |
| Salaries and incentives | $ 8,520,864 | $ 11,498,658 | $ 20,019,522 | $ 3,090,733 | $ 1,140,701 | $ 4,231,434 | $ 24,250,956 |
| Payroll taxes and benefits | 2,408,580 | 1,727,941 | 4,136,521 | 768,781 | 300,052 | 1,068,833 | 5,205,354 |
| | 10,929,444 | 13,226,599 | 24,156,043 | 3,859,514 | 1,440,753 | 5,300,267 | 29,456,310 |
| Legal, professional and management fees | 139,303 | 91,224 | 230,527 | 778,808 | 127,626 | 906,434 | 1,136,961 |
| Occupancy costs | 1,896,482 | 478,147 | 2,374,629 | 286,655 | 4,121 | 290,776 | 2,665,405 |
| Office expenses | 393,465 | 494,836 | 888,301 | 513,659 | 339,073 | 852,732 | 1,741,033 |
| Travel and meetings | 122,151 | 38,315 | 160,466 | 155,399 | 36,987 | 192,386 | 352,852 |
| Client services | 3,008,748 | 1,517,836 | 4,526,584 | 1,025 | - | 1,025 | 4,527,609 |
| Equipment, furniture, and vehicle purchases | 11,287 | 254,789 | 266,076 | 85 | - | 85 | 266,161 |
| Equipment maintenance and repairs | 108,510 | 4,870 | 113,380 | 11,285 | - | 11,285 | 124,665 |
| Vehicles and transportation | 11,279 | 1,239,461 | 1,250,740 | 29,390 | - | 29,390 | 1,280,130 |
| Aid to clients | 1,196,808 | 233,778 | 1,430,586 | 19,563 | 76 | 19,639 | 1,450,225 |
| Financing expenses | 1,260,276 | 30,088 | 1,290,364 | 43,559 | 28,835 | 72,394 | 1,362,758 |
| Insurance and taxes | 750 | 75 | 825 | 53,654 | - | 53,654 | 54,479 |
| Bad debt expense | 47,877 | 36,550 | 84,427 | - | - | - | 84,427 |
| Miscellaneous | 1,773 | 10 | 1,783 | 547 | - | 547 | 2,330 |
| In-kind goods | 73,443 | - | 73,443 | - | - | - | 73,443 |
| | 19,201,596 | 17,646,578 | 36,848,174 | 5,753,143 | 1,977,471 | 7,730,614 | 44,578,788 |
| Depreciation and amortization | 1,017,699 | 250,398 | 1,268,097 | 257,380 | 35,698 | 293,078 | 1,561,175 |
| | $ 20,219,295 | $ 17,896,976 | $ 38,116,271 | $ 6,010,523 | $ 2,013,169 | $ 8,023,692 | $ 46,139,963 |

*See notes to combined financial statements.*

## THE DOE FUND, INC. AND AFFILIATES

*Combined Statement of Functional Expenses*
*For the Year Ended June 30, 2011*

| | Program Services | | | Supporting Services | | | |
|---|---|---|---|---|---|---|---|
| | Residential and Social Services | Work and Training | Total Program Services | Management and General | Fund-Raising | Total Supporting Services | Total for 2011 |
| *Operating Expenses* | | | | | | | |
| Salaries and incentives | $ 8,772,745 | $ 10,563,499 | $ 19,336,244 | $ 2,415,271 | $ 1,197,132 | $ 3,612,403 | $ 22,948,647 |
| Payroll taxes and benefits | 2,371,111 | 1,322,242 | 3,693,353 | 678,596 | 324,742 | 1,003,338 | 4,696,691 |
| | 11,143,856 | 11,885,741 | 23,029,597 | 3,093,867 | 1,521,874 | 4,615,741 | 27,645,338 |
| Legal, professional, and management fees | 364,508 | 210,578 | 575,086 | 642,385 | 214,709 | 857,094 | 1,432,180 |
| Occupancy costs | 1,825,555 | 447,822 | 2,273,377 | 363,336 | 4,673 | 368,009 | 2,641,386 |
| Office expenses | 349,321 | 355,042 | 704,363 | 493,020 | 276,058 | 769,078 | 1,473,441 |
| Travel and meetings | 93,131 | 59,807 | 152,938 | 133,123 | 2,988 | 136,111 | 289,049 |
| Client services | 2,569,976 | 1,366,223 | 3,936,199 | - | - | - | 3,936,199 |
| Equipment, furniture, and vehicle purchases | 8,654 | 316,926 | 325,580 | - | - | - | 325,580 |
| Equipment maintenance and repairs | 93,986 | 2,687 | 96,673 | 13,850 | 8,212 | 22,062 | 118,735 |
| Vehicles and transportation | 14,925 | 1,210,711 | 1,225,636 | 21,992 | - | 21,992 | 1,247,628 |
| Aid to clients | 1,563,153 | 148,843 | 1,711,996 | 21,742 | 71 | 21,813 | 1,733,809 |
| Financing expenses | 1,481,360 | 16,923 | 1,498,283 | 28,872 | 30,584 | 59,456 | 1,557,739 |
| Insurance and taxes | 779 | 1,869 | 2,648 | 48,405 | - | 48,405 | 51,053 |
| Bad debt expense | - | 38,229 | 38,229 | - | - | - | 38,229 |
| Miscellaneous | 6,087 | 1,580 | 7,667 | - | - | - | 7,667 |
| In-kind goods | 96,070 | - | 96,070 | - | - | - | 96,070 |
| | 19,611,361 | 16,062,981 | 35,674,342 | 4,860,592 | 2,059,169 | 6,919,761 | 42,594,103 |
| Depreciation and amortization | 1,025,763 | 238,593 | 1,264,356 | 247,070 | 33,700 | 280,770 | 1,545,126 |
| | $ 20,637,124 | $ 16,301,574 | $ 36,938,698 | $ 5,107,662 | $ 2,092,869 | $ 7,200,531 | $ 44,139,229 |

*See notes to combined financial statements.*

## 1 - Organization and Operations

The mission of The Doe Fund, Inc. is to develop and implement cost-effective, holistic programs that meet the needs of a diverse population working to break the cycles of homelessness, addiction, and criminal recidivism. All of the programs and innovative business ventures of The Doe Fund, Inc. ultimately strive to help homeless and formerly incarcerated individuals achieve self-sufficiency.

The combined financial statements include the accounts of The Doe Fund, Inc. and several separate but affiliated entities as described below (collectively, the "Corporation"). The Doe Fund, Inc. provides oversight for these entities, which are affiliated (where applicable) through common Boards of Directors. All significant intercompany transactions and balances have been eliminated.

***Ready, Willing & Able, Inc. (RWA)*** - This corporation provides The Doe Fund, Inc.'s flagship program of comprehensive services which include comfortable, safe and drug-free supportive transitional housing, three nutritious meals a day, individual and group case management and counseling, substance abuse and relapse prevention services, paid transitional work opportunities, educational and occupational training, permanent housing placement, job preparation and placement, and lifetime graduate services.

*Ready, Willing & Able - Brooklyn* - The first RWA program, operating since January 1990, is at 520 Gates Avenue, Brooklyn, New York, for approximately 70 homeless men.

*Ready, Willing & Able - Harlem* - A 198 bed transitional housing facility for homeless men is at 2960 Frederick Douglass Boulevard, Harlem, New York. The program began operations in May 1996.

*Ready, Willing & Able - Day* - Serves formerly incarcerated individuals living in parole-approved housing, providing all the work and training opportunities and comprehensive services of Ready, Willing & Able on a non-residential basis. The program currently operates out of the Ready, Willing & Able - Brooklyn facility.

*Ready, Willing & Able - Jersey City* - Was located on two floors of leased space located at 654 Bergen Avenue, Jersey City, New Jersey. The program served 59 homeless individuals from May 1998 through April 2009 and now provides 24 hour security services to single room occupancy housing located in Jersey City, New Jersey.

*Ready, Willing & Able - Resource Recovery* - Provides free, on-demand, efficient pickups of waste cooking oil to food service establishments in New York City. Participating clients enjoy fully-licensed and insured pickup services that guarantee compliance with New York City waste cooking oil disposal regulations. All waste cooking oil collected is recycled into ASTM standard biodiesel. Biodiesel is fuel made from vegetable and animal sources. Biodiesel can be used in any diesel engine without modification and burns 78% cleaner than petroleum diesel. By farming the urban landscape and recycling all waste oil collected into biodiesel, RWA Resource Recovery provides a vehicle for food service establishments to, with no cost or hassle, participate in a movement for a cleaner, greener New York City.

***Ready, Willing & Able Philadelphia, Inc.*** - Formed in October 2007, and obtained its 501(c)(3) status in June of 2011 to continue the Ready, Willing & Able program operations of the 70 man facility leased by the City of Philadelphia located at 1211 Bainbridge Street, Philadelphia, Pennsylvania. On July 1, 2010, the net asset deficit of $1,110,107 attributable to Ready, Willing & Able - Philadelphia, a part of Ready Willing & Able, Inc. was transferred to Ready, Willing & Able Philadelphia, Inc.

***Ready, Willing and Able America, Inc.*** - Formed in April 2010 to continue the effort to bring Ready, Willing & Able to scale nationally. This corporation applied for its 501(c)(3) status in 2012 therefore, the net asset deficit of $254,983 attributable to Ready, Willing & Able America, Inc., a part of The Doe Fund, Inc., was transferred to Ready, Willing & Able America, Inc. on July 1, 2011.

***Ready, Willing & Able to Achieve Independence, Inc.*** - Began operations in June 2001, to develop and operate transitional work and training programs for economically disadvantaged individuals and families, including, but not limited to, welfare-to-work programs for individuals and families on public assistance. The services were performed through 2004. The dissolution of this corporation was finalized in July 2011.

***Number One Single Room Occupancy Housing Development Fund Corporation*** - Began operations in July 2011 to provide supportive permanent (single room occupancy) housing with on-site services for 74 formerly homeless individuals at 223 East 117$^{th}$ Street, New York, New York. Number One Single Room Occupancy Housing Development Fund Corporation is the shareholder of TDF 2000 Corporation, an affiliate of The Doe Fund, Inc.

***Gates Avenue Housing Development Fund Corporation*** - Provides transitional housing to Ready, Willing & Able, Inc. participants at 520 Gates Avenue, Brooklyn, New York.

***Greene-Quincy Housing Development Fund Corporation*** - Concluded transformation of six vacant and dilapidated city owned buildings on Greene Avenue, and Quincy Street in Brooklyn, New York into 44 affordable family units consisting of a combination of studios and one to three bedroom units in July 2001. Greene-Quincy Housing Development Fund Corporation owns 51.00% of Quincy-Green Owners, LLC, the general partner of Quincy-Greene Associates, L.P. Quincy-Green Owners, LLC holds a 0.005% interest in Quincy-Greene Associates, L.P.

***A Better Place Housing Development Fund Corporation*** - Organized in 1992, and purchased a building located on the Upper East Side of New York, New York. This Single Room Occupancy (SRO) building now provides supportive permanent housing with on-site services for 28 formerly homeless individuals living with HIV and/or AIDS. The building asset was transferred to A Better Place, L.P. on February 8, 1996, with renovations completed and operations commencing in April 1996. A Better Place Housing Development Fund Corporation is the shareholder of A Better Place East 86th Street Corporation, an affiliate of The Doe Fund, Inc. The activities of A Better Place Housing Development Fund Corporation include *Scatter Site Return*, which began operations in January 2008, to serve chronically homeless single adults who have had a substance abuse disorder.

On October 31, 2011, A Better Place HDFC entered into a contract with the limited partner of A Better Place L.P. to transfer the building asset back to A Better Place HDFC for $70,000.

***Back Office of New York, Inc.*** - Began operations in January 1998, to provide work and training opportunities to homeless individuals in the areas of bulk mail, fulfillment, contract packaging, and internet research. The services are performed in a leased space located at 173 Cook Street, Brooklyn, New York.

***Porter Avenue Housing Development Fund Corporation*** - Purchased, renovated, and operates the Ready, Willing & Able program in a 400 bed transitional housing facility for homeless men, including a program for 138 formerly homeless veterans at 89 Porter Avenue, Brooklyn, New York. The facility began operations in November, 2003.

***Iron Horse Managers, LLC*** - Organized on January 13, 2003, with The Doe Fund, Inc. as its sole member. Its purpose is to acquire real estate interests to develop and manage affordable housing. Iron Horse Managers, LLC is the managing member of Stadium Court Associates, LLC, the project company with ownership interest in a 60 unit housing facility in the Bronx, New York which opened on January 1, 2006.

***Pest at Rest, LLC*** - Organized on October 29, 2003, with The Doe Fund, Inc. as its sole member. Pest at Rest, LLC provides work training and experience in integrated pest management to individuals involved in the Ready, Willing & Able program.

***Pest at Rest Newark, LLC*** - Organized on July 14, 2010, with The Doe Fund, Inc. as its sole member. Pest at Rest Newark, LLC provides work training and experience in integrated pest management to individuals involved in the Ready, Willing & Able program and services public and private sector clients located in New Jersey.

***Doe 21st IH, LLC*** - Organized on December 22, 2005, with The Doe Fund, Inc. as its sole member, for the purpose of acquiring, owning, financing, and selling membership interests in 21st IH, LLC of which it owns a 50.00% interest. 21st IH, LLC, is the managing member of 321 East 21st Street Associates, LLC which owns 22 low income housing units at 321 East 21st Street, New York, New York. The Doe Fund, Inc. is the administrative agent, responsible for the selection of eligible low income tenants, and the rent-up of the residential rental units and the annual reporting to HPD. The administrative agent is paid a fee of $7,500 per annum in arrears, pro-rated monthly, derived from the income of the rental of the low income housing units and commencing upon the date all apartments are rented to qualified tenants under the Inclusionary Housing Program. The agreement is dated December 22, 2005, and is in effect for a one-year term which automatically renews upon its expiration, unless canceled. The provisions of the agreement are cumulative.

***55 Clifton Place, LLC*** - Formed in July 2006, with The Doe Fund, Inc. as its sole member. The purpose of 55 Clifton Place, LLC is to purchase property, buildings, and improvements to provide affordable housing.

***700 Gerard, LLC*** - Formed in September 2006, with The Doe Fund, Inc. as its sole member. The purpose of 700 Gerard, LLC is to purchase property, buildings, and improvements to provide affordable housing.

***Summit Avenue Center for Opportunity, LLC*** - Formed in April 2007, with The Doe Fund, Inc. as its sole member. The purpose of Summit Avenue Center for Opportunity, LLC is to purchase property, buildings, and improvements to provide affordable housing.

***TDF E. 148th Street, LLC*** - Formed in September 2006, with The Doe Fund, Inc. as its sole member. The purpose of TDF E. 148th Street, LLC is to purchase property, buildings, and improvements to provide affordable housing.

***TDF 170th Street, LLC*** - Organized on March 27, 2007, with The Doe Fund, Inc. as its sole member, for the purpose of acquiring, owning, financing and selling membership interests in East 170th Street GP, LLC, the general partner of East 170th Street Associates, L.P. TDF 170th Street, LLC owns 51.00% of East 170th Street GP, LLC which owns a 0.01% interest in East 170th Street Associates, L.P.

Pursuant to agreements entered into in May 2007, by and among The Doe Fund, Inc., Atlantic Development Group, LLC, East 170th Street Associates, L.P., and East 170th Street GP, LLC, The Doe Fund, Inc. purchased the property located at 550 East 170th Street, Bronx, New York, for consideration of $3,850,000. The purchase price was paid at closing from the rent owed by East 170$^{th}$ Street Associates, L.P. pursuant to a triple net-ground lease entered into immediately upon acquisition of the property between The Doe Fund, Inc., as landlord, and East 170th Street Associates, L.P., as tenant. The ground lease requires East 170th Street Associates, L.P. to pay The Doe Fund, Inc., at the time of construction loan closing, rent in the amount of $3,850,000 for the full term of the ground lease. This prepaid rent has been assigned to Atlantic Development Group, LLC to satisfy all amounts due from The Doe Fund, Inc. to Atlantic

Development Group, LLC for the acquisition of the property. The ground lease has a term of 198 years.

The property was acquired for the development of a newly constructed 8 story elevator building containing a total of 98 dwelling units (including one superintendent's unit) (the "Project"). All of the rental units in the building are qualified low income units under Sections 42 and 142 of the Internal Revenue Code of 1986, as amended, and the 98 units qualify for Section 421-a Negotiable Certificates (the "Certificates").

East 170th Street Associates, L.P. applied to the City of New York for the Certificates and entered into contracts to sell the Certificates. East 170th Street Associates, L.P. then assigned the Certificates and the contracts to sell the Certificates to The Doe Fund, Inc. Subject to receiving this assignment, The Doe Fund, Inc. made a loan to East 170th Street Associates, L.P. in the principal amount of the proceeds from the sale of the Certificates. The loan was used to retire the debt incurred by East 170$^{th}$ Street Associates, L.P. in connection with the construction of the Project and is secured by a pledge of partnership interests in East 170th Street Associates, L.P. The proceeds from the sale of the Certificates totaled $8,978,584. The term of the loan is 40 years. The loan calls for interest, calculated at 1.00% per annum, to accrue and be payable out of cash flow with all unpaid accrued interest due on the maturity date.

In consideration of The Doe Fund, Inc.'s efforts in working with the community to promote the Project, and numerous other tasks involved in implementing the Project, The Doe Fund, Inc. was paid a development fee in the amount of $100,000, by Atlantic Development Group.

***TDF Tiffany Street, LLC*** - Formed in October 2007, with The Doe Fund, Inc. as its sole member for the purpose of acquiring, owning, financing, and selling membership interests in Tiffany Street GP, LLC, the general partner of TDF Tiffany Street Associates, L.P. TDF Tiffany Street, LLC owns 51.00% of Tiffany Street GP, LLC which owns a 0.01% interest in TDF Tiffany Street Associates, L.P.

Pursuant to agreements entered into on April 24, 2008, by and amongst The Doe Fund, Inc., Atlantic Development Group, LLC, TDF Tiffany Street Associates, L.P., Tiffany Street GP, LLC, and an individual, Atlantic Development Group, LLC owns a parcel of land located at 1140 Tiffany Street, a/k/a 922 East 169th Street, Bronx, New York.

Atlantic Development Group, LLC developed, financed, and constructed a residential apartment building containing 84 units of affordable housing on the property located at 1140 Tiffany Street. The financing has been provided by New York City Housing Development Corporation through its sale of tax-exempt bonds and the proceeds from the sale of low income housing tax certificates. All apartments developed pursuant to this agreement must be rented to families qualifying as low income under Section 42 of the Internal Revenue Code.

At the construction loan closing, Atlantic Development Group, LLC sold the property to The Doe Fund, Inc. for $2,550,000. The purchase price was paid at closing from the rent owed by TDF Tiffany Street Associates, L.P. pursuant to a triple net-ground lease entered into immediately upon its acquisition of the property, between The Doe Fund, Inc., as landlord, and TDF Tiffany Street Associates, L.P. as tenant. The ground lease requires TDF Tiffany Street Associates, L.P. to pay The Doe Fund, Inc. at the time of construction loan closing, rent in the amount of $2,550,000 for the full term of the ground lease. This prepaid rent has been assigned to Atlantic Development Group, LLC to be applied to satisfy all amounts due from The Doe Fund, Inc. to Atlantic Development Group, LLC for the acquisition of the property. The ground lease has a term of 198 years.

On the 50th anniversary of the date of the agreements, Atlantic Development Group, LLC shall have an option to purchase The Doe Fund, Inc.'s interest in the property and/or Tiffany Street GP, LLC for the fair market value of such interest(s) as determined by the agreement of the parties, or independent appraisal assuming the property will continue to be used as low income housing.

In consideration of The Doe Fund, Inc.'s efforts in working with the community to promote the Project, and numerous other tasks involved in implementing the Project, The Doe Fund, Inc. was paid a development fee in the amount of $50,000 by Atlantic Development Group.

*TDF Bruckner, LLC* - Organized on May 21, 2008, with The Doe Fund, Inc. as its sole member solely for the purpose of acquiring, owning, financing and selling membership interests in Manager Bruckner, LLC, the general partner of Bruckner by the Bridge, LLC. TDF Bruckner, LLC owns 51.00% of Manager Bruckner, LLC which owns a 0.01% interest in Bruckner by the Bridge, LLC.

Pursuant to agreements entered into on November 25, 2008, by and amongst The Doe Fund, Inc., Atlantic Development Group, LLC, Bruckner by the Bridge, LLC, Manager Bruckner, LLC, and an individual, Atlantic Development Group, LLC contracted to acquire a parcel of land located at 80 Bruckner Boulevard, 105 Willis Avenue and 331 East 132nd Street, Bronx, New York and assigned the contract to NYC Partnership Housing Development Fund Company, Inc. which acquired the property.

Atlantic Development Group, LLC developed, financed and constructed a residential apartment building on the property containing 419 units of affordable housing, commercial space, and parking. The financing has been provided by New York City Housing Development Corporation through its sale of tax-exempt bonds and the proceeds from the sale of low income housing tax credits and 421-a Negotiable Certificates. All apartments developed pursuant to this agreement must be rented to families qualifying as low income under Section 42 of the Internal Revenue Code.

At the construction loan closing, NYC Partnership Housing Development Fund Company, Inc. sold the property to The Doe Fund, Inc. for $17,821,119. The purchase price was paid at closing from the rent owed by Bruckner by the Bridge, LLC, pursuant to a triple net-ground lease entered into between The Doe Fund, Inc., as landlord, and Bruckner by the Bridge, LLC, as tenant immediately upon the acquisition of the property. The ground lease requires Bruckner by the Bridge, LLC to pay The Doe Fund, Inc. at the time of construction loan closing, rent in the amount of $17,821,119 for the full term of the ground lease. This prepaid rent has been assigned to Atlantic Development Group, LLC to satisfy all amounts due from The Doe Fund, Inc. to Atlantic Development Group, LLC for the acquisition of the property. The ground lease has a term of 198 years.

Pursuant to the HPD Written Agreements, HPD issued master 421-a negotiable Certificates to The Doe Fund, Inc. Atlantic Development Group, LLC, entered into contracts with developers to sell the Certificates. Atlantic Development Group, LLC assigned the contracts to sell the Certificates to The Doe Fund, Inc. The Doe Fund, Inc. sold the Certificates and loaned the proceeds from the sale of the Certificates to Bruckner by the Bridge, LLC. The loan was used to retire debt incurred in connection with the construction of the project and is secured by a pledge of members' membership interests in Bruckner by the Bridge, LLC. The proceeds from the sale of the Certificates totaled $33,203,077. The loan has a term of 40 years and calls for interest, calculated at 0.50% per annum to accrue, and be payable out of cash flow with all unpaid accrued interest due on the maturity date.

On the 50th anniversary of the date of the agreements, Atlantic Development Group, LLC shall have an option to purchase The Doe Fund, Inc.'s interest in the property and/or the Certificates loan for the fair market value of such interest(s) as determined by the agreement of the parties, or independent appraisal assuming the property will continue to be used as low income housing.

In consideration of The Doe Fund, Inc.'s efforts in working with the community to promote the Project, and numerous other tasks involved in implementing this project, The Doe Fund, Inc. was paid a development fee in the amount of $150,000, by Atlantic Development Group, LLC.

*RWA Pathways* - The Doe Fund, Inc. is a recipient of a grant from the U.S. Department of Labor to provide a program of enhanced transitional job services to individuals recently released from prison. RWA Pathways will serve 500 individuals over a two year enrollment and is part of a rigorous random assignment research demonstration project to assess the effectiveness of paid transitional

*Continued*

job programs. The six month non-residential work and education program includes partnering with employers, one-stop career centers, child support enforcement agencies to deliver support services and is located on 510 Gates Avenue, Brooklyn, New York.

Additionally, to expand their focus on the development of quality, affordable and transitional housing, The Doe Fund, Inc. has developed TDF Real Estate and Property Services, a division of The Doe Fund, Inc., which oversees every aspect of the Corporation's facilities.

The Corporation is supported primarily through donor contributions, grants, and contracts and program fees.

In addition, the Corporation provides direct emergency assistance to needy individuals and families. For the years ended June 30, 2012 and 2011, direct emergency assistance of $1,825 and 8,470, respectively, for rent, food, moving expenses, and emergency medical needs was administered to families and individuals not related to the Corporation's training program. The needy individuals and families are either referred from other social service providers or by word of mouth.

## 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. ***Basis of Accounting*** - The accompanying combined financial statements of the Organization have been prepared in accordance with accounting principles generally accepted in the United States of America, which include the accrual basis of accounting.

b. ***Basis of Presentation*** - The Corporation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets, as follows:

   i. ***Unrestricted Net Assets*** - Unrestricted net assets include all net assets that are not subject to donor-imposed restrictions and have met all legal and donor requirements and are available for use in the performance of the activities of the Corporation.

   ii. ***Temporarily Restricted Net Assets*** - Temporarily restricted net assets are subject to donor-imposed stipulations that may be or will be met by actions of the Corporation and/or the passage of time. When a restriction expires, temporary restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

   iii. ***Permanently Restricted Net Assets*** - Permanently restricted net assets are subject to explicit donor-imposed stipulations that they be maintained permanently by the Corporation. Generally, the donors of these assets permit the Corporation to use all or part of the income earned on any related investments for general or specified purposes. The Corporation did not have any permanently restricted net assets at June 30, 2012 and 2011.

c. ***Use of Estimates*** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

d. ***Cash and Cash Equivalents*** - For purposes of the combined statements of cash flows, the Corporation considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents.

e. ***Receivables*** - Receivables are stated at the amount management expects to collect from outstanding balances. Credit is generally extended on a short-term basis, thus accounts receivable do not bear interest. Management provides for probable uncollectible amounts, based upon historical collection experience and a review of outstanding amounts, through a

*Continued*

provision for bad debt expense and an adjustment to a valuation allowance based on its assessment of the current status of individual accounts. Balances that are still outstanding, after management has exercised reasonable collection efforts, are written off through a charge to the valuation allowance and a credit to accounts receivable. At June 30, 2012 and 2011, the allowance for doubtful accounts was $115,777and $159,616, respectively.

f. ***Promises to Give*** - Unconditional promises to give are recognized as revenue or gains in the period received and as assets, decreases of liabilities, or expenses depending on the form of the benefits received. Conditional promises to give are recognized only when the conditions on which they depend are substantially met and the promises become unconditional. Management reviews pledges receivable on a yearly basis and writes-off any estimated uncollectible accounts.

g. ***Investments*** - Investments are stated at fair value as determined by quoted market prices. Unrealized gains and losses are recorded as a separate component in the combined statement of activities. Donated investments are recorded as contributions at their fair value at the date of donation. During the years ended June 30, 2012 and 2011, the Corporation received $167,351 and $46,747 of donated investments, respectively.

h. ***Investments in Limited Partnerships and Limited Liability Companies*** - The Corporation accounts for its investments in for-profit limited partnerships and limited liability companies (the "Partnerships") using the equity method of accounting as the Corporation has significant influence over, but not control of, the major operating and financial policies of the Partnerships. Under the equity method, the initial investment is recorded at cost, increased or decreased by the Corporation's share of income or losses, and increased or decreased by contributions or distributions.

The Corporation is a partner or member as follows:

| *Entity* | *Interest* | *Role* |
|---|---|---|
| A Better Place, L.P. | 1.00% | Affiliate of general partner, A Better Place East 86th Street Corporation |
| TDF 2000 Partners, L.P. | 1.00% | Affiliate of general partner, TDF 2000 Corporation |
| Stadium Court Associates, LLC | 0.01% | Managing member. |

i. ***Endowments*** - In August 2008, the FASB issued ASC No. 958-205 guidance on the net assets classification of donor restricted endowment funds for a not-for-profit organization that is subject to an enacted version of the Uniform Prudent Management of Institutional Funds Act of 2006 ("UPMIFA"). The guidance also improves disclosures about an organization's endowment funds both donor restricted endowment funds and board designated endowment funds.

The State of New York has adopted UPMIFA on September 17, 2010. The Corporation is subject to the New York Not-for-Profit Corporation Law. The Board of Directors, on the advice of legal counsel, has determined that when the Corporation receives a contribution and the donor restricts the Corporation from spending the principal, New York law requires the Corporation to maintain the original historical dollar value of the contribution received as an endowment. Such amount is recorded as permanently restricted and investment return is recorded as temporarily restricted or unrestricted based on the purpose for which the endowment was created.

j. ***Property and Equipment*** - All acquisitions of property and equipment in excess of $5,000, and all expenditures for repairs, maintenance, renewals, and betterments that materially prolong the useful lives of assets are capitalized. Purchased property and equipment are recorded at cost, except when such costs are reimbursed as part of current programs by a funding agency and such agency retains title. Building, building improvements, furniture, fixtures and equipment are being depreciated on the straight-line basis over the estimated useful lives of the assets ranging from 5 to 31-1/2 years.

Authoritative accounting guidance requires impairment losses to be recorded on long-lived assets when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets (excluding interest) are less than the carrying amount of the assets. In such cases, the carrying value of assets to be held and used are adjusted to their estimated fair value, and assets held for sale are adjusted to their estimated fair value, less selling expenses. The Corporation reviews its investments in real estate for impairment events or when changes in circumstances indicate that the carrying value of such property may not be recoverable. No impairment losses were recognized in 2012 and 2011.

k. ***Deferred Rent and Lease Incentives*** - The Corporation has entered into operating lease agreements for its administrative offices and site facilities, some of which contain provisions for future rent increases, or periods in which rent payments are reduced (abated) as incentive payments. In accordance with authoritative accounting guidance, the Corporation records monthly rent expense equal to the total of the payments due over the lease term, divided by the number of months of the lease term. Lease incentives are amortized against rental expense over the term of the lease. The difference between rent expense recorded and the amount paid is credited or charged to "Deferred rent and lease incentives" which is reflected as a separate line item in the accompanying combined statements of financial position.

l. ***Deferred Mortgage Costs*** - Mortgage costs are capitalized at cost. Amortization is provided on a straight-line method over the term of the mortgage. In connection with the mortgage refinancing that took place during the year ended June 30, 2012, the Corporation incurred $282,695 in refinance costs. For the year ended June 30, 2012, amortization expense totaled $4,808.

m. ***Presentation of Sales Taxes*** - The State and City of New York impose a sales tax of 4.000% and 4.875%, respectively, and the State of New Jersey imposes a sales tax of 7% on all of the Corporation's sales to nonexempt customers. The Corporation collects that tax from customers and remits the entire amount to the States. The Corporation's accounting policy is to include the tax collected and remitted to the States in revenue and costs of program services.

n. ***Grants and Contracts*** - The Corporation records grant and contract awards, accounted for as exchange transactions, as refundable advances until the related costs are incurred or services are performed, at which time they are recognized as revenue.

o. ***Contributed Support*** - The Corporation recognizes all contributed support received as income in the period received. Contributed support is reported as restricted support if it is pledged or received with donor or contract stipulations that limit the use of the donation. When a donor or contract restriction expires, that is when a stipulated time ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the combined statements of activities as net assets released from restriction.

Contributed assets are recorded at fair value when the Corporation receives the assets or when the collection of an unconditional promise to give appears certain.

Donor-restricted contributions whose restrictions are met in the same reporting period are reported as unrestricted contributions.

p. ***In-Kind Revenue*** - The Corporation records various types of in-kind revenue, including professional services and contributed tangible assets. Contributed professional services are recognized if: (a) the services received create or enhance long-lived assets, or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. Contributed tangible assets are recognized at fair market value when received. The amounts reflected in the accompanying combined financial statements as in-kind revenue are offset by like amounts included in expenses.

q. ***Advertising*** - The Corporation expenses advertising costs as incurred. Advertising expense totaled $186,441 and $224,669 for the years ended June 30, 2012 and 2011, respectively.

*Continued*

r. ***Functional Allocation of Expenses*** - The costs of providing various programs and their administration have been summarized on a functional basis in the combined statements of functional expenses. Accordingly, certain costs have been allocated to direct programs or supporting services. The functional classifications are defined as follows:

   i. ***Program Services Expense*** - Consists of costs incurred in connection with services provided and conducting programs.

   ii. ***General and Administrative Expenses*** - Consist of costs incurred in connection with the overall activities of the Corporation, which are not allocable to another functional expense category.

   iii. ***Fund-Raising Expenses*** - Consist of costs incurred in connection with activities related to obtaining grants and activities designed to generate revenue.

s. ***Income Taxes*** - The Corporation is exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code. The Corporation is also exempt from state income taxes. The FASB established guidance on accounting for uncertainty in income taxes. This guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. There were no unrecognized tax benefits identified or recorded as liabilities for fiscal years 2012 and 2011.

   The Corporation and affiliates file Form 990, Return of Organization Exempt from Income Tax, with the Internal Revenue Service (the "IRS"), annually. At June 30, 2012, the Corporation and affiliates' Form 990 for the years ended 2009 through 2011 remain eligible for examination by the IRS.

t. ***Audits by Government Agencies*** - Financial awards from federal, state, and local governmental entities in the form of grants for the reimbursement of expenses and overhead applicable to various programs are subject to special audit. Such audits could result in claims against the Corporation for disallowed costs or noncompliance with grantor restrictions. No provision has been made for any liabilities that may arise from such audits since the amounts, if any, cannot be determined at this date. Additionally, management is of the opinion that such audits, if performed, would not have a material effect on the accompanying combined statements of functional expenses.

u. ***Contingencies*** - Certain conditions may exist as of the date the combined financial statements are issued, which may result in a loss to the Corporation but which will only be resolved when one or more future events occur or fail to occur. The Corporation's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Corporation or unasserted claims that may result in such proceedings, the Corporation's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

   If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Corporation's combined financial statements. If the assessment indicates that a potentially material loss contingency is not probable, but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

   Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the nature of the guarantee would be disclosed.

*Continued*

## 3 - Risks and Uncertainties

Financial instruments that subject the Corporation to concentrations of credit risk consist of cash and cash equivalents and contracts receivable. While The Doe Fund, Inc. and Affiliates attempt to limit their financial exposure, their deposit balances may, at times, exceed federally insured limits. The Doe Fund, Inc. and Affiliates have not experienced any losses on such balances.

The Corporation has entered into service contracts and grant agreements with various governmental agencies that are subject to business risks associated with the economy and administrative directives, rules and regulations that are subject to change. A significant reduction in revenue from these various governmental agency contracts would have an adverse effect on the Corporation's programs.

Contracts receivable primarily represent receivables from the New York City Department of Housing Preservation and Development, and the New York City Department of Homeless Services. Any concentrations of credit risk related to contracts receivable is subject to the city's financial condition.

## 4 - Receivables

Receivables at June 30, 2012 and 2011 consisted of the following:

| | 2012 | 2011 |
|---|---|---|
| Contracts and accounts receivable | $ 2,731,905 | $ 3,419,867 |
| Less: Reserve for uncollectible accounts | (115,777) | (159,616) |
| | 2,616,128 | 3,260,251 |
| Grants and pledges receivable | 6,023,825 | 7,235,010 |
| ***Receivables*** - net | $ 8,639,953 | $ 10,495,261 |

Grants and pledges receivable, less an appropriate reserve, are recorded at their estimated realizable value. Amounts due more than one year later are recorded at the present value of the estimated cash flows, discounted at a risk-adjusted rate which ranges from 3.00% to 6.00%, applicable to the year in which the promise was received. Amortization of the discount is credited to contribution income.

No reserves were recorded as of June 30, 2012 and 2011.

Grants and pledges receivable consisted of the following as of June 30, 2012 and 2011:

| | 2012 | 2011 |
|---|---|---|
| ***Unconditional Promises Expected to be Collected in*** | | |
| Less than one year | $ 6,009,262 | $ $7,209,088 |
| One to five years | 15,000 | 27,500 |
| | 6,024,262 | 7,236,588 |
| Less: Discount to present value | (437) | (1,578) |
| ***Total Grants and Pledges Receivable*** | $ 6,023,825 | $ 7,235,010 |

## 5 - INVESTMENTS

Investments as of June 30, 2012 and 2011 consisted of the following:

| | 2012 | | |
|---|---|---|---|
| | *Basis* | *Market Value* | *Fair Value* |
| Certificate of deposit, 0.30%, matures 1/28/13 | $ 12,185 | $ 12,185 | $ 12,185 |
| Mutual fund | 714 | 765 | 765 |
| | $ 12,899 | $ 12,950 | $ 12,950 |

| | 2011 | | |
|---|---|---|---|
| | *Basis* | *Market Value* | *Fair Value* |
| Certificate of deposit, 0.40%, matured 1/28/12 | $ 12,141 | $ 12,141 | $ 12,141 |
| Mutual fund | 714 | 781 | 781 |
| | $ 12,855 | $ 12,922 | $ 12,922 |

## 6 - FAIR VALUE MEASUREMENTS

Financial accounting standards of Fair Value Measurements and Disclosures establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

***Level 1*** - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

***Level 2*** - Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

***Level 3*** - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value used at June 30, 2012 and 2011:

***Mutual Funds*** - Valued at the NAV of shares held by the Corporation at year end.

The preceding method described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Corporation believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth, by level, the Corporation's assets that were accounted for at fair value on a recurring basis as of June 30, 2012:

Investments in securities:

| | (Level 1) | (Level 2) | (Level 3) | Total |
|---|---|---|---|---|
| ***Investments*** - at fair value: | | | | |
| Certificate of deposit | $ 12,185 | $ - | $ - | $ 12,185 |
| Mutual fund | 765 | - | - | 765 |
| | $ 12,950 | $ - | $ - | $ 12,950 |

The following table sets forth, by level, the Corporation's assets that were accounted for at fair value on a recurring basis as of June 30, 2011:

Investments in securities:

| | (Level 1) | (Level 2) | (Level 3) | Total |
|---|---|---|---|---|
| ***Investments*** - at fair value: | | | | |
| Certificate of deposit | $ 12,141 | $ - | $ - | $ 12,141 |
| Mutual fund | 781 | - | - | 781 |
| | $ 12,922 | $ - | $ - | $ 12,922 |

## 7 - PROPERTY AND EQUIPMENT

Property and equipment at June 30, 2012 and 2011 consisted of the following:

| | 2012 | 2011 |
|---|---|---|
| Land | $ 1,250,000 | $ 1,250,000 |
| Building and improvements | 28,654,922 | 28,385,966 |
| Furniture, fixtures, and equipment | 4,503,087 | 4,744,381 |
| Construction in progress | 355,260 | 300,411 |
| | 34,763,269 | 34,680,758 |
| Less: Accumulated depreciation and amortization | (10,653,149) | (10,121,970) |
| ***Net Property Assets*** | $ 24,110,120 | $ 24,558,788 |

Depreciation and amortization of property and equipment amounted to $1,556,367 and $1,545,126 for the years ended June 30, 2012 and 2011, respectively.

## 8 - Investments in Limited Partnerships and Limited Liability Companies

A Better Place East 86th Street Corporation, an affiliate of The Doe Fund, Inc., is the general partner of A Better Place, L.P. with a 1.00% interest.

The condensed financial statements of A Better Place, L.P. as of December 31, 2011 and 2010 are as follows:

| | 2011 | 2010 |
|---|---|---|
| ***Balance Sheets*** | | |
| *Assets* | | |
| Cash | $ 4,889 | $ 15,137 |
| Net rental real estate and equipment | 1,885,201 | 2,005,235 |
| Other assets | 1,013,962 | 921,660 |
| ***Total Assets*** | $ 2,904,052 | $ 2,942,032 |
| *Liabilities* | | |
| Loan payable | $ 2,241,414 | $ 2,326,229 |
| Other liabilities | 605,279 | 543,790 |
| ***Total Liabilities*** | 2,846,693 | 2,870,019 |
| *Partners' Capital* | 57,359 | 72,013 |
| ***Total Liabilities and Partners' Capital*** | $ 2,904,052 | $ 2,942,032 |

| | 2011 | 2010 |
|---|---|---|
| ***Income (Loss) Statements*** | | |
| Revenue | $ 527,096 | $ 482,590 |
| Operating (expense) | (421,716) | (442,590) |
| Depreciation | (120,034) | (118,922) |
| ***Net (Loss)*** | $ (14,654) | $ (78,922) |

A Better Place East 86th Street Corporation's capital balance in this investment is less than zero, therefore, the investment is reflected at no value in the combined financial statements.

*Continued*

TDF 2000 Corporation, an affiliate of The Doe Fund, Inc., is the general partner of TDF 2000 Partners, L.P. with a 1.00% interest. TDF 2000 Partners, L.P. is the owner of 223 East 117th Street, New York, New York.

The condensed financial statements of TDF 2000 Partners, L.P. as of December 31, 2011 and 2010 are as follows:

| | 2011 | 2010 |
|---|---|---|
| ***Balance Sheets*** | | |
| *Assets* | | |
| Cash | $ 927,765 | $ 828,370 |
| Net rental real estate and equipment | 3,956,478 | 4,195,622 |
| Other assets | 1,893,329 | 1,894,444 |
| ***Total Assets*** | $ 6,777,572 | $ 6,918,436 |
| *Liabilities* | | |
| Loan payable | $ 6,162,638 | $ 6,176,565 |
| Other liabilities | 251,170 | 288,275 |
| ***Total Liabilities*** | 6,413,808 | 6,464,840 |
| *Partners' Capital* | 363,764 | 453,596 |
| ***Total Liabilities and Partners' Capital*** | $ 6,777,572 | $ 6,918,436 |

| | 2011 | 2010 |
|---|---|---|
| ***Income (Loss) Statements*** | | |
| Revenue | $ 699,334 | $ 686,724 |
| Operating (expense) | (550,022) | (569,504) |
| Depreciation | (239,144) | (239,144) |
| ***Net (Loss)*** | $ (89,832) | $ (121,924) |

TDF 2000 Corporation's capital balance in this investment is less than zero, therefore, the investment is reflected at no value in the combined financial statements.

Iron Horse Managers, LLC is the managing member of Stadium Court Associates, LLC and holds a 0.01% interest in the limited liability company

The condensed financial statements of Stadium Court Associates, LLC as of December 31, 2011 and 2010 are as follows:

| | 2011 | 2010 |
|---|---|---|
| ***Balance Sheets*** | | |
| *Assets* | | |
| Cash | $ 87,961 | $ 216,075 |
| Net rental real estate and equipment | 7,459,189 | 7,693,298 |
| Other assets | 351,292 | 291,737 |
| ***Total Assets*** | $ 7,898,442 | $ 8,201,110 |
| *Liabilities* | | |
| Loan payable | $ 2,663,067 | $ 2,709,029 |
| Other liabilities | 614,407 | 665,821 |
| ***Total Liabilities*** | 3,277,474 | 3,374,850 |
| Members' Equity | 4,620,968 | 4,826,260 |
| ***Total Liabilities and Members' Equity*** | $ 7,898,442 | $ 8,201,110 |

| | 2011 | 2010 |
|---|---|---|
| ***Income (Loss) Statements*** | | |
| Revenue | $ 684,286 | $ 679,421 |
| Operating (expense) | (636,690) | (591,999) |
| Depreciation | (252,888) | (249,327) |
| ***Net (Loss)*** | $ (205,292) | $ (161,905) |

Iron Horse Managers, LLC's capital balance in this investment is less than zero, therefore, the investment is reflected at no value in the combined financial statements.

## 9 - Development Agreements

In addition to the development agreements described in Note 1, The Doe Fund, Inc. entered into other agreements with Atlantic Development Group, LLC for the development of affordable housing at three sites located in the Bronx, New York.

*Boricua (Site A-2)*

Pursuant to agreements entered into on September 27, 2007, by and among The Doe Fund, Inc., Atlantic Development Group, LLC, Boricua Village Associates A-2, L.P., Boricua Village A-2, LLC, and an individual, Atlantic Development Group, LLC acquired a parcel of land located at 508 East 163rd Street, Bronx, New York.

Atlantic Development Group, LLC developed, financed, and constructed a residential apartment building on the property containing approximately 85 units of affordable housing. The financing has been provided by New York City Housing Development Corporation through its sale of tax-exempt bonds and the proceeds from the sale of low income housing tax credits and 421-a Negotiable Certificates. All apartments developed pursuant to this agreement must be rented to families qualifying as low income under Section 42 of the Internal Revenue Code.

At the construction loan closing, Atlantic Development Group, LLC conveyed the property to The Doe Fund, Inc. for $7, their purchase price of the property from the City of New York, subject to property restrictions. The purchase price was paid at closing from the rent owed by Boricua Village Associates A-2, L.P., pursuant to a triple net-ground lease entered into between The Doe Fund, Inc., as landlord, and Boricua Village Associates A-2, L.P., as tenant immediately upon the acquisition of the property. The ground lease requires Boricua Village Associates A-2, L.P. to pay The Doe Fund, Inc. at the time of construction loan closing, rent in the amount of $7 for the full term of the ground lease. This prepaid rent has been assigned to Atlantic Development Group, LLC to satisfy all amounts due from The Doe Fund, Inc. to Atlantic Development Group, LLC for the acquisition of the property. The ground lease has a term of 198 years.

Pursuant to the Department of Housing Preservation and Development ("HPD") Written Agreements, HPD issued master 421-a negotiable Certificates to The Doe Fund, Inc. Atlantic Development Group, LLC, entered into contracts with developers to sell the Certificates and has assigned the contracts to sell the Certificates to The Doe Fund, Inc. The Doe Fund, Inc. sold the Certificates and loaned the proceeds from the sale of the Certificates to Boricua Village Associates A-2, L.P. to retire the debt incurred in connection with the construction of this project. The loan is secured by a pledge of all partnership interests in Boricua Village Associates A-2, L.P.

The proceeds from the sale of the Certificates totaled $7,745,358. The loan has a term of 40 years and calls for interest, calculated at 1.00% per annum to accrue, and be payable out of cash flow with all unpaid accrued interest due on the maturity date.

In consideration of The Doe Fund, Inc.'s efforts in working with the community to promote the Project, and numerous other tasks involved in implementing this project, The Doe Fund, Inc. was paid a development fee in the amount of $50,000, by Atlantic Development Group, LLC.

*Boricua (Site C)*

Pursuant to agreements entered into on September 27, 2007, by and among The Doe Fund, Inc., Atlantic Development Group, LLC, Boricua Village Associates, L.P., Boricua Village C, LLC, and an individual, Atlantic Development Group, LLC acquired a parcel of land located at 3213 3rd Avenue, Bronx, New York.

Atlantic Development Group, LLC developed, financed, and constructed a residential apartment building on the property containing 131 units of affordable housing. The financing has been provided by New York City Housing Development Corporation through its sale of tax-exempt bonds, and the proceeds from the sale of low income housing tax credits and 421-a Negotiable Certificates. All apartments developed pursuant to this agreement must be rented to families qualifying as low income under Section 42 of the Internal Revenue Code.

At the construction loan closing, Atlantic Development Group LLC conveyed the property to The Doe Fund, Inc. for $19, their purchase price of the property from the City of New York, subject to property restrictions. The purchase price was paid at closing from the rent owed by Boricua Village Associates,. L.P., pursuant to a triple net-ground lease entered into between The Doe Fund, Inc., as landlord, and Boricua Village Associates, L.P., as tenant, immediately upon the acquisition of the property. The ground lease requires Boricua Village Associates, L.P. to pay The Doe Fund, Inc. at the time of construction loan closing, rent in the amount of $19 for the full term of the ground lease. This prepaid rent has been assigned to Atlantic Development Group, LLC to satisfy all amounts due from The Doe Fund, Inc. to Atlantic Development Group, LLC for the acquisition of the property. The ground lease has a term of 198 years.

Pursuant to the HPD Written Agreements, HPD issued master 421-a negotiable Certificates to The Doe Fund, Inc. Atlantic Development Group, LLC, entered into contracts with developers to sell the Certificates and assigned the contracts to sell the Certificates to The Doe Fund, Inc. The Doe Fund, Inc. sold the Certificates and loaned the proceeds from the sale of the Certificates to Boricua Village Associates, L.P. The loan was used to retire the debt incurred in connection with the construction of this project and is secured by a pledge of all partnership interests in Boricua Village Associates, L.P. The proceeds from the sale of the Certificates totaled $10,211,373. The term of the loan is 40 years and the loan calls for interest, calculated at 1.00% per annum to accrue, and be payable out of cash flow with all unpaid accrued interest due on the maturity date.

In consideration of The Doe Fund, Inc.'s efforts in working with the community to promote the Project, and numerous other tasks involved in implementing this project, The Doe Fund, Inc. was paid a development fee in the amount of $50,000, by Atlantic Development Group

*Boricua (Site E)*

Pursuant to agreements entered into on April 30, 2008, by and among The Doe Fund, Inc., Atlantic Development Group, LLC, Boricua Village Associates E, L.P., Boricua Village E, LLC, and an individual, Atlantic Development Group, LLC acquired a parcel of land located at 505 East 161st Street, Bronx, New York.

Atlantic Development Group, LLC developed, financed and constructed a residential apartment building on the property containing 80 units of affordable housing. The financing has been provided by New York City Housing Development Corporation through its sale of tax-exempt bonds, and the proceeds from the sale of low income housing tax credits and 421-a Negotiable Certificates. All apartments developed pursuant to this agreement must be rented to families qualifying as low income under Section 42 of the Internal Revenue Code.

At the construction loan closing, Atlantic Development Group LLC conveyed the property to The Doe Fund, Inc. for $9, their purchase price of the property from the City of New York, subject to property restrictions. The purchase price was paid at closing from the rent owed by Boricua Village Associates E, L.P., pursuant to a triple net-ground lease entered into between The Doe Fund, Inc., as landlord, and Boricua Village Associates E, L.P., as tenant, immediately upon the acquisition of the property. The ground lease requires Boricua Village Associates E, L.P. to pay The Doe Fund, Inc. at the time of construction loan closing, rent in the amount of $9 for the full term of the ground lease. This prepaid rent has been assigned to Atlantic Development Group, LLC to be applied to satisfy all amounts due from The Doe Fund, Inc. to Atlantic Development Group, LLC for the acquisition of the property. The ground lease has a term of 198 years.

*Continued*

Pursuant to the HPD Written Agreements, HPD issued master 421-a negotiable Certificates to The Doe Fund, Inc. Atlantic Development Group, LLC, entered into contracts with developers to sell the Certificates and assigned the contracts to The Doe Fund, Inc. The Doe Fund, Inc. sold the Certificates and loaned the proceeds from the sale of the Certificates to Boricua Village Associates E, L.P. The loan was used to retire the debt incurred in connection with the construction of this project and is secured by a pledge of all partnership interests in Boricua Village Associates E, L.P. The proceeds from the sale of the Certificates totaled $7,822,619. The term of the loan is 40 years and the loan calls for interest, calculated at 1.00% per annum to accrue, and be payable out of cash flow with all unpaid accrued interest due on the maturity date.

In consideration of The Doe Fund, Inc.'s efforts in working with the community to promote the Project, and numerous other tasks involved in implementing this project, The Doe Fund, Inc. was paid a development fee in the amount of $50,000 by Atlantic Development Group, LLC.

## 10 - Investment in Land and Deferred Rent from Land Leases

Pursuant to development agreements, The Doe Fund, Inc. purchased parcels of land in conjunction with several projects to develop low income housing. The purchase price was paid at the closings with prepaid rent on 198-year leases on the land. The land is recorded at cost of $24,221,154. The prepaid rent is being amortized to rental income from land leases over the lives of the leases.

In August 2009, The Doe Fund, Inc., TDF Tiffany Street, LLC, TDF Bruckner, LLC and TDF 170th Street, LLC ("TDF Parties") entered into an Omnibus Amendment to Agreements with Atlantic Development Group, LLC to withdraw from participating in the development of the various projects under construction.

Pursuant to this agreement, the development fees totaling $450,000 were paid to the TDF pursuant to the respective development agreements. Atlantic Development Group, LLC will use reasonable efforts to locate one or more transferees to acquire the TDF Parties' fee simple interest, long term ground lease and general partner interest, if applicable. The TDF Parties shall within twenty days of written demand and in consideration of $10, transfer the TDF Parties' interest to the permitted transferees. Additionally, within thirty days after the later of Atlantic Development Group, LLC's request and determination of fair market value, the TDF Parties shall transfer to an entity designated by Atlantic Development Group, LLC the TDF Parties' interest under the 421-a Written Agreements and the TDF Parties' interest in the 421-a loans. The transferees shall pay the TDF Parties the fair market value of the transferred 421-a loans, as of the date of the transfer, in five equal annual installments without interest, as agreed by the parties or appraisal.

## 11 - Loans Receivable and Revenue from the Sale of 421-a Certificates

The following is a summary of the Corporation's loans receivable from the sale of 421-a Certificates at June 30, 2012 and 2011:

| | *2012* | *2011* |
|---|---|---|
| East 170th Street Associates, L.P. | $ 8,978,584 | $ 8,069,584 |
| Bruckner by the Bridge, LLC | 33,203,077 | 17,571,246 |
| Boricua Village Associates A-2, L.P. | 7,745,358 | 6,804,658 |
| Boricua Village Associates, L.P. | 10,211,373 | 10,167,352 |
| Boricua Village Associates E, L.P. | 7,822,619 | 1,220,381 |
| | 67,961,011 | 43,833,221 |
| Less: Discount to present value | (63,900,032) | (41,561,865) |
| Less: Allowance for uncollectible loans | (3,810,979) | (2,021,356) |
| ***Total Loans Receivable*** - net | $ 250,000 | $ 250,000 |

Loans from the proceeds of the sales of 421-a Certificates to East 170th Street Associates, L.P., occurred during the fiscal years 2009 through 2012. Interest accrues annually on the unpaid balance at the rate of 1.00% and is receivable out of available cash flow of the operations. As of June 30, 2012 and 2011, the accrued interest receivable was $225,515 and $141,052, respectively. The principal and any unpaid interest are receivable in October 2049. The loans are secured by a pledge of partnership interest in East 170th Street Associates, L.P.

Loans from the proceeds of the sales of 421-a Certificates to Bruckner by the Bridge, LLC, occurred during the fiscal years 2010 through 2012. Interest accrues annually on the unpaid balance at the rate of 0.50% and is receivable out of available cash flow of the operations. As of June 30, 2012 and 2011, the accrued interest receivable was $166,015 and $0, respectively. The principal and any unpaid interest are receivable in 2050. The loans are secured by a pledge of the members' membership interest in Bruckner by the Bridge, LLC.

Loans from the proceeds of the sales of 421-a Certificates to Boricua Village Associates A-2, L.P., Boricua Village Associates, L.P. and Boricua Village Associates E, L.P. occurred during the fiscal years 2010 through 2012. Interest accrues annually on the unpaid balance of each of these loans at the rate of 1.00% and is receivable out of available cash flow of the operations of each of the partnerships. As of June 30, 2012 and 2011, the accrued interest receivable was $260,054 and $13,236, respectively. The principal and any unpaid interest on each of these loans are receivable in 2050. The loans are secured by respective pledges of the partnership interest in Boricua Village Associates A-2, L.P., Boricua Village Associates, L.P., and Boricua Village Associates E, L.P.

The revenue and loans have been recorded at the present value of the estimated cash flows, discounted at a comparable borrowing rate of 8.00%, applicable to the year in which the loan was made. Amortization of the discount is credited to revenue from the sales of 421-a Certificates.

## 12 - TRAINEE SAVINGS DEPOSITS AND INCENTIVES

Trainee savings deposits represent fixed minimum deductions from participants' training incentives. They may exceed the minimum on a voluntary basis. These amounts accumulate over the time a trainee is in the program and are paid to the participant when they leave the Ready, Willing & Able program. Trainees who graduate from the program receive an additional $1,000 grant.

Training incentives are paid to participants in the form of debit cards in order to provide the most accessible form of payment to the composition of the trainee population. Additionally, a total of $213,600 and $187,200 in matching graduation grants were paid to trainees who successfully completed the training program for the years ended June 30, 2012 and 2011, respectively.

At June 30, 2012 and 2011, the trainee savings payable due to participants were $832,044 and $823,011, respectively.

## 13 - REFUNDABLE ADVANCES

The Corporation records grant awards and contracts accounted for as exchange transactions as refundable advances until related services are performed, at which time they are recognized as revenue. The activity in the refundable advance account as of June 30, 2012 and 2011 is reported as follows:

| | *2012* | *2011* |
|---|---|---|
| ***Refundable Advances*** - beginning of year | $ 6,897 | $ 8,049 |
| Grant award and contract advances received | 2,772,883 | 2,076,461 |
| Grant and contract expenditures | (2,774,065) | (2,077,613) |
| ***Refundable Advances*** - end of year | $ 5,715 | $ 6,897 |

## 14 - LINE OF CREDIT

The Corporation has a line of credit (the "line") with a bank. The Line was established by an agreement dated March 31, 2010, with the line expiring April 30, 2013 for an aggregate principal of $3,000,000 consisting of 80% of eligible receivables, that are ninety days or less past due. Interest on the outstanding balance is calculated at 0.25% in excess of the greater of the base rate, as announced publicly by the bank in New York, New York, or 200 basis points in excess of the prevailing rate per annum as determined by the bank. The Line is guaranteed by the Corporation. As of June 30, 2012, the corporation had an outstanding balance of $1,500,000 on the line.

## 15 - MORTGAGES AND NOTES PAYABLE

The following is a summary of the Corporation's mortgages and notes payable at June 30, 2012 and 2011:

| | *2012* | *2011* |
|---|---|---|
| *Mortgage Note Payable* - Gates Avenue, including $417,997 and $399,371, at June 30, 2012 and 2011, respectively, of deferred interest due January 2020 | $ 2,280,531 | $ 2,261,906 |
| *Mortgage Note Payable* - Porter Avenue | 18,561,058 | 17,780,302 |
| Program vehicle loans | 567,468 | 105,511 |
| Leasehold improvements | 96,652 | 112,406 |
| Bank loan payable | 25,000 | 25,000 |
| | 21,530,709 | 20,285,125 |
| Less: Current maturities | (724,346) | (925,577) |
| ***Total Mortgages and Notes Payable*** | $ 20,806,363 | $ 19,359,548 |

The mortgage for Gates Avenue was executed in 1990 and has a 30-year maturity. Amortization and interest payments are deferred for the first 25 years. If the Corporation complies with the required non-financial covenants of the mortgage for a term of 25 years, the respective lender will reduce the amount of the Corporation's indebtedness in five equal annual decrements of 20.00% in each of the 26th through 30th year of the loan, resulting in no liability to the Corporation at the end of the 30th year. All mortgage interest which is being accrued at 1.00% per annum is deferred until the lien evaporates.

On July 9, 2004, a loan for the Porter Avenue facility was executed in the aggregate principal amount of $22,150,000. The loan was secured by the premises and was payable in monthly installments of $187,884, including interest at 8.00% per annum, commencing September 1, 2004 through December 1, 2023, at which time any unpaid principal and interest was payable. The loan also stipulated the establishment of a maintenance fund to supplement the cost of major repairs to the premises and requires an additional $2,500 deposited monthly. During the year ended June 30, 2012, the loan was refinanced in the amount of $18,750,000 and the balance of the maintenance fund of $267,279 was returned to the Corporation. The refinanced mortgage note bears interest of 4.94% per annum and calls for quarterly payments of principal and interest, which commenced on April 1, 2012. The refinanced mortgage note matures on October 1, 2031. As of June 30, 2012, the outstanding balance on the mortgage note was $18,561,058.

Beginning July 31, 2007 and later, the Organization entered into numerous loans amounting to $781,941 for the purchase of vehicles. The loans require monthly payments consisting of principal and interest. The interest on the loans is in the range of 0% to 8.99%. The loans are secured by the vehicles purchased. The outstanding balance on vehicle loans as of June 30, 2012 and 2011 was $567,468 and $105,511, respectively.

Pursuant to a lease dated June 21, 2006, and First Amendment of the Lease dated December 31, 2007 between the Corporation and East 102nd St. Realty (CF) LLC, the Corporation shall reimburse East 102nd St. Realty (CF) LLC for costs incurred in excess of $184,870 to improve the premises subject to the lease. The balance to be reimbursed amounted to $147,740 and is payable in 101 monthly installments of $2,015, including interest at 8.00%, commencing December 1, 2008. The outstanding balance as of June 30, 2012 and 2011 was $96,652 and $112,406, respectively.

On December 19, 2008, 700 Gerard, LLC entered into a predevelopment loan in the amount of $400,000 associated with property located on Gates Avenue, Brooklyn, New York. The note bears interest at the rate of 4.75% per annum on the outstanding unpaid principal. Interest on the note accrues and is payable quarterly in arrears. The entire balance of the debt is due and payable at the earliest of the date of the construction loan closing or December 27, 2011. The note was repaid during the fiscal year ended June 30, 2011.

On July 30, 2010, The Doe Fund was awarded a program-related investment in the form of a multi-year interest free loan for a total amount of $75,000. The loan calls for dispersal over 3 years in $25,000 increments starting on July 30, 2010, and repayment in three installments of $25,000 starting on July 31, 2013. As of June 30, 2012 and 2011, the outstanding balance was $25,000 for each of the years. On October 24, 2012, this agreement was mutually changed by the parties to a total of $50,000 in two installments of $25,000.

The aggregate annual maturities of the mortgages and notes for the 5 years subsequent to June 30, 2012 are as follows:

| *Years Ending June 30,* | *Payable by Corporation* | *Reimbursed by Contract* | *Total* |
|---|---|---|---|
| 2013 | $ 142,358 | $ 581,989 | $ 724,347 |
| 2014 | 166,027 | 611,276 | 777,303 |
| 2015 | 145,193 | 642,037 | 787,230 |
| 2016 | 151,437 | 674,345 | 825,782 |
| 2017 | 84,106 | 708,280 | 792,386 |
| Thereafter | - | 17,623,661 | 17,623,661 |
| ***Total*** | $ 689,121 | $ 20,841,588 | $ 21,530,709 |

## 16 - Temporarily Restricted Net Assets

At June 30, 2012 and 2011, temporarily restricted net assets are as follows:

| | *2012* | *2011* |
|---|---|---|
| Capital renovations at the Gates Avenue facility | $ 979,335 | $ 1,025,000 |
| Capital renovations at the Porter Avenue facility | - | 50,000 |
| RWA Resource Recovery program | - | 200,000 |
| RWA program | 119,773 | 51,922 |
| RWA Porter veterans program | 1,025,130 | - |
| RWA Philadelphia program | 205,615 | - |
| Interns for the Scatter Site facility | - | 325 |
| Human Capital Campaign | 446,729 | 510,247 |
| Development of Webster Ave | - | 50,000 |
| General Support (time restriction) | 2,500,000 | 5,012,500 |
| ***Total Temporarily Restricted Net Assets*** | $ 5,276,582 | $ 6,899,994 |

## 17 - NET ASSETS RELEASED FROM RESTRICTIONS

During the years ended June 30, 2012 and 2011, net assets were released from donor restrictions by incurring expenses satisfying the restricted purpose or by the occurrence of other events specified by donors, as follows:

| | 2012 | 2011 |
|---|---|---|
| Capital renovations at the Harlem facility | $ - | $ 43,681 |
| Capital renovations at the Gates Avenue facility | 45,666 | - |
| Capital renovations at the Porter Avenue facility | 50,000 | 60,310 |
| RWA Resource Recovery program | 200,000 | 200,000 |
| RWA program | 231,682 | 158,623 |
| RWA Porter veterans program | 225,337 | - |
| RWA scaling project | - | 18,725 |
| Interns for the Scatter Site facility | 325 | 11,618 |
| Human Capital Campaign | 65,096 | 24,732 |
| Development of Webster Ave | 50,000 | - |
| General support | 5,012,500 | 12,500 |
| ***Total Net Assets Released from Restrictions*** | $ 5,880,606 | $ 530,189 |

## 18 - MAJOR GOVERNMENTAL CONTRACT AND GRANT REVENUE

The Corporation has entered into service contracts and grant agreements in connection with the Ready, Willing & Able and A Better Place Housing Development Fund Corporation programs, with the New York City Human Resource Administration ("HRA") (including HIV/AIDS Services Administration ("HASA")), the U.S. Department of Justice ("DOJ"), U.S. Department of Labor ("DOL"), U.S. Department of Energy ("DOE"), U.S. Department of Veterans Affairs ("VA"), the U.S. Department of Housing and Urban Development ("HUD"), Philadelphia Office of Supportive Housing ("OSH"), New York City Department of Design and Construction ("DDC"), New York State Division of Criminal Justice Services ("DCJS") and the New York City Department of Homeless Services ("DHS").

During the years ended 2012 and 2011, the contracts and grants generated revenue as follows:

| *Government Agency* | 2012 | 2011 |
|---|---|---|
| HASA/HRA | $ 1,827,797 | $ 1,764,355 |
| DOJ | - | 800,000 |
| DOL | 1,457,177 | - |
| DOE | - | 172,341 |
| VA | 1,835,441 | 1,675,683 |
| HUD | 3,362,228 | 3,362,228 |
| OSH | 2,022,730 | 2,162,775 |
| DDC | 106,246 | - |
| DCJS | 992,436 | 1,367,057 |
| DHS | 12,293,741 | 13,010,833 |
| ***Total*** | $ 23,897,796 | $ 24,315,272 |

## 19 - Retirement Plan

The Corporation maintains a 401(k) retirement plan (the "Plan") for the benefit of its eligible employees who can voluntarily participate. Eligible employees are employees who have completed at least one month of service and have attained the age of eighteen.

Employees make contributions to the Plan in amounts based upon limits established by Sections 402(g) and 414(v) of the Internal Revenue Code. The Plan's assets are invested in certain self-directed income, money market and equity funds. The Corporation may contribute to the Plan by means of a matching contribution or a qualified non-elective contribution.

The Corporation's matching contribution is a discretionary percentage of the participant's salary deferrals up to a certain percentage of the participant's compensation as determined by the employer each year. The Corporation's non-elective contribution is a discretionary amount that is allocated among the participants in the ratio that each participant's compensation bears to the total compensation of all eligible participants. In order to share in any non-elective contributions, the participant must be actively employed on the last day of the plan year and have completed at least 1,000 hours of service during the plan year. The Corporation may designate all or any portion of a contribution as a qualified non-elective contribution. There were no employer contributions to this plan for the years ended June 30, 2012 and 2011.

## 20 - Related Party Transactions

In May of 2010, The Doe Fund, Inc. renewed its lease with the President of the Corporation with a new expiration date of April 30, 2015. The annual aggregate base rent payable under this lease is $168,568, $173,625 and $178,833 for each of the one-year terms ending April 30, 2013, April 30, 2014 and April 30, 2015. Lease payments for the years ended June 30, 2012 and 2011 were $164,476 and $159,685, respectively.

For the years ended June 30, 2012 and 2011, the Corporation recognized management fees revenue from its investee limited liability companies and partnerships it manages as follows:

| | *2012* | *2011* |
|---|---|---|
| A Better Place, L.P. | $ 10,679 | $ 38,390 |
| TDF 2000 Partners, L.P. | 52,177 | 109,583 |
| Stadium Court Associates, LLC | 79,011 | 87,502 |
| ***Total Management Fees*** | $ 141,867 | $ 235,475 |

Additionally, the Corporation, at times, pays expenses and deposits income on behalf of these partnerships for which they are billed. As of June 30, 2012 and 2011, the amounts due (to) or from these limited liability companies and partnerships are as follows:

| | *2012* | *2011* |
|---|---|---|
| A Better Place, L.P. | $ 494,298 | $ 600,280 |
| TDF 2000 Partners, L.P. | (605,868) | (33,344) |
| Stadium Court Associates, LLC | 49,556 | (191) |
| ***Total Due (to) from Affiliates*** | $ (62,014) | $ 566,745 |

## 21 - TAX STATUS

The Doe Fund, Inc., A Better Place Housing Development Fund Corporation, Gates Avenue Housing Development Fund Corporation, Ready, Willing & Able, Inc., Ready Willing & Able Philadelphia, Inc., Number One Single Room Occupancy Housing Development Fund Corporation, Back Office of New York, Inc., Porter Avenue Housing Development Fund Corporation and Greene-Quincy Housing Development Fund Corporation are exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code (IRC). Ready, Willing & Able America has applied for exempt status from federal income taxes under Section 501(c)(3) of the IRC and applicable state law. Ready, Willing & Able to Achieve Independence, Inc. was dissolved during the year ended June 30, 2011. Iron Horse Managers, LLC, Pest at Rest, LLC, Pest at Rest Newark LLC, 700 Gerard, LLC, 55 Clifton Place, LLC, TDF 170th Street, LLC, Summit Avenue Center for Opportunity, LLC, TDF Tiffany Street, LLC, TDF E. 148th Street, LLC and TDF Bruckner, LLC are single member limited liability companies whose single member is The Doe Fund, Inc., and as such, they are considered disregarded entities for tax purposes. The Doe Fund, Inc. made an election to treat Doe 21st IH, LLC as a separate taxable entity under Section 168(h)(6)(F)(ii) of the Internal Revenue Code.

## 22 - LOSS ON DISPOSITION OF JERSEY CITY PROPERTY

On June 22, 2006, The Doe Fund, Inc. executed an agreement for the purchase of two parcels of real estate located in Jersey City, New Jersey. The intention for these parcels was to provide low income housing and structured parking. The total purchase price was $3,650,000. An initial non-refundable deposit of $182,500 was paid upon the execution of the agreement. A second deposit of $182,500 was due at the end of the approval period granted to The Doe Fund, Inc. and was paid in December 2007.

The balance was payable at closing. Additionally, monthly non-refundable mortgage and property tax payments in the amounts of $11,044 and $1,768, respectively, were payable during the term of this agreement. The approval period was seven months from the date of execution of the agreement and had been extended to address site conditions. On December 21, 2007, the parties to the purchase agreement executed a first amendment to the purchase agreement. According to the terms of the amendment, the seller was to remediate site conditions at its own expense and the purchaser was to consummate the redevelopment without certain approvals required in the original agreement. Additionally, the purchaser was to be relieved of any further obligation to make the additional monthly payments if the seller did not obtain the requisite No Further Action Letter ("NFA") within twelve months of the date of the amendment. The cumulative amount incurred for this project totaled $- as of June 30, 2010, and was included in "Deposits" on the combined statements of financial position.

In September 2009, The Doe Fund, Inc. was designated Redeveloper of the parcel and several nearby parcels by the Jersey City Redevelopment Authority. Such designation was granted under the City of Jersey City's Summit and Fairmount Redevelopment Plan. In December 2009, The Doe Fund, Inc. was granted preliminary site plan approval by the Jersey City Planning Board for the development of 60 units of multifamily affordable housing and 43 parking units on the parcels. In February 2010, The Doe Fund, Inc. was granted a long-term tax abatement of 15 years upon development of the parcels in contemplation of the project being developed utilizing Federal Low Income Housing Tax Credits.

On April 30, 2007, The Doe Fund, Inc. formed Summit Avenue Center for Opportunity, LLC to proceed with the acquisition and development of this project. Summit Avenue Center for Opportunity, LLC is a single member limited liability corporation whose single member is The Doe Fund, Inc. As such, it is considered a disregarded entity for tax purposes.

*Continued*

In 2011, The Doe Fund, Inc. determined that based upon the current funding available and the cost to complete the project, the project was not feasible to complete. For the year ended June 30, 2011, the financial statements reflect the loss of $1,666,358, the costs associated with the project.

## 23 - COMMITMENTS

The Doe Fund, Inc. has entered into six operating lease commitments in the New York metropolitan area and Newark, New Jersey. The commitments are for The Doe Fund, Inc.'s administrative spaces at East 102nd Street, and East 84th Street in Manhattan, the office space of Back Office of New York, Inc. in the Bronx, supplemental spaces to the RWA program in Brooklyn and the Bronx, and Pest@Rest Newark in Newark, New Jersey.

These leases expire on various dates through June 2027.

The Doe Fund, Inc. is further committed by numerous vehicle and equipment operating leases expiring on various dates through April 2013.

In October 2009, The Doe Fund, Inc. entered into a sublease commencing December 1, 2009 and expiring November 30, 2012 to rent a portion of its administrative space. Rent received during the year ended June 30, 2012 and 2011 amounted to $218,272 and $119,319, respectively.

Future minimum annual rentals for the years subsequent to June 30, 2012 and in the aggregate are:

| *Years Ending June 30,* | *Minimum Lease Commitments* | *Sublease Income* | *Net Lease Commitments* |
|---|---|---|---|
| 2013 | $ 1,491,488 | $ (89,890) | $ 1,401,598 |
| 2014 | 1,263,408 | - | 1,263,408 |
| 2015 | 1,034,597 | - | 1,034,597 |
| 2016 | 978,186 | - | 978,186 |
| 2017 | 753,317 | - | 753,317 |
| Thereafter | 3,279,914 | - | 3,279,914 |
| ***Total*** | $ 8,800,910 | $ (89,890) | $ 8,711,020 |

## 24 - SUBSEQUENT EVENTS

Subsequent events have been evaluated through March 22, 2013, the date the financial statement were available to be issued.

On February 22, 2013, the Corporation sold the assets of Ready, Willing & Able - Resource Recovery for $412,500 with an agreement that if the purchaser retains the customers 90 days after the sale date, the Corporation will receive an additional $25,000.

RAICH ENDE MALTER & CO. LLP
CERTIFIED PUBLIC ACCOUNTANTS

1375 Broadway, 15th Floor
New York, New York 10018
212.944.4433
212.944.5404 (fax)
cpa@rem-co.com

90 Merrick Avenue, Suite 802
East Meadow, New York 11554
516.228.9000
516.228.9122 (fax)

## INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTAL SCHEDULES

Board of Directors
The Doe Fund, Inc. and Affiliates

We have audited the combined financial statements of The Doe Fund, Inc. and Affiliates (the "Corporation") (a not-for-profit organization) as of and the years ended June 30, 2012 and 2011, and our report thereon dated, March 22, 2012, which expressed an unqualified opinion on those combined financial statements, appears on page 1. Our audits were conducted for the purpose of forming an opinion on the combined financial statements as a whole. The accompanying combining supplemental schedules, appearing on pages 34 through 47, are presented for the purpose of additional analysis and are not a required part of the combined financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the combined financial statements. The information has been subjected to the auditing procedures applied in the audit of the combined financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the combined financial statements or to the combined financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the combined financial statements for the years ended June 30, 2012 and 2011, as a whole.

Raich Ende Malter & Co LLP

RAICH ENDE MALTER & CO. LLP
New York, New York
March 22, 2013

# THE DOE FUND, INC. AND AFFILIATES

*Combining Statements of Financial Position*
*June 30, 2012 (with comparative totals for June 30, 2011)*

| | Total Doe Fund, Inc. | Back Office | RWA Inc. | RWA Philadelphia | RWA America | Gates Avenue HDFC | A Better Place HDFC | No. 1 SRO | Porter Avenue HDFC | Porter Avenue HDFC Day Program | Eliminations/ Reclasses | Total 2012 | Total 2011 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **ASSETS** | | | | | | | | | | | | | |
| *Current Assets* | | | | | | | | | | | | | |
| Cash and cash equivalents | $ 813,673 | $ 2,186 | $ 25,406 | $ 135,716 | $ - | $ 53 | $ 8,445 | $ 981 | $ 14,946 | $ - | $ - | $ 1,001,406 | $ 349,340 |
| Receivables | 3,031,125 | 89,715 | 1,411,203 | 477,106 | - | 625,000 | 423,759 | 24,688 | 2,078,787 | 470,000 | (5,993) | 8,625,390 | 10,469,339 |
| Investments at market value | 12,950 | - | - | - | - | - | - | - | - | - | - | 12,950 | 12,922 |
| Prepaid expenses | 242,271 | 717 | 46,997 | 37,628 | 2,002 | - | 4,892 | 902 | 38,080 | - | - | 373,689 | 169,754 |
| Other receivables | 1,613 | - | 13,622 | 7,432 | - | 2,800 | 1,446 | - | 22,131 | - | - | 49,244 | 55,695 |
| Accrued interest receivable | 651,584 | - | - | - | - | - | - | - | - | - | - | 651,584 | 154,288 |
| | 4,753,216 | 92,618 | 1,497,428 | 658,082 | 2,002 | 627,853 | 438,542 | 26,571 | 2,153,944 | 470,000 | (5,993) | 10,714,263 | 11,231,338 |
| Receivables | - | - | - | 14,563 | - | - | - | - | - | - | - | 14,563 | 25,922 |
| Due from (to) affiliates | 16,724,530 | (3,231,986) | (6,523,494) | (1,897,215) | (280,036) | 944,474 | (2,007,140) | (385,328) | (6,797,889) | 1,392,070 | 62,014 | - | 566,745 |
| Restricted and funded reserves | - | - | - | - | - | - | - | - | - | - | - | - | 267,279 |
| Deposits | 204,478 | 57,866 | 40,580 | 6,070 | - | 4,995 | 22,774 | - | 34,598 | - | - | 371,341 | 339,428 |
| Deferred mortgage interest | - | - | - | - | - | 417,997 | - | - | - | - | - | 417,997 | 399,371 |
| Deferred mortgage cost | - | - | - | - | - | - | - | - | 277,888 | - | - | 277,888 | - |
| Net property assets | 1,766,010 | 525,121 | 1,844,144 | 95,554 | - | 970,444 | - | 99,283 | 16,789,564 | - | - | 24,110,120 | 24,556,786 |
| Investment in a limited partnership | - | - | - | - | - | - | 70,000 | - | - | - | - | 70,000 | - |
| Loans receivable | 250,000 | - | - | - | - | - | - | - | - | - | - | 250,000 | 250,000 |
| Investments in land | 24,221,154 | - | - | - | - | - | - | - | - | - | - | 24,221,154 | 24,221,154 |
| | $ 49,939,388 | $ (2,556,381) | $ (3,141,362) | $ (1,122,946) | $ (278,034) | $ 2,965,763 | $ (1,475,824) | $ (259,474) | $ 14,458,105 | $ 1,862,070 | $ 56,021 | $ 60,447,326 | $ 61,860,025 |
| **LIABILITIES AND NET ASSETS (DEFICIT)** | | | | | | | | | | | | | |
| *Current Liabilities* | | | | | | | | | | | | | |
| Accounts payable and accrued expenses | $ 2,222,610 | $ 4,897 | $ 256,341 | $ 67,470 | $ - | $ - | $ 36,543 | $ 5,599 | $ 264,440 | $ - | $ (5,993) | $ 2,851,907 | $ 3,062,187 |
| Payroll taxes payable | 34,454 | (1,493) | (8,122) | 314 | - | - | 1,468 | (5,720) | 826 | - | - | 21,727 | 29,332 |
| Trainee savings payable | - | - | 399,797 | 89,482 | - | - | - | - | 342,765 | - | - | 832,044 | 823,011 |
| Refundable advances | 4,897 | - | - | - | - | - | 818 | - | - | - | - | 5,715 | 8,897 |
| Deferred revenue | 1,875 | - | 848 | - | - | - | 3,029 | - | - | - | - | 5,752 | - |
| Due to affiliates | - | - | - | - | - | - | - | - | - | - | 62,014 | 62,014 | - |
| Line of credit | 1,500,000 | - | - | - | - | - | - | - | - | - | - | 1,500,000 | - |
| Current maturities of long-term debt | 30,708 | - | 48,678 | - | - | - | - | - | 644,960 | - | - | 724,346 | 925,577 |
| Current portion of deferred rent from land leases | 122,329 | - | - | - | - | - | - | - | - | - | - | 122,329 | 122,329 |
| | 3,916,873 | 3,404 | 697,542 | 157,266 | - | - | 41,858 | (121) | 1,252,991 | - | 56,021 | 6,125,834 | 4,969,333 |
| Deferred rent and lease incentives | 512,943 | 370,795 | 9,326 | - | - | - | - | - | - | - | - | 893,064 | 899,816 |
| Mortgages and notes payable, net of current maturities | 149,155 | - | 129,819 | - | - | 2,280,532 | - | - | 18,246,857 | - | - | 20,806,363 | 19,359,548 |
| Deferred rent from land leases | 23,621,277 | - | - | - | - | - | - | - | - | - | - | 23,621,277 | 23,743,615 |
| | 28,200,248 | 374,199 | 836,687 | 157,266 | - | 2,280,532 | 41,858 | (121) | 19,499,848 | - | 56,021 | 51,446,538 | 48,972,312 |
| Net Assets (Deficit) | | | | | | | | | | | | | |
| Unrestricted | 19,239,140 | (2,930,580) | (4,097,822) | (1,485,827) | (278,034) | (294,103) | (1,517,682) | (259,353) | (6,066,873) | 1,415,340 | - | 3,724,206 | 5,987,719 |
| Temporarily restricted | 2,500,000 | - | 119,773 | 205,615 | - | 979,334 | - | - | 1,025,130 | 446,730 | - | 5,276,582 | 6,899,994 |
| | 21,739,140 | (2,930,580) | (3,978,049) | (1,280,212) | (278,034) | 685,231 | (1,517,682) | (259,353) | (5,041,743) | 1,862,070 | - | 9,000,788 | 12,887,713 |
| | $ 49,939,388 | $ (2,556,381) | $ (3,141,362) | $ (1,122,946) | $ (278,034) | $ 2,965,763 | $ (1,475,824) | $ (259,474) | $ 14,458,105 | $ 1,862,070 | $ 56,021 | $ 60,447,326 | $ 61,860,025 |

*See independent auditor's report on supplemental schedules.*

# THE DOE FUND, INC. AND AFFILIATES

*Combining Statements of Financial Position for The Doe Fund, Inc.*
*June 30, 2012 (with comparative totals for June 30, 2011)*

| | *The Doe Fund, Inc.* | *TDF Real Estate and Property Services* | *Pest at Rest, LLC* | *Pest at Rest Newark* | *Iron Horse Managers, LLC* | *RWA Pathways* | *Total 2012* | *Total 2011* |
|---|---|---|---|---|---|---|---|---|
| **ASSETS** | | | | | | | | |
| *Current Assets* | | | | | | | | |
| Cash and cash equivalents | $ 787,135 | $ 1 | $ 23,607 | $ 829 | $ 2,101 | $ - | $ 813,673 | $ 167,370 |
| Receivables | 2,527,882 | 16,971 | 319,651 | 14,803 | - | 151,818 | 3,031,125 | 5,479,783 |
| Investments at market value | 12,950 | - | - | - | - | - | 12,950 | 12,922 |
| Prepaid expenses | 227,427 | 4,489 | 9,592 | 763 | - | - | 242,271 | 71,881 |
| Other receivables | 1,613 | - | - | - | - | - | 1,613 | 6,148 |
| Accrued interest receivable | 651,584 | - | - | - | - | - | 651,584 | 154,288 |
| | 4,208,591 | 21,461 | 352,850 | 16,395 | 2,101 | 151,818 | 4,753,216 | 5,892,392 |
| Receivables | - | - | - | - | - | - | - | - |
| Due from (to) affiliates | 24,432,300 | (5,051,990) | (818,300) | (24,362) | 348,348 | (161,466) | 18,724,530 | 18,568,531 |
| Deposits | 197,633 | - | - | 2,000 | - | 4,845 | 204,478 | 189,073 |
| Net property assets | 1,662,466 | 20,049 | 23,367 | - | - | 80,128 | 1,786,010 | 1,940,064 |
| Loans receivable | 250,000 | - | - | - | - | - | 250,000 | 250,000 |
| Investments in land | 24,221,154 | - | - | - | - | - | 24,221,154 | 24,221,154 |
| | $ 54,972,144 | $ (5,010,480) | $ (442,083) | $ (5,967) | $ 350,449 | $ 75,325 | $ 49,939,388 | $ 51,061,214 |
| **LIABILITIES AND NET ASSETS (DEFICIT)** | | | | | | | | |
| *Current Liabilities* | | | | | | | | |
| Accounts payable and accrued expenses | $ 2,144,124 | $ 12,084 | $ 21,920 | $ 2,895 | $ - | $ 41,587 | $ 2,222,610 | $ 2,318,847 |
| Payroll taxes payable | 19,001 | 9,209 | 1,246 | 432 | - | 4,566 | 34,454 | 22,910 |
| Refundable advances | 4,897 | - | - | - | - | - | 4,897 | 6,897 |
| Deferred revenue | 1,875 | - | - | - | - | - | 1,875 | - |
| Line of credit | 1,500,000 | - | - | - | - | - | 1,500,000 | - |
| Current maturities of long-term debt | 26,267 | - | 4,441 | - | - | - | 30,708 | 24,692 |
| Current portion of deferred rent from land leases | 122,329 | - | - | - | - | - | 122,329 | 122,329 |
| | 3,818,493 | 21,293 | 27,607 | 3,327 | - | 46,153 | 3,916,873 | 2,495,675 |
| Deferred rent and lease incentives | 512,943 | - | - | - | - | - | 512,943 | 572,503 |
| Mortgages and notes payable, net of current maturities | 132,196 | - | 16,959 | - | - | - | 149,155 | 158,463 |
| Deferred rent from land leases | 23,621,277 | - | - | - | - | - | 23,621,277 | 23,743,615 |
| | 28,084,909 | 21,293 | 44,566 | 3,327 | - | 46,153 | 28,200,248 | 26,970,256 |
| *Net Assets (Deficit)* | | | | | | | | |
| Unrestricted | 24,387,235 | (5,031,773) | (486,649) | (9,294) | 350,449 | 29,172 | 19,239,140 | 19,028,458 |
| Temporarily restricted | 2,500,000 | - | - | - | - | - | 2,500,000 | 5,062,500 |
| | 26,887,235 | (5,031,773) | (486,649) | (9,294) | 350,449 | 29,172 | 21,739,140 | 24,090,958 |
| | $ 54,972,144 | $ (5,010,480) | $ (442,083) | $ (5,967) | $ 350,449 | $ 75,325 | $ 49,939,388 | $ 51,061,214 |

*See independent auditor's report on supplemental schedules.*

# THE DOE FUND, INC. AND AFFILIATES

***Combining Statements of Financial Position for Ready, Willing & Able, Inc. (RWA)***
***June 30, 2012 (with comparative totals for June 30, 2011)***

| | RWA Brooklyn | RWA Gates Day | RWA Harlem | RWA Resource Recovery | RWA Jersey City | Total 2012 | Total 2011 |
|---|---|---|---|---|---|---|---|
| **ASSETS** | | | | | | | |
| *Current Assets* | | | | | | | |
| Cash and cash equivalents | $ 2,700 | $ - | $ 5,816 | $ 14,770 | $ 2,120 | $ 25,406 | $ 49,943 |
| Receivables | 227,651 | - | 916,135 | 214,537 | 52,880 | 1,411,203 | 1,122,777 |
| Prepaid expenses | 8,812 | 1,963 | 27,155 | 2,510 | 6,557 | 46,997 | 41,644 |
| Other receivables | 277 | - | 13,545 | - | - | 13,822 | 14,425 |
| | 239,440 | 1,963 | 962,651 | 231,817 | 61,557 | 1,497,428 | 1,228,789 |
| Due from (to) affiliates | 6,655,202 | 82,571 | (7,654,419) | (1,149,987) | (4,456,861) | (6,523,494) | (6,973,411) |
| Deposits | 7,192 | - | 7,816 | 25,552 | - | 40,560 | 40,635 |
| Net property assets | 105,625 | - | 1,425,234 | 302,659 | 10,626 | 1,844,144 | 1,836,324 |
| | $ 7,007,459 | $ 84,534 | $ (5,258,718) | $ (589,959) | $ (4,384,678) | $ (3,141,362) | $ (3,867,663) |
| **LIABILITIES AND NET ASSETS (DEFICIT)** | | | | | | | |
| *Current Liabilities* | | | | | | | |
| Accounts payable and accrued expenses | $ 47,697 | $ 4,735 | $ 180,610 | $ 18,470 | $ 4,829 | $ 256,341 | $ 257,444 |
| Payroll taxes payable | (2,119) | (15) | (11,115) | 5,075 | 52 | (8,122) | 3,418 |
| Trainee savings payable | 88,555 | 10,652 | 267,670 | - | 32,920 | 399,797 | 425,928 |
| Refundable advances | - | - | - | - | - | - | - |
| Deferred revenue | - | - | 848 | - | - | 848 | - |
| Current maturities of long-term debt | 14,547 | - | 10,597 | 23,534 | - | 48,678 | 37,504 |
| | 148,680 | 15,372 | 448,610 | 47,079 | 37,801 | 697,542 | 724,294 |
| Deferred rent and lease incentives | - | - | - | 9,326 | - | 9,326 | 13,119 |
| Mortgages and notes payable, net of current maturities | 64,061 | - | 42,243 | 23,515 | - | 129,819 | 22,258 |
| | 212,741 | 15,372 | 490,853 | 79,920 | 37,801 | 836,687 | 759,671 |
| *Net Assets (Deficit)* | | | | | | | |
| Unrestricted | 6,786,820 | 69,162 | (5,861,446) | (669,879) | (4,422,479) | (4,097,822) | (4,879,268) |
| Temporarily restricted | 7,898 | - | 111,875 | - | - | 119,773 | 251,922 |
| | 6,794,718 | 69,162 | (5,749,571) | (669,879) | (4,422,479) | (3,978,049) | (4,627,346) |
| | $ 7,007,459 | $ 84,534 | $ (5,258,718) | $ (589,959) | $ (4,384,678) | $ (3,141,362) | $ (3,867,675) |

# THE DOE FUND, INC. AND AFFILIATES

*Combining Statements of Financial Position for A Better Place HDFC*
*June 30, 2012 (with comparative totals for June 30, 2011)*

| | A Better Place HDFC | Scatter Site Return | Total 2012 | Total 2011 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| *Current Assets* | | | | |
| Cash and cash equivalents | $ 1,127 | $ 7,318 | $ 8,445 | $ 2,277 |
| Receivables | 179,746 | 244,013 | 423,759 | 670,025 |
| Prepaid expenses | 3,199 | 1,693 | 4,892 | 4,892 |
| Other receivables | - | 1,446 | 1,446 | 978 |
| | 184,072 | 254,470 | 438,542 | 678,172 |
| Receivables | - | - | - | - |
| Due from (to) affiliates | (1,327,473) | (679,667) | (2,007,140) | (1,910,546) |
| Deposits | - | 22,774 | 22,774 | - |
| Investment in a limited partnership | 70,000 | - | 70,000 | - |
| | $ (1,073,401) | $ (402,423) | $ (1,475,824) | $ (1,232,374) |
| **LIABILITIES AND NET ASSETS (DEFICIT)** | | | | |
| *Current Liabilities* | | | | |
| Accounts payable and accrued expenses | $ 21,438 | $ 15,105 | $ 36,543 | $ 34,771 |
| Payroll taxes payable | 734 | 734 | 1,468 | 277 |
| Deferred revenue | - | 3,029 | 3,029 | - |
| Current maturities of long-term debt | - | - | - | - |
| | 22,172 | 19,686 | 41,858 | 35,048 |
| Deferred rent and lease incentives | - | - | - | - |
| Mortgages and notes payable, net of current maturities | - | - | - | - |
| | 22,172 | 19,686 | 41,858 | 35,048 |
| *Net Assets (Deficit)* | | | | |
| Unrestricted | (1,095,573) | (422,109) | (1,517,682) | (1,267,747) |
| | - | - | - | 325 |
| | (1,095,573) | (422,109) | (1,517,682) | (1,267,422) |
| | $ (1,073,401) | $ (402,423) | $ (1,475,824) | $ (1,232,374) |

# THE DOE FUND, INC. AND AFFILIATES

*Combined Statements of Revenue and Expenses*

| | For the Years Ended June 30, 2012 | 2011 |
|---|---|---|
| ***Unrestricted*** | | |
| *Support and revenue:* | | |
| Donations | $ 3,004,348 | $ 8,307,107 |
| Corporate and foundation grants | 1,304,452 | 1,796,696 |
| Contracts | 18,256,222 | 18,894,585 |
| Government grants | 5,911,727 | 5,820,144 |
| Development and management fees | 241,026 | 235,474 |
| Special events | 1,531,820 | 1,556,073 |
| Direct benefit expense | (412,890) | (404,448) |
| Other earned revenue | 5,184,556 | 5,310,595 |
| Room and board | 2,238,982 | 2,195,614 |
| In-kind revenue | 112,578 | 96,070 |
| | 37,372,821 | 43,807,910 |
| Net assets released from restrictions | 5,880,606 | 530,189 |
| | 43,253,427 | 44,338,099 |
| ***Operating Expenses*** | | |
| Salaries and incentives | 24,250,956 | 22,948,647 |
| Payroll taxes and benefits | 5,205,354 | 4,696,691 |
| Legal, professional, and management fees | 1,136,961 | 1,432,180 |
| Occupancy costs | 2,665,405 | 2,641,386 |
| Office expenses | 1,741,033 | 1,473,441 |
| Travel and meetings | 352,852 | 289,049 |
| Client services | 4,527,609 | 3,936,199 |
| Equipment, furniture, and vehicle purchases | 266,161 | 325,580 |
| Equipment maintenance and repairs | 124,665 | 118,735 |
| Vehicles and transportation | 1,280,130 | 1,247,628 |
| Aid to clients | 1,450,225 | 1,733,809 |
| Financing expenses | 1,362,758 | 1,557,739 |
| Insurance and taxes | 54,479 | 51,053 |
| Bad debt expense | 84,427 | 38,229 |
| Miscellaneous | 2,330 | 7,667 |
| In-kind goods | 73,443 | 96,070 |
| | 44,578,788 | 42,594,103 |
| (Decrease) increase in unrestricted net assets before depreciation and amortization and other income and expense | (1,325,361) | 1,743,996 |
| Depreciation and amortization | (1,561,175) | (1,545,126) |
| Interest and investment income | 1,516 | 4,021 |
| Realized and unrealized gain (loss) | 1,882 | (781) |
| Realized gain (loss) on disposition of assets | - | (3,674) |
| Revenue from the sale of 421-a certificates | 1,787,232 | 1,159,533 |
| Bad debt expense from the sale of 421-a certificates | (1,789,623) | (1,147,062) |
| Interest income from certificate loans | 499,687 | 96,759 |
| Rental income from land leases | 122,329 | 122,329 |
| Loss on disposition of Jersey City property | - | (1,666,358) |
| | (938,152) | (2,980,359) |
| (Decrease) in unrestricted net assets | (2,263,513) | (1,236,363) |

## *Combined Statements of Revenue and Expenses (Continued)*

| | For the Years Ended June 30, 2012 | 2011 |
|---|---|---|
| ***Temporarily Restricted*** | | |
| *Support and revenue:* | | |
| Donations | 3,501,579 | 5,000,000 |
| Corporate and foundation grants | 755,615 | 197,937 |
| | 4,257,194 | 5,197,937 |
| *Net assets released from restrictions:* | | |
| Satisfaction of purpose restriction | (5,880,606) | (530,189) |
| (Decrease) increase in temporarily restricted net assets | (1,623,412) | 4,667,748 |
| ***(Decrease) Increase in Net Assets*** | (3,886,925) | 3,431,385 |
| ***Net Assets*** - beginning of year | 12,887,713 | 9,456,328 |
| ***Net Assets*** - end of year | $ 9,000,788 | $ 12,887,713 |

## THE DOE FUND, INC. AND AFFILIATES

*Combining Statements of Revenue and Expenses - Detailed*
*For the Year Ended June 30, 2012 (with comparative totals for June 30, 2011)*

| | Total Doe Fund, Inc. | Back Office | RWA Inc. | RWA Philadelphia | RWA America | Gates Avenue HDFC | A Better Place HDFC | No. 1 SRO | Porter Avenue HDFC | Porter Avenue HDFC Day Program | Eliminations | Total 2012 | Total 2011 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| *Unrestricted* | | | | | | | | | | | | | |
| *Support and revenue:* | | | | | | | | | | | | | |
| Donations | $ 1,124,228 | $ - | $ 1,788,689 | $ 91,431 | $ - | $ - | $ - | $ - | $ - | $ - | $ - | $ 3,004,348 | $ 8,307,107 |
| Corporate and foundation grants | 362,450 | - | 580,950 | 268,552 | - | - | 17,500 | - | 75,000 | - | - | 1,304,452 | 1,796,698 |
| Contracts | 170,442 | (396) | 4,287,180 | 2,022,730 | - | - | 1,827,622 | 145,283 | 9,803,361 | - | - | 18,256,222 | 18,894,585 |
| Government grants | 1,611,746 | - | 3,728,781 | - | - | 218,139 | - | - | 353,061 | - | - | 5,911,727 | 5,820,144 |
| Development and management fees | 1,222,695 | - | - | - | - | - | - | 105,777 | - | - | (1,087,446) | 241,026 | 235,474 |
| Special events | 1,531,820 | - | - | - | - | - | - | - | - | - | - | 1,531,820 | 1,556,073 |
| Direct benefit expense | (410,562) | - | 45 | (1,740) | - | - | - | - | (633) | - | - | (412,890) | (404,448) |
| Other earned revenue | 827,596 | 194,624 | 2,537,958 | 140,909 | - | - | 270,508 | - | 1,308,568 | - | (95,607) | 5,184,556 | 5,310,595 |
| Room and board | - | - | 642,901 | 277,412 | - | 225,813 | - | - | 1,092,856 | - | - | 2,238,982 | 2,195,614 |
| In-kind revenue | 73,443 | - | 4,104 | 24,256 | - | 7,900 | - | - | 2,875 | - | - | 112,578 | 96,070 |
| | 6,513,858 | 194,228 | 13,570,608 | 2,823,550 | - | 451,852 | 2,115,630 | 251,060 | 12,635,088 | - | (1,183,053) | 37,372,821 | 43,807,910 |
| Net assets released from restrictions | 5,062,500 | - | 431,682 | - | - | 45,666 | 325 | - | 275,337 | 65,096 | - | 5,880,606 | 530,189 |
| | 11,576,358 | 194,228 | 14,002,290 | 2,823,550 | - | 497,518 | 2,115,955 | 251,060 | 12,910,425 | 65,096 | (1,183,053) | 43,253,427 | 44,338,099 |
| *Operating Expenses* | | | | | | | | | | | | | |
| Salaries and incentives | 6,404,674 | 123,117 | 7,461,185 | 1,881,071 | 3,265 | - | 792,856 | 143,946 | 7,440,842 | - | - | 24,250,956 | 22,948,847 |
| Payroll taxes and benefits | 1,628,878 | 33,202 | 1,482,443 | 330,759 | 3,251 | - | 221,406 | 41,325 | 1,464,090 | - | - | 5,205,354 | 4,696,691 |
| Legal, professional, and management fees | 1,069,328 | 3,622 | 518,245 | 23,033 | 6,501 | 61,525 | 129,899 | - | 412,256 | - | (1,087,446) | 1,136,961 | 1,432,180 |
| Occupancy costs | 634,808 | 172,018 | 476,808 | 112,613 | - | 268,681 | 43,707 | - | 1,052,377 | - | (95,607) | 2,665,405 | 2,641,386 |
| Office expenses | 994,651 | 172,019 | 238,023 | 74,310 | - | 494 | 47,169 | 19,706 | 194,661 | - | - | 1,741,033 | 1,473,441 |
| Travel and meetings | 206,179 | 580 | 35,762 | 55,418 | 10,034 | - | 8,510 | 4,064 | 32,305 | - | - | 352,852 | 289,049 |
| Client services | 290,790 | 23,538 | 1,863,724 | 276,295 | - | - | 120,403 | 2,480 | 1,950,379 | - | - | 4,527,609 | 3,936,199 |
| Equipment, furniture, and vehicle purchases | 39,009 | - | 116,791 | 17,812 | - | - | 8,575 | - | 83,974 | - | - | 266,161 | 325,580 |
| Equipment maintenance and repairs | 11,607 | 4,547 | 45,075 | 9,738 | - | - | 5,173 | 6,970 | 41,555 | - | - | 124,665 | 118,735 |
| Vehicles and transportation | 124,516 | - | 660,141 | 78,366 | - | - | 9,550 | - | 407,557 | - | - | 1,280,130 | 1,247,628 |
| Aid to clients | 48,783 | - | 132,439 | 269,676 | - | - | 928,097 | - | 71,230 | - | - | 1,450,225 | 1,733,809 |
| Financing expenses | 57,390 | 492 | 38,923 | 3,362 | - | 103 | 518 | - | 1,261,970 | - | - | 1,362,758 | 1,557,739 |
| Insurance and taxes | 53,678 | 50 | 50 | 425 | - | 125 | 50 | 50 | 51 | - | - | 54,479 | 51,053 |
| Bad debt expense | 36,550 | - | (470) | - | - | - | 48,347 | - | - | - | - | 84,427 | 38,229 |
| Miscellaneous | 249 | - | 391 | - | - | - | 1,680 | - | 10 | - | - | 2,330 | 7,667 |
| In-kind goods | 73,443 | - | - | - | - | - | - | - | - | - | - | 73,443 | 96,070 |
| | 11,674,531 | 533,185 | 13,069,530 | 3,132,878 | 23,051 | 330,928 | 2,365,940 | 218,541 | 14,413,257 | - | (1,183,053) | 44,578,788 | 42,594,103 |
| (Decrease) increase in unrestricted net assets before depreciation and amortization and other income and expense | (98,173) | (338,957) | 932,760 | (309,328) | (23,051) | 166,590 | (249,985) | 32,519 | (1,502,832) | 65,096 | - | (1,325,361) | 1,743,996 |
| Depreciation and amortization | (313,054) | (77,593) | (216,541) | (26,583) | - | (65,304) | - | (5,973) | (856,127) | - | - | (1,561,175) | (1,545,126) |
| Interest and investment income | 402 | 68 | 119 | - | - | 88 | 50 | - | 789 | - | - | 1,516 | 4,021 |
| Realized and unrealized gain (loss) | 1,882 | - | - | - | - | - | - | - | - | - | - | 1,882 | (781) |
| Realized (loss) on disposition of assets | - | - | - | - | - | - | - | - | - | - | - | - | (3,674) |
| Revenue from the sale of 421-a certificates | 1,787,232 | - | - | - | - | - | - | - | - | - | - | 1,787,232 | 1,159,533 |
| Bad debt expense from the sale of 421-a certificates | (1,789,623) | - | - | - | - | - | - | - | - | - | - | (1,789,623) | (1,147,062) |
| Interest income from certificate loans | 499,687 | - | - | - | - | - | - | - | - | - | - | 499,687 | 96,759 |
| Rental income from land leases | 122,329 | - | - | - | - | - | - | - | - | - | - | 122,329 | 122,329 |
| Loss on disposition of Jersey City property | - | - | - | - | - | - | - | - | - | - | - | - | (1,666,358) |
| | 308,855 | (77,525) | (216,422) | (26,583) | - | (65,216) | 50 | (5,973) | (855,338) | - | - | (938,152) | (2,980,359) |
| (Decrease) increase in unrestricted net assets | 210,682 | (416,482) | 716,338 | (335,911) | (23,051) | 101,374 | (249,935) | 26,546 | (2,358,170) | 65,096 | - | (2,263,513) | (1,236,363) |

# THE DOE FUND, INC. AND AFFILIATES

*Combining Statement of Revenue and Expenses - Detailed (Continued)*
*For the Year Ended June 30, 2012 (with comparative totals for June 30, 2011)*

| | Total Doe Fund, Inc. | Back Office | RWA Inc. | RWA Philadelphia | RWA America | Gates Avenue HDFC | A Better Place HDFC | No. 1 SRO | Porter Avenue HDFC | Porter Avenue HDFC Day Program | Eliminations | Total 2012 | Total 2011 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| ***Temporarily Restricted*** | | | | | | | | | | | | | |
| *Support and revenue:* | | | | | | | | | | | | | |
| Donations | 2,500,000 | - | - | - | - | - | - | - | 1,000,000 | 1,579 | - | 3,501,579 | 5,000,000 |
| Corporate and foundation grants | - | - | 299,533 | 205,615 | - | - | - | - | 250,467 | - | - | 755,615 | 197,937 |
| | 2,500,000 | - | 299,533 | 205,615 | - | - | - | - | 1,250,467 | 1,579 | - | 4,257,194 | 5,197,937 |
| ***Net Assets Released from Restrictions*** | | | | | | | | | | | | | |
| Satisfaction of purpose restriction | (5,062,500) | - | (431,682) | - | - | (45,666) | (325) | - | (275,337) | (65,096) | - | (5,880,606) | (530,189) |
| | (2,562,500) | - | (132,149) | 205,615 | - | (45,666) | (325) | - | 975,130 | (63,517) | - | (1,623,412) | 4,667,748 |
| (Decrease) increase in temporarily restricted net assets | (2,562,500) | - | (132,149) | 205,615 | - | (45,666) | (325) | - | 975,130 | (63,517) | - | (1,623,412) | 4,667,748 |
| ***(Decrease) Increase in Net Assets*** | (2,351,818) | (416,482) | 584,189 | (130,296) | (23,051) | 55,708 | (250,260) | 26,546 | (1,383,040) | 1,579 | - | (3,886,925) | 3,431,385 |
| ***Net Assets (Deficit)*** - beginning of year | 24,090,958 | (2,485,083) | (4,627,334) | (1,149,916) | (254,983) | 629,523 | (1,267,422) | (285,899) | (3,687,718) | 1,925,587 | - | 12,887,713 | 9,456,328 |
| ***Transfers*** | - | (29,015) | 65,096 | - | - | - | - | - | 29,015 | (65,096) | - | - | - |
| ***Net Assets (Deficit)*** - end of year | $ 21,739,140 | $ (2,930,580) | $ (3,978,049) | $ (1,280,212) | $ (278,034) | $ 685,231 | $ (1,517,682) | $ (259,353) | $ (5,041,743) | $ 1,862,070 | $ - | $ 9,000,788 | $ 12,887,713 |

# THE DOE FUND, INC. AND AFFILIATES

*Combining Statements of Revenue and Expenses for The Doe Fund, Inc.*
*For the Year Ended June 30, 2012 (with comparative totals for June 30, 2011)*

| | The Doe Fund, Inc. | TDF Real Estate and Property Services | Pest at Rest, LLC | Pest at Rest Newark | Iron Horse Managers LLC | RWA Pathways | Total 2012 | Total 2011 |
|---|---|---|---|---|---|---|---|---|
| *Unrestricted* | | | | | | | | |
| *Support and revenue:* | | | | | | | | |
| Donations | $ 1,124,228 | $ - | $ - | $ - | $ - | $ - | $ 1,124,228 | $ 5,405,513 |
| Corporate and foundation grants | 348,700 | - | 3,750 | 10,000 | - | - | 362,450 | 531,604 |
| Contracts | - | 170,442 | - | - | - | - | 170,442 | 88,246 |
| Government grants | 67,482 | - | - | 87,087 | - | 1,457,177 | 1,611,746 | 147,566 |
| Development and management fees | 1,133,005 | 79,011 | - | - | 10,679 | - | 1,222,695 | 1,209,413 |
| Special events | 1,531,820 | - | - | - | - | - | 1,531,820 | 1,544,640 |
| Direct benefit expense | (410,562) | - | - | - | - | - | (410,562) | (385,199) |
| Other earned revenue | 42,255 | - | 748,375 | 36,966 | - | - | 827,596 | 853,410 |
| Room and board | - | - | - | - | - | - | - | - |
| In-kind revenue | 73,443 | - | - | - | - | - | 73,443 | 96,070 |
| | 3,910,371 | 249,453 | 752,125 | 134,053 | 10,679 | 1,457,177 | 6,513,858 | 9,491,263 |
| Net assets released from restrictions | 5,062,500 | - | - | - | - | - | 5,062,500 | 31,225 |
| | 8,972,871 | 249,453 | 752,125 | 134,053 | 10,679 | 1,457,177 | 11,576,358 | 9,522,488 |
| *Operating Expenses* | | | | | | | | |
| Salaries and incentives | 4,828,614 | 249,107 | 483,488 | 77,948 | - | 765,517 | 6,404,674 | 5,314,511 |
| Payroll taxes and benefits | 1,225,633 | 70,485 | 138,437 | 19,411 | - | 174,912 | 1,628,878 | 1,427,376 |
| Legal, professional, and management fees | 905,648 | 42,648 | 12,882 | 209 | - | 107,939 | 1,069,326 | 1,064,167 |
| Occupancy costs | 386,383 | 159,984 | 21,217 | 14,581 | - | 52,643 | 634,808 | 583,483 |
| Office expenses | 848,304 | 14,192 | 21,794 | 5,378 | - | 104,983 | 994,651 | 821,734 |
| Travel and meetings | 191,132 | 3,890 | 10,050 | 128 | - | 979 | 206,179 | 160,929 |
| Client services | - | 450 | 92,889 | 8,442 | - | 189,009 | 290,790 | 111,239 |
| Equipment, furniture, and vehicle purchases | 85 | - | 29,201 | 7,058 | - | 2,665 | 39,009 | 46,908 |
| Equipment maintenance and repairs | 11,283 | - | - | - | - | 324 | 11,607 | 25,028 |
| Vehicles and transportation | 29,464 | 138 | 65,620 | 13,704 | - | 15,590 | 124,516 | 82,724 |
| Aid to clients | 44,783 | - | - | - | - | 4,000 | 48,783 | 45,461 |
| Financing expenses | 53,854 | 46 | 2,491 | 175 | - | 824 | 57,390 | 45,357 |
| Insurance and taxes | 53,653 | - | 25 | - | - | - | 53,678 | 50,778 |
| Bad debt expense | - | - | 29,712 | 6,838 | - | - | 36,550 | 26,235 |
| Recoupment expense | - | - | - | - | - | - | - | - |
| Miscellaneous | 221 | - | - | 28 | - | - | 249 | 852 |
| In-kind goods | 73,443 | - | - | - | - | - | 73,443 | 96,070 |
| | 8,652,500 | 540,940 | 907,806 | 153,900 | - | 1,419,385 | 11,674,531 | 9,902,852 |
| (Decrease) increase in unrestricted net assets before depreciation and amortization and other income and expense | 320,371 | (291,487) | (155,681) | (19,847) | 10,679 | 37,792 | (98,173) | (380,364) |
| Depreciation and amortization | (293,078) | (8,760) | (2,596) | - | - | (8,620) | (313,054) | (289,532) |
| Interest and investment income | 398 | - | - | - | 4 | - | 402 | 1,177 |
| Realized and unrealized gain (loss) | 1,882 | - | - | - | - | - | 1,882 | (781) |
| Realized (loss) on disposition of assets | - | - | - | - | - | - | - | (3,674) |
| Revenue from the sale of 421-a certificates | 1,787,232 | - | - | - | - | - | 1,787,232 | 1,159,533 |
| Bad debt expense from the sale of 421-a certificates | (1,789,623) | - | - | - | - | - | (1,789,623) | (1,147,062) |
| Interest income from certificate loans | 499,687 | - | - | - | - | - | 499,687 | 96,759 |
| Rental income from land leases | 122,329 | - | - | - | - | - | 122,329 | 122,329 |
| | 328,827 | (8,760) | (2,596) | - | 4 | (8,620) | 308,855 | (61,251) |
| Increase (decrease) in unrestricted net assets | 649,198 | (300,247) | (158,277) | (19,847) | 10,683 | 29,172 | 210,682 | (441,615) |

# THE DOE FUND, INC. AND AFFILIATES

*Combining Statement of Revenue and Expenses for The Doe Fund, Inc. (Continued)*
*For the Year Ended June 30, 2012 (with comparative totals for June 30, 2011)*

| | The Doe Fund, Inc. | TDF Real Estate and Property Services | Pest at Rest, LLC | Pest at Rest Newark | Iron Horse Managers, LLC | RWA Pathways | Total 2012 | Total 2011 |
|---|---|---|---|---|---|---|---|---|
| ***Temporarily Restricted*** | | | | | | | | |
| *Support and revenue:* | | | | | | | | |
| Donations | 2,500,000 | - | - | - | - | - | 2,500,000 | 5,000,000 |
| Corporate and foundation grants | - | - | - | - | - | - | - | 75,000 |
| Government grants | - | - | - | - | - | - | - | - |
| | 2,500,000 | - | - | - | - | - | 2,500,000 | 5,075,000 |
| *Net assets released from restrictions:* | | | | | | | | |
| Satisfaction of purpose restriction | (5,062,500) | - | - | - | - | - | (5,062,500) | (31,225) |
| | (2,562,500) | - | - | - | - | - | (2,562,500) | 5,043,775 |
| (Decrease) increase in temporarily restricted net assets | (2,562,500) | - | - | - | - | - | (2,562,500) | 5,043,775 |
| ***Increase (Decrease) in Net Assets*** | (1,913,302) | (300,247) | (158,277) | (19,847) | 10,683 | 29,172 | (2,351,818) | 4,602,160 |
| ***Net Assets (Deficit)*** - beginning of year | 28,800,537 | (4,731,526) | (328,372) | 10,553 | 339,766 | - | 24,090,958 | 19,488,798 |
| ***Transfers*** | - | - | - | - | - | - | - | - |
| ***Net Assets (Deficit)*** - end of year | $ 26,887,235 | $ (5,031,773) | $ (486,649) | $ (9,294) | $ 350,449 | $ 29,172 | $ 21,739,140 | $ 24,090,958 |

# THE DOE FUND, INC. AND AFFILIATES

*Combining Statements of Revenue and Expenses for Ready, Willing & Able, Inc. (RWA)*
*For the Year Ended June 30, 2012 (with comparative totals for June 30, 2011)*

| | RWA Brooklyn | RWA Gates Day | RWA Harlem | RWA Resource Recovery | RWA Jersey City | Total 2012 | Total 2011 |
|---|---|---|---|---|---|---|---|
| ***Unrestricted*** | | | | | | | |
| *Support and revenue:* | | | | | | | |
| Donations | $ 1,785,539 | $ - | $ 150 | $ 3,000 | $ - | $ 1,788,689 | $ 1,746,092 |
| Corporate and foundation grants | 227,200 | - | 298,750 | 55,000 | - | 580,950 | 698,922 |
| Contracts | 818,774 | - | 3,468,406 | - | - | 4,287,180 | 4,393,427 |
| Government grants | 1,264,529 | 506,487 | 1,957,765 | - | - | 3,728,781 | 4,131,417 |
| Special events | - | - | - | - | - | - | 2,000 |
| Direct benefit expense | - | - | 45 | - | - | 45 | (1,396) |
| Other earned revenue | 793,446 | - | 715,944 | 869,929 | 158,639 | 2,537,958 | 2,262,310 |
| Room and board | - | - | 642,901 | - | - | 642,901 | 678,658 |
| In-kind revenue | 1,833 | - | 2,271 | - | - | 4,104 | - |
| | 4,891,321 | 506,487 | 7,086,232 | 927,929 | 158,639 | 13,570,608 | 13,911,430 |
| Net assets released from restrictions | 67,920 | - | 163,762 | 200,000 | - | 431,682 | 352,304 |
| | 4,959,241 | 506,487 | 7,249,994 | 1,127,929 | 158,639 | 14,002,290 | 14,263,734 |
| ***Operating Expenses*** | | | | | | | |
| Salaries and incentives | 1,534,906 | 364,176 | 5,062,578 | 394,140 | 105,385 | 7,461,185 | 7,759,680 |
| Payroll taxes and benefits | 306,587 | 55,461 | 975,500 | 107,865 | 37,030 | 1,482,443 | 1,344,174 |
| Legal, professional, and management fees | 168,695 | - | 339,500 | 7,743 | 2,307 | 518,245 | 614,439 |
| Occupancy costs | 37,661 | - | 224,998 | 214,149 | - | 476,808 | 422,223 |
| Office expenses | 66,666 | 924 | 144,994 | 23,823 | 1,616 | 238,023 | 227,779 |
| Travel and meetings | 4,746 | - | 28,926 | 2,090 | - | 35,762 | 35,504 |
| Client services | 357,217 | 116,021 | 1,313,630 | 76,278 | 578 | 1,863,724 | 1,835,285 |
| Equipment, furniture, and vehicle purchases | 15,685 | - | 94,494 | 6,612 | - | 116,791 | 126,882 |
| Equipment maintenance and repairs | 15,374 | 5,223 | 24,478 | - | - | 45,075 | 34,026 |
| Vehicles and transportation | 130,272 | 29,421 | 319,103 | 181,345 | - | 660,141 | 691,538 |
| Aid to clients | 47,115 | 357 | 84,967 | - | - | 132,439 | 109,049 |
| Financing expenses | 23,507 | - | 9,942 | 5,474 | - | 38,923 | 34,870 |
| Insurance and taxes | 50 | - | - | - | - | 50 | - |
| Bad debt expense | (470) | - | - | - | - | (470) | 1,160 |
| Miscellaneous | 391 | - | - | - | - | 391 | 3,002 |
| | 2,708,402 | 571,583 | 8,623,110 | 1,019,519 | 146,916 | 13,069,530 | 13,239,611 |
| (Decrease) increase in unrestricted net assets before depreciation and amortization and other income and expense | 2,250,839 | (65,096) | (1,373,116) | 108,410 | 11,723 | 932,760 | 1,024,123 |
| Depreciation and amortization | (45,027) | - | (114,391) | (52,769) | (4,354) | (216,541) | (206,903) |
| Interest and investment income | - | - | - | 119 | - | 119 | 12 |
| Loss on dispostition of Jersey City property | - | - | - | - | - | - | (1,666,358) |
| (Decrease) increase in unrestricted net assets | 2,205,812 | (65,096) | (1,487,507) | 55,760 | 7,369 | 716,338 | (849,138) |

## THE DOE FUND, INC. AND AFFILIATES

*Combining Statement of Revenue and Expenses for Ready, Willing & Able, Inc. (RWA) (Continued)*
*For the Year Ended June 30, 2012 (with comparative totals for June 30, 2011)*

| | RWA Brooklyn | RWA Gates Day | RWA Harlem | RWA Resource Recovery | RWA Jersey City | Total 2012 | Total 2011 |
|---|---|---|---|---|---|---|---|
| ***Temporarily Restricted*** | | | | | | | |
| *Support and revenue:* | | | | | | | |
| Corporate and foundation grants | 55,818 | - | 243,715 | - | - | 299,533 | 5,825 |
| | 55,818 | - | 243,715 | - | - | 299,533 | 5,825 |
| *Net assets released from restrictions:* | | | | | | | |
| Satisfaction of purpose restriction | (67,920) | - | (163,762) | (200,000) | - | (431,682) | (352,304) |
| | (12,102) | - | 79,953 | (200,000) | - | (132,149) | (346,479) |
| (Decrease) increase in temporarily restricted net assets | (12,102) | - | 79,953 | (200,000) | - | (132,149) | (346,479) |
| ***(Decrease) Increase in Net Assets*** | 2,193,710 | (65,096) | (1,407,554) | (144,240) | 7,369 | 584,189 | (1,195,617) |
| ***Net Assets (Deficit)*** - beginning of year | 4,601,008 | 69,162 | (4,342,017) | (525,639) | (4,429,848) | (4,627,334) | (4,566,568) |
| ***Transfers*** | - | 65,096 | - | - | - | 65,096 | 1,134,839 |
| ***Net Assets (Deficit)*** - end of year | $ 6,794,718 | $ 69,162 | $ (5,749,571) | $ (669,879) | $ (4,422,479) | $ (3,978,049) | $ (4,627,346) |

# THE DOE FUND, INC. AND AFFILIATES

*Combining Statements of Revenue and Expenses for A Better Place HDFC*
*For the Year Ended June 30, 2012 (with comparative totals for June 30, 2011)*

| | A Better Place HDFC | Scatter Site Return | Total 2012 | Total 2011 |
|---|---|---|---|---|
| ***Unrestricted*** | | | | |
| *Support and revenue:* | | | | |
| Donations | $ - | $ - | $ - | $ - |
| Corporate and foundation grants | 17,500 | - | 17,500 | 7,500 |
| Contracts | 680,559 | 1,147,063 | 1,827,622 | 1,887,100 |
| Direct benefit expense | - | - | - | (717) |
| Other earned revenue | - | 270,508 | 270,508 | 180,759 |
| In-kind revenue | - | - | - | - |
| | 698,059 | 1,417,571 | 2,115,630 | 2,074,642 |
| Net assets released from restrictions | - | 325 | 325 | 11,618 |
| | 698,059 | 1,417,896 | 2,115,955 | 2,086,260 |
| ***Operating Expenses*** | | | | |
| Salaries and incentives | 513,775 | 279,081 | 792,856 | 812,582 |
| Payroll taxes and benefits | 145,863 | 75,543 | 221,406 | 229,380 |
| Legal, professional, and management fees | 54,972 | 74,927 | 129,899 | 81,585 |
| Occupancy costs | 149 | 43,558 | 43,707 | 88,502 |
| Office expenses | 34,224 | 12,945 | 47,169 | 43,017 |
| Travel and meetings | 1,578 | 6,932 | 8,510 | 8,585 |
| Client services | 87,020 | 33,383 | 120,403 | 87,075 |
| Equipment, furniture, and vehicle purchases | - | 8,575 | 8,575 | 8,425 |
| Equipment maintenance and repairs | 4,670 | 503 | 5,173 | 5,054 |
| Vehicles and transportation | (100) | 9,650 | 9,550 | 10,239 |
| Aid to clients | 103 | 927,994 | 928,097 | 977,705 |
| Financing expenses | 365 | 153 | 518 | 207 |
| Insurance and taxes | 50 | - | 50 | - |
| Bad debt expense | - | 48,347 | 48,347 | - |
| Miscellaneous | 1,300 | 380 | 1,680 | 2,831 |
| | 843,969 | 1,521,971 | 2,365,940 | 2,355,187 |
| (Decrease) in unrestricted net assets before depreciation and amortization and other income and expense | (145,910) | (104,075) | (249,985) | (268,927) |
| Depreciation and amortization | - | - | - | - |
| Interest and investment income | 50 | - | 50 | 107 |
| Realized and unrealized (loss) on investment securities | - | - | - | - |
| Realized (loss) on disposition of assets | - | - | - | - |
| | 50 | - | 50 | 107 |
| (Decrease) in unrestricted net assets | (145,860) | (104,075) | (249,935) | (268,820) |

# THE DOE FUND, INC. AND AFFILIATES

*Combining Statement of Revenue and Expenses for A Better Place HDFC (Continued)*
*For the Year Ended June 30, 2012 (with comparative totals for June 30, 2011)*

| | A Better Place HDFC | Scatter Site Return | Total 2012 | Total 2011 |
|---|---|---|---|---|
| ***Temporarily Restricted*** | | | | |
| *Support and revenue:* | | | | |
| Donations | - | - | - | - |
| Corporate and foundation grants | - | - | - | - |
| | - | - | - | - |
| *Net assets released from restrictions:* | | | | |
| Satisfaction of purpose restriction | - | (325) | (325) | (11,618) |
| | - | (325) | (325) | (11,618) |
| (Decrease) increase in temporarily restricted net assets | - | (325) | (325) | (11,618) |
| ***(Decrease) in Net Assets*** | (145,860) | (104,400) | (250,260) | (280,438) |
| ***Net (Deficit)*** - beginning of year | (949,713) | (317,709) | (1,267,422) | (1,149,258) |
| ***Transfers*** | - | - | - | 162,274 |
| ***Net (Deficit)*** - end of year | $ (1,095,573) | $ (422,109) | $ (1,517,682) | $ (1,267,422) |