

**IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

Department of the Treasury
Internal Revenue ServiceFor calendar year 2009, or fiscal year beginning 01/01, 2009, and ending 12/31, 2009▶ **Do not send to the IRS. Keep for your records.**▶ **See instructions on back.****2009**

Name of exempt organization

THE ACTORS' FUND OF AMERICA

Name and title of officer

CONNIE YOO, CFO

Employer identification number

13-1635251**Part I Type of Return and Return Information (Whole Dollars Only)**

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a**, **2a**, **3a**, **4a**, or **5a**, below, and the amount on that line for the return for which you are filing this form was blank, then leave line **1b**, **2b**, **3b**, **4b**, or **5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b <u>19730365.</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, line 3c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2009 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) an indication of any refund offset, (c) the reason for any delay in processing the return or refund, and (d) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize GRANT THORNTON LLP to enter my PIN 2 6 2 3 6 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2009 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2009 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____

Date ▶ _____

Part III Certification and Authentication**ERO's EFIN/PIN.** Enter your six-digit EFIN followed by your five-digit self-selected PIN.

1	3	0	3	7	2	3	6	6	0	5
---	---	---	---	---	---	---	---	---	---	---

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2009 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____

Date ▶ _____

ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see back of form.

Form **8879-EO** (2009)

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

2009**Open to Public
Inspection****A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization THE ACTORS' FUND OF AMERICA		D Employer identification number 13-1635251
		Doing Business As		E Telephone number (212) 221-7300
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 729 7TH AVENUE		G Gross receipts \$ 26,629,666.
		City or town, state or country, and ZIP + 4 NEW YORK, NY 10019		
F Name and address of principal officer: JOSEPH BENINCASA 729 SEVENTH AVENUE 10TH FL NEW YORK, NY 10019				H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: ▶ WWW.ACTORSFUND.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶				L Year of formation: 1882 M State of legal domicile: NY

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE ACTORS FUND, A HUMAN SERVICES ORGANIZATION, PROVIDES HOUSING, SOCIAL SERVICES, HEALTH SERVICES, AND EMPLOYMENT/TRAINING PROGRAMS FOR PROFESSIONALS IN PERFORMING ARTS & THE ENTERTAINMENT INDUSTRY.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	49
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	49
	5 Total number of employees (Part V, line 2a)	5	256
	6 Total number of volunteers (estimate if necessary)	6	588
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	13,718,539.	11,858,359.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	12,072,072.	11,415,047.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	125,888.	-284,810.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	252,367.	-3,258,231.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	26,168,866.	19,730,365.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	3,886,442.	2,593,821.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	13,182,114.	13,889,370.
	b Total fundraising expenses, Part IX, column (D), line 25 ▶ 2,321,603.	110,500.	331,277.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	8,434,994.	9,358,475.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	25,614,050.	26,172,943.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	554,816.	-6,442,578.
	20 Total assets (Part X, line 16)	Beginning of Year	End of Year
	21 Total liabilities (Part X, line 26)	59,201,520.	54,467,228.
	22 Net assets or fund balances. Subtract line 21 from line 20	25,353,570.	23,944,298.
		33,847,950.	30,522,930.

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	Signature of officer		Date	
Paid Preparer's Use Only	Preparer's signature ▶		Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed) address, and ZIP + 4 ▶ GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017-4011		Preparer's identifying number (see instructions) P00741490	EIN ▶ 36-6055558
			Phone no. ▶ 212-542-9609	
May the IRS discuss this return with the preparer shown above? (see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. *

Form **990** (2009)

Part III Statement of Program Service Accomplishments**1** Briefly describe the organization's mission:

ATTACHMENT 3

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

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

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

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ 12,882,433. including grants of \$ 0.) (Revenue \$ 10,221,352.)

ATTACHMENT 4

4b (Code:) (Expenses \$ 6,753,164. including grants of \$ 2,590,321.) (Revenue \$ 1,177,374.)

ATTACHMENT 5

4c (Code:) (Expenses \$ 1,525,298. including grants of \$ 0.) (Revenue \$ 0.)

ATTACHMENT 6

4d Other program services. (Describe in Schedule O.)

(Expenses \$ 1,408,721. including grants of \$ 3,500.) (Revenue \$ 16,321.)

4e Total program service expenses ► 22,569,616.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	<input checked="" type="checkbox"/>	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		<input checked="" type="checkbox"/>
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule D, Part IV</i>	<input checked="" type="checkbox"/>	
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input checked="" type="checkbox"/>	
11 Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	<input checked="" type="checkbox"/>	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>		
• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		
• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		
• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
• 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? <i>If "Yes," complete Schedule D, Part X.</i>		
12 Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	<input checked="" type="checkbox"/>	
12A Was the organization included in consolidated, independent audited financial statement for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional.</i>	<input checked="" type="checkbox"/>	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?		<input checked="" type="checkbox"/>
14b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule F, Part II.</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," complete Schedule F, Part III</i>		<input checked="" type="checkbox"/>
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	<input checked="" type="checkbox"/>	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<input checked="" type="checkbox"/>	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		<input checked="" type="checkbox"/>
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		<input checked="" type="checkbox"/>

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Part IV Checklist of Required Schedules (continued)

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

Form **990** (2009)

Part V Statements Regarding Other IRS Filings and Tax Compliance

	Yes	No
1a Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable 1a 95		
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 256		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to <i>e-file</i> this return. (see instructions)	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 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 question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? 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, during the year, 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 For all contributions of qualified intellectual property, did the organization file Form 8899 as required? 7g		
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? 7h		
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		

Form 990 (2009)

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.

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body	1a	49
b Enter the number of voting members that are independent	1b	49
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 organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	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	9a	X

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

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13 Does the organization have a written whistleblower policy?	13	X
14 Does 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," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **CA, IL, NJ, NY, PA,**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **CONNIE YOO 729 SEVENTH AVENUE 10TH FL NEW YORK, NY 10019**
212 221 7300

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BRIAN STOKES MITCHELL CHAIRMAN	1.00	X						0.	0.	0.
PHILIP J SMITH 1ST VICE PRESIDENT	1.00	X						0.	0.	0.
LYNN REDGRAVE 2ND VICE PRESIDENT	1.00	X						0.	0.	0.
BEBE NEUWIRTH 3RD VICE PRESIDENT	1.00	X						0.	0.	0.
PHILIP S BIRSH 4TH VICE PRESIDENT	1.00	X						0.	0.	0.
CHARLES HOLLERITH JR SECRETARY	1.00	X						0.	0.	0.
JOHN A DUNCAN JR TREASURER	1.00	X						0.	0.	0.
JED W BERNSTEIN TRUSTEE	1.00	X						0.	0.	0.
JEFFREY BOLTON TRUSTEE	1.00	X						0.	0.	0.
JOHN BREGGIO TRUSTEE	1.00	X						0.	0.	0.
NANCY COYNE TRUSTEE	1.00	X						0.	0.	0.
MISHA DABICH TRUSTEE	1.00	X						0.	0.	0.
MERLE DEBUSKEY TRUSTEE	1.00	X						0.	0.	0.
RICK ELICE TRUSTEE	1.00	X						0.	0.	0.
JOHN ERMAN TRUSTEE	1.00	X						0.	0.	0.
JOYCE GORDON TRUSTEE	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MARC GRODMAN MD TRUSTEE	1.00	X						0.	0.	0.
ANITA JAFFE TRUSTEE	1.00	X						0.	0.	0.
KATE EDELMAN JOHNSON TRUSTEE	1.00	X						0.	0.	0.
STEVE KALAFER TRUSTEE	1.00	X						0.	0.	0.
STEWART LANE TRUSTEE	1.00	X						0.	0.	0.
PAUL LIBIN TRUSTEE	1.00	X						0.	0.	0.
KRISTEN MADSEN TRUSTEE	1.00	X						0.	0.	0.
KEVIN MCCOLLUM TRUSTEE	1.00	X						0.	0.	0.
JAMES L NEDERLANDER TRUSTEE	1.00	X						0.	0.	0.
MARTHA NELSON TRUSTEE	1.00	X						0.	0.	0.
DALE C OLSON TRUSTEE	1.00	X						0.	0.	0.
AJ POCOCK TRUSTEE	1.00	X						0.	0.	0.
JANE POWELL TRUSTEE	1.00	X						0.	0.	0.
1b Total CONTINUED AT SCHEDULE J-2								1,313,764.	0.	133,713.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **8**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		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.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 7		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **5**

Part VIII Statement of Revenue

13-1635251

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	47,333.			
	d	Related organizations	1d				
	e	Government grants (contributions) . .	1e	256,858.			
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	11,554,168.			
	g	Noncash contributions included in lines 1a-1f: \$		16,350.			
	h	Total. Add lines 1a-1f		11,858,359.			
Program Service Revenue				Business Code			
	2a	NET PATIENT SERVICE REVENUE	900099	7,293,103.	7,293,103.		
	b	NET RESIDENT SERVICES REVENUE	900099	1,427,883.	1,427,883.		
	c	HUMAN SERVICES	900099	1,193,696.	1,193,696.		
	d	HOUSING	900099	1,500,365.	1,500,365.		
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		11,415,047.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		699,058.			699,058.
	4	Income from investment of tax-exempt bond proceeds . . .		0.			
	5	Royalties		0.			
			(i) Real (ii) Personal				
	6a	Gross Rents.					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0.			
			(i) Securities (ii) Other				
	7a	Gross amount from sales of assets other than inventory		4,467,751.			
	b	Less: cost or other basis and sales expenses		5,451,619.			
	c	Gain or (loss)		-983,868.			
	d	Net gain or (loss)		-983,868.			-983,868.
	8a	Gross income from fundraising events (not including \$ 47,333. of contributions reported on line 1c). See Part IV, line 18	a	1,556,383.			
	b	Less: direct expenses	b	1,447,682.			
	c	Net income or (loss) from fundraising events		108,701.			108,701.
	9a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less: direct expenses	b				
c	Net income or (loss) from gaming activities		0.				
10a	Gross sales of inventory, less returns and allowances	a					
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory		0.				
Miscellaneous Revenue				Business Code			
11a	WRITE-DOWN OF PROGRAM RELATED NOTES	900099	-3,366,932.	-3,366,932.			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		-3,366,932.				
12	Total Revenue. See instructions		19,730,365.	8,048,115.		-176,109.	

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	0.			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	2,593,821.	2,593,821.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	920,735.	608,473.	262,583.	49,679.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0.			
7 Other salaries and wages	9,200,187.	8,111,757.	407,873.	680,557.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	1,209,027.	1,066,912.	40,539.	101,576.
9 Other employee benefits	1,727,730.	1,635,256.	32,508.	59,966.
10 Payroll taxes	831,691.	716,084.	52,441.	63,166.
11 Fees for services (non-employees):				
a Management	68,658.			68,658.
b Legal	67,444.	62,362.	1,065.	4,017.
c Accounting	158,308.	62,804.	90,871.	4,633.
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17	331,277.			331,277.
f Investment management fees	149,260.		149,260.	
g Other	1,301,533.	1,142,643.	50,643.	108,247.
12 Advertising and promotion	15,433.	15,433.		
13 Office expenses	654,688.	483,221.	37,396.	134,071.
14 Information technology	289,579.	233,049.	24,771.	31,759.
15 Royalties	0.			
16 Occupancy	1,937,057.	1,686,994.	87,996.	162,067.
17 Travel	135,905.	105,174.	8,577.	22,154.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	138,945.	131,870.	1,712.	5,363.
20 Interest	303,626.	294,247.	9,379.	
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization . . .	1,375,482.	1,333,932.	14,761.	26,789.
23 Insurance	259,275.	239,704.	7,020.	12,551.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a NURSING HOME	1,373,476.	1,373,476.		
b SUBSIDIZED HOUSING	621,097.	621,097.		
c FUNDRAISING & PUBLIC RELATIO	483,017.	25,615.	2,329.	455,073.
d MISCELLANEOUS	25,692.	25,692.		
e -----				
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	26,172,943.	22,569,616.	1,281,724.	2,321,603.
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	936,555.	1	1,079,609.
	2 Savings and temporary cash investments	3,151,776.	2	1,299,244.
	3 Pledges and grants receivable, net	652,818.	3	1,609,329.
	4 Accounts receivable, net	1,493,765.	4	1,563,693.
	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)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	361,755.	9	308,810.
	10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 29,326,613.		
	b Less: accumulated depreciation	10b 14,293,956.		
	11 Investments - publicly traded securities	14,171,176.	10c	15,032,657.
	12 Investments - other securities. See Part IV, line 11	13,033,957.	11	13,937,007.
	13 Investments - program-related. See Part IV, line 11	0.	12	0.
	14 Intangible assets	17,353,878.	13	10,800,000.
	15 Other assets. See Part IV, line 11		14	
16 Total assets. Add lines 1 through 15 (must equal line 34)	8,045,840.	15	8,836,879.	
	59,201,520.	16	54,467,228.	
Liabilities	17 Accounts payable and accrued expenses	3,716,351.	17	3,882,014.
	18 Grants payable		18	
	19 Deferred revenue	3,421,977.	19	1,147,401.
	20 Tax-exempt bond liabilities	7,000,000.	20	6,754,763.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	1,450,962.	21	1,627,315.
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	9,764,280.	25	10,532,805.
	26 Total liabilities. Add lines 17 through 25	25,353,570.	26	23,944,298.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	20,904,649.	27	15,596,663.
	28 Temporarily restricted net assets	2,845,075.	28	4,191,101.
	29 Permanently restricted net assets	10,098,226.	29	10,735,166.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	33,847,950.	33	30,522,930.
	34 Total liabilities and net assets/fund balances	59,201,520.	34	54,467,228.

Form **990** (2009)

Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
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 consolidated basis, separate basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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?		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.		

Form **990** (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

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?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
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?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

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

Schedule A (Form 990 or 990-EZ) 2009

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	10,599,631.	15,311,199.	13,076,586.	13,718,539.	11,858,359.	64,564,314.
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	10,599,631.	15,311,199.	13,076,586.	13,718,539.	11,858,359.	64,564,314.
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).						19,230,822.
6 Public support. Subtract line 5 from line 4.						45,333,492.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	10,599,631.	15,311,199.	13,076,586.	13,718,539.	11,858,359.	64,564,314.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,451,833.	1,667,331.	1,709,403.	1,172,778.	699,058.	6,700,403.
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.) . ATTN. 1	181,195.	41,066.	139,143.	0.	108,071.	469,475.
11 Total support. Add lines 7 through 10						71,734,192.
12 Gross receipts from related activities, etc. (see instructions)					12	49,977,292.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	63.20 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	61.78 %
16a 33 1/3 % support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3 % support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990 or 990-EZ) 2009

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3 % support tests - 2009. 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 - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ☐

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

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2005	2006	2007	2008	2009	TOTAL
NET SPECIAL EVENTS INCOME	181,195.	41,066.	139,143.	0.	108,701.	470,105.
TOTALS	<u>181,195.</u>	<u>41,066.</u>	<u>139,143.</u>	<u>0.</u>	<u>108,701.</u>	<u>470,105.</u>

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2009

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BROADWAY CARES/EQUITY FIGHTS AIDS 165 WEST 46TH STREET NEW YORK, NY 10036-2501	\$ 3,509,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ESTATE OF SKEDGE MILLER 326 EAST 74 STREET NEW YORK, NY 10021	\$ 393,159.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	ESTATE OF SUE CROBAUCH WILLIS C/O THOMAS GORDON, 23 COURT STREET TIFFIN, OH 44883	\$ 315,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	THE BROADWAY LEAGUE 226 WEST 47 STREET NEW YORK, NY 10036	\$ 240,563.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	MOTION PICTURES PLAYERS 360 MADISON AVENUE NEW YORK, NY 10017	\$ 325,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	SCREEN ACTORS GUILD-IACF 5757 WILSHIRE BLVD LOS ANGELES, CA 90036	\$ 421,340.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

- Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds 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?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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 Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the 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 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____

(ii) Assets included in Form 990, Part X ► \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

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

3 Using the organization's 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 **d** ☐ Loan or exchange programs
b ☐ Scholarly research **e** ☐ Other _____
c ☐ Preservation for future generations

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 XI V 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 XI V.

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	4,859,574.	4,859,574.			
b Contributions					
c Net investment earnings, gains, and losses	945,078.	-1,305,908.			
d Grants or scholarships					
e Other expenditures for facilities and programs	302,324.	302,324.			
f Administrative expenses					
g End of year balance	5,502,328.	3,251,342.			

2 Provide the estimated percentage of the year end balance held as:

- a** Board designated or quasi-endowment ▶ _____ %
b Permanent endowment ▶ 100.0000 %
c Term endowment ▶ _____ %

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		100,000.		100,000.
b Buildings		23,118,820.	9,299,039.	13,819,781.
c Leasehold improvements		795,430.	667,632.	127,798.
d Equipment		2,374,976.	2,012,457.	362,519.
e Other		2,937,387.	2,314,828.	622,559.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				15,032,657.

Schedule D (Form 990) 2009

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	19,730,365.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	26,172,943.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-6,442,578.
4	Net unrealized gains (losses) on investments	4	2,749,446.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	368,112.
9	Total adjustments (net). Add lines 4 through 8	9	3,117,558.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-3,325,020.

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	24,077,123.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	2,749,446.
b	Donated services and use of facilities	2b	366,074.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	1,447,682.
e	Add lines 2a through 2d	2e	4,563,202.
3	Subtract line 2e from line 1	3	19,513,921.
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	149,260.
b	Other (Describe in Part XIV.)	4b	67,184.
c	Add lines 4a and 4b	4c	216,444.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	19,730,365.

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

1	Total expenses and losses per audited financial statements	1	27,402,143.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	366,074.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	1,447,682.
e	Add lines 2a through 2d	2e	1,813,756.
3	Subtract line 2e from line 1	3	25,588,387.
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	149,260.
b	Other (Describe in Part XIV.)	4b	435,296.
c	Add lines 4a and 4b	4c	584,556.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	26,172,943.

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.

SEE PAGE 5

Part XIV Supplemental Information (continued)

ENDOWMENTS

PART V

THE ACTORS' FUND OF AMERICA HOLDS AN ENDOWMENT FUND FOR THE BENEFIT OF ITS MEMBERS. THE ENDOWMENT FUND IS MAINTAINED TO PROVIDE A PERMANENT SOURCE OF INCOME TO SUPPORT THE HOUSING, RESIDENCY AND SOCIAL SERVICE PROGRAMS OF THE ACTORS' FUND. THE ENDOWMENT IS MANAGED SO THAT ITS PRINCIPAL MUST BE INVESTED AND KEPT INTACT IN PERPETUITY. THE FUND'S INCOME IS USED BY THE ACTORS' FUND TO SUPPORT CHARITABLE PROGRAMS, SPECIAL EVENTS AND ITS OVERALL CHARITABLE MISSION.

FIN 48

PART X

ON JANUARY 1, 2007, THE ACTORS' FUND ADOPTED THE PROVISIONS OF "ACCOUNTING FOR UNCERTAINTY IN INCOMES TAXES." THIS GUIDANCE REQUIRES THAT A TAX POSITION BE RECOGNIZED OR DERECOGNIZED BASED ON A "MORE LIKELY THAN NOT" THRESHOLD. THIS APPLIES TO POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. THE ADOPTION OF THIS GUIDANCE HAD NO IMPACT ON THE ACTORS' FUND'S FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008. THE ACTORS' FUND DOES NOT BELIEVE ITS FINANCIAL STATEMENTS INCLUDE ANY UNCERTAIN TAX POSITIONS.

Part XIV Supplemental Information (continued)

RECONCILIATION OF NET ASSETS

PART XI

LINE 8:

CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS: 199,048

PENSION EXPENSE OTHER THAN NPPC: 169,064

TOTAL: 368,112

RECONCILIATION OF REVENUE

PART XII

LINE 2D

SPECIAL EVENTS EXPENSE: 1,447,682

LINE 4B

SPECIAL CAMPAIGN EXPENSE: 266,232

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS (199,048)

TOTAL: 67,184

Part XIV Supplemental Information (continued)

RECONCILIATION OF EXPENSES

PART XIII

LINE 2D

SPECIAL EVENTS EXPENSE: 1,447,682

LINE 4B

SPECIAL CAMPAIGN EXPENSE: 435,296

CASH HELD ON BEHALF OF OTHERS

PART XIV

CASH HELD ON BEHALF OF OTHERS REPRESENTS UNCLAIMED FUNDS ENTRUSTED TO THE ACTORS' FUND COLLECTED FROM THE ENTERTAINMENT EMPLOYERS FOR UN-EMANCIPATED MINORS RENDERING ARTISTIC OR CREATIVE SERVICES PURSUANT TO CALIFORNIA STATE LAW. THE ESTABLISHMENT OF SUCH ACCOUNT IS KNOWN AS THE "COOGAN CASH ACCOUNT" IN THE INDUSTRY. THE ACTORS' FUND HAS BEEN DESIGNATED AS THE TRUSTEE OF THE UNCLAIMED FUNDS COLLECTED AND PAYS THE FUNDS TO THE STIPULATED BENEFICIARIES OR TRANSFERS THE FUNDS TO THEIR COOGAN CASH ACCOUNT ONCE THE MINOR REACHES THE AGE OF MATURITY OR BECOMES EMANCIPATED OR TO THE ESTATE OF THE RESPECTIVE BENEFICIARIES. CASH HELD ON BEHALF OF BENEFICIARIES IS OFFSET BY A CORRESPONDING LIABILITY IN THE ACCOMPANYING STATEMENT OF FINANCIAL POSITION. AMOUNTS HELD ON BEHALF OF OTHERS CONSIST OF FUNDS INVESTED PRINCIPALLY IN MONEY MARKET FUNDS AND FIXED-INCOME SECURITIES AND AS OF DECEMBER 31, 2009 AND 2008 ARE CLASSIFIED WITHIN LEVEL 1.

(Form 990 or 990-EZ)

Name of the organization

THE ACTORS' FUND OF AMERICA

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

2009

**Open To Public
Inspection**

Employer identification number

13-1635251

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

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☒ **Yes** ☐ **No**

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

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
KOMPOLT	ONLINE AUCTION	X		120,294.	15,000.	105,294.
COMMUNITY COUNSELLING SVC	FUNDRAISING CAMPAIGN		X	419,369.	316,277.	103,092.
Total				539,663.	331,277.	208,386.

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

CA, IL, NJ, NY, PA,

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

	(a) Event #1 FRANK LOESSER (event type)	(b) Event #2 AUCTION (event type)	(c) Other Events 0 (total number)	(d) Total events (add col. (a) through col. (c))
	Revenue			
1 Gross receipts	561,644.	120,294.	921,777.	1,603,715.
2 Less: Charitable contributions			47,333.	47,333.
3 Gross income (line 1 minus line 2)	561,644.	120,294.	874,444.	1,556,382.
Direct Expenses				
4 Cash prizes				
5 Noncash prizes				
6 Rent/facility costs				
7 Food and beverages				
8 Entertainment				
9 Other direct expenses	161,221.	30,295.	1,256,165.	1,447,681.
10 Direct expense summary. Add lines 4 through 9 in column (d)				(1,447,681.)
11 Net income summary. Combine line 3, column (d), and line 10				108,701.

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	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				()
8 Net gaming income summary. Combine line 1, column d, and line 7				

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

13 Indicate the percentage of gaming activity operated in:

- | | | | Yes | No |
|----------|---------------------------------------|--------------|-----|----|
| 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 ► _____

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

- 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?
- 17a**

- 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 ► \$ _____

Schedule G (Form 990 or 990-EZ) 2009

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
FINANCIAL ASSISTANCE	3,081	2,593,821.			

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

GRANTS

PART I, LINE 2

THE ACTORS FUND HAS IMPLEMENTED SEVERAL PROTOCOLS IN PLACE TO ENSURE THAT

ALL GRANT RECIPIENTS USE THE FUNDS IN THE MANNER INTENDED:

1. AT TIMES, THE ACTOR'S FUND WILL MAKE THE GRANT DIRECTLY PAYABLE TO THE

SERVICE PROVIDER, THEREBY ENSURING THAT THE REQUESTED BILLS ARE TIMELY

PAID.

2. ON AN EXCEPTIONAL BASIS, GRANTS MAY BE MADE PAYABLE TO AN INDIVIDUAL.

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

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

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

 WHEN THIS OCCURS, THE GRANTEE MUST PROVIDE PROOF THAT THE GRANT WAS USED

 FOR THE REQUESTED BILL I.E.; THE GRANTEE MUST PROVIDE A RENT RECEIPT

 SHOWING PAYMENT, FOOD PURCHASE RECEIPTS.

 3. FOR ALL GRANTEES THAT RECEIVE ASSISTANCE ON A CONTINUAL BASIS, THEY

 ARE REQUIRED TO MEET WITH THEIR COUNSELOR TO REVIEW BUDGETS AND FINANCIAL

 NEED.

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

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

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

4. ON A QUARTERLY BASIS, ACCOUNTING PROVIDES SOCIAL SERVICES WITH A LIST
 OF UNCASHED CHECKS THAT ARE REVIEWED BY COUNSELOR AND GRANTEE. IF CHECKS
 CONTINUE TO GO UNCASHED, SOCIAL SERVICES WILL STOP PROVIDING ASSISTANCE.

**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

2009

**Open to Public
Inspection**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a is 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

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?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- 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?
- b** Any related organization?
- 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?
- b** Any related organization?
- 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

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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

X

4b

X

4c

X

5a

X

5b

X

6a

X

6b

X

7

X

8

X

9

X

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

Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(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 in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
JOSEPH BENINCASA	(i)	275,482.	0.	0.	1,280.	24,041.	300,803.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
ANTHONY LOPEZ LINUS	(i)	35,852.	0.	125,487.	0.	0.	161,339.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
BARBARA DAVIS	(i)	182,460.	0.	0.	847.	23,608.	206,915.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
INA CLARK	(i)	160,520.	0.	45,363.	0.	6,694.	212,577.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
CONNIE YOO	(i)	138,089.	0.	0.	614.	23,374.	162,077.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Schedule J (Form 990) 2009

Part III Supplemental Information

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

FORM 990, SCHEDULE J, PART I, LINE 4A

THE ACTOR'S FUND OF AMERICA MADE SEVERANCE PAYMENTS TO TWO OFFICERS IN

THE YEAR ENDING DECEMBER 31, 2009. SENIOR DIRECTOR OF FINANCE AND

ADMINISTRAATION, ANTHONY LOPEZ LINUS, RECEIVED \$125,487 IN SEVERANCE.

SENIOR DIRECTOR OF DEVELOPMENT, INA CLARK, RECEIVED \$45,363 IN SEVERANCE.

THESE AMOUNTS ARE REPORTED IN SCHEDULE J, PART II, COLUMN (B) (III).

SCHEDULE J-2
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

► **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

► **See the Instructions for Form 990.**

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the Organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
HAROLD PRINCE TRUSTEE	1.00	X						0.	0.	0.
ABBY SCHROEDER TRUSTEE	1.00	X						0.	0.	0.
DAVID STEINER TRUSTEE	1.00	X						0.	0.	0.
EDWARD D TUREN TRUSTEE	1.00	X						0.	0.	0.
TOM VIOLA TRUSTEE	1.00	X						0.	0.	0.
SCOTT WEINER TRUSTEE	1.00	X						0.	0.	0.
JOSEPH H WENDER TRUSTEE	1.00	X						0.	0.	0.
BD WONG TRUSTEE	1.00	X						0.	0.	0.
MARK ZIMMERMAN TRUSTEE	1.00	X						0.	0.	0.
GEORGE ZUBER TRUSTEE	1.00	X						0.	0.	0.
ALEC BALDWIN TRUSTEE	1.00	X						0.	0.	0.
MICHAEL KERKER TRUSTEE	1.00	X						0.	0.	0.
CHARLOTTE ST MARTIN TRUSTEE	1.00	X						0.	0.	0.
HONEY WALDMAN TRUSTEE	1.00	X						0.	0.	0.
JOMARIE WARD TRUSTEE	1.00	X						0.	0.	0.
JAMES CLAFFEY JR. TRUSTEE	1.00	X						0.	0.	0.
MATTHEW LOEB TRUSTEE	1.00	X						0.	0.	0.
JOHN C. MOORE III TRUSTEE	1.00	X						0.	0.	0.
ROBERTA REARDON TRUSTEE	1.00	X						0.	0.	0.
PHYLLIS NEWMAN TRUSTEE	1.00	X						0.	0.	0.
JOSEPH BENINCASA PRESIDENT AND CEO	35.00			X				275,482.	0.	25,321.

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

Schedule J-2 (Form 990) 2009

Continuation Sheet for Form 990

OMB No. 1545-0047

2009

Open to Public Inspection

► Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

▶ See the Instructions for Form 990.

Name of the Organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

[illegible]

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

Schedule J-2 (Form 990) 2009

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ACTORS' FUND OF AMERICA

Supplemental Information on Tax-Exempt Bonds

► **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).**

► **Attach to Form 990. See separate instructions.**

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Employer identification number

13-1635251

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
						Yes	No	Yes	No
A NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY	22-2045817	N/A	12/11/2007	7,000,000.	NEW JERSEY ECONOMIC DEVELOPMENT AU		X		X
B									
C									
D									
E									

Part II Proceeds

	A		B		C		D		E	
1 Total proceeds of issue	7,000,000.									
2 Gross proceeds in reserve funds										
3 Proceeds in refunding or defeasance escrows										
4 Other unspent proceeds	264,933.									
5 Issuance costs from proceeds	380,217.									
6 Working capital expenditures from proceeds										
7 Capital expenditures from proceeds	6,735,067.									
8 Year of substantial completion	2010									
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
9 Were the bonds issued as part of a current refunding issue?		X								
10 Were the bonds issued as part of an advance refunding issue?		X								
11 Has the final allocation of proceeds been made?	X									
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X									

Part III Private Business Use

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

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

Schedule K (Form 990) 2009

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Part III Private Business Use (Continued)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts with respect to the financed property which may result in private business use?		X								
b Are there any research agreements with respect to the financed property which may result in private business use?		X								
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶		%		%		%		%		%
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶		%		%		%		%		%
6 Total of lines 4 and 5		%		%		%		%		%
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X									

Part IV Arbitrage

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
1 Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X								
2 Is the bond issue a variable rate issue?		X								
3a Has the organization or the governmental issuer identified a hedge with respect to the bond issue on its books and records?		X								
b Name of provider										
c Term of hedge										
4a Were gross proceeds invested in a GIC?		X								
b Name of provider										
c Term of GIC										
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?										
5 Were any gross proceeds invested beyond an available temporary period?		X								
6 Did the bond issue qualify for an exception to rebate?		X								

Schedule K (Form 990) 2009

**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

2009

**Open To Public
Inspection**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art				
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded	X	1	16,350.	FMV
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
30 a During the year, did the organization receive by contribution any property reported in Part I, line 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) 2009

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Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

ATTACHMENT 2

OTHER PROGRAM SERVICES

PART III, LINE 4D

THE ACTORS FUND WORK PROGRAM (AWP) ASSISTS ENTERTAINMENT INDUSTRY AND
PERFORMING ARTS PROFESSIONALS IN IDENTIFYING AND FINDING SIDELINE WORK
AND NEW CAREERS. AWP IS A COMPREHENSIVE EMPLOYMENT AND TRAINING PROGRAM
COMMITTED TO FOSTERING RESILIENCY AND SELF-RELIANCE FOR INDUSTRY
PROFESSIONALS AS WELL AS PROVIDING A RESOURCE FOR REFERRAL OF HIGHLY
SKILLED AND CREATIVE WORKERS TO THE LARGER EMPLOYMENT COMMUNITY.

THROUGH AWP SERVICES, CLIENTS CAN DEVELOP REWARDING SIDELINE CAREERS IN
SUCH AREAS AS TEACHING, ADMINISTRATIVE SUPPORT, HEALING PROFESSIONS, AND
REAL ESTATE. OFTEN, WORKING PROFESSIONALS NEED TO WORK OUTSIDE OF THE
INDUSTRY TO SUPPORT THE CONTINUING PURSUIT OF INDUSTRY WORK. MANY OF THE
SKILLS THAT ENTERTAINMENT INDUSTRY PROFESSIONALS HAVE - COMMUNICATION,
DISCIPLINE, CREATIVITY, FLEXIBILITY, PROFESSIONALISM - ARE HIGHLY VALUED
IN THE BROADER LABOR MARKET. THE ACTORS WORK PROGRAM HELPS TO IDENTIFY
AND APPLY THESE SKILLS TO OTHER WORK SETTINGS.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI

SECTION B: POLICIES

LINE 11 - THE FORM 990 WAS PREPARED BY A NATIONALLY RENOWNED ACCOUNTING
FIRM IN CONJUNCTION WITH THE ORGANIZATION'S FINANCIAL DEPARTMENT. A COPY
OF THE DRAFT FORM 990 WAS CIRCULATED TO THE FULL BOARD OF TRUSTEES OFR

Name of the organization	Employer identification number
THE ACTORS' FUND OF AMERICA	13-1635251

ATTACHMENT 2 (CONT'D)

DISCUSSION AND COMMENT. EACH BOARD MEMBER WAS PROVIDED AMPLE OPPORTUNITY TO COMMENT ON THE INFORMATION CONTAINED IN THE 990 PRIOR TO ITS FILING WITH THE INTERNAL REVENUE SERVICE.

LINE 12 - THE ACTORS FUND HAS A WRITTEN CONFLICT OF INTEREST POLICY FOR EMPLOYEES AND TRUSTEES. THE OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES ARE REQUIRED TO COMPLETE THE CONFLICT OF INTEREST POLICY FORM AND SIGN ON AN ANNUAL BASIS AT A MINIMUM, AND INFORM THE ORGANIZATION WHEN THE CONFLICT OF INTEREST CIRCUMSTANCES ARISE.

LINE 15 - EACH YEAR AN INDEPENDENT COMPENSATION CONSULTANT VALIDATES THE ORGANIZATION'S COMPETITIVE POSITION IN THE MARKETPLACE BY REGION, ORGANIZATIONS WITH A SIMILAR MISSION, SIZE OF ORGANIZATION, OPERATIONAL BUDGET. EXECUTIVE DIRECTOR, SENIOR DIRECTORS AND EMPLOYEES INCREASES ARE BASED ON POSITION GRADES AND INDIVIDUAL PERFORMANCE. ALL COMPENSATION IS REVIEWED BY THE ORGANIZATION'S COMPENSATION COMMITTEE AND APPROVED BY EXECUTIVE COMMITTEE.

SECTION C: DISCLOSURE

LINE 19 - THE ACTORS FUND'S FORM 990 AND FINANCIAL STATEMENTS ARE POSTED ON THE ORGANIZATION'S WEBSITE. THE ACTORS' FUND FORM 990 IS ALSO POSTED ON THE INTERNET AT WWW.GUIDESTAR.ORG. THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST AND AT MANAGEMENT'S DISCRETION.

SCHEDULE R

SCHEDULE R, PART IV

AURORA HOUSING DEVELOPMENT FUND IS LISTED ON SCHEDULE R AS A TAXABLE

Name of the organization	Employer identification number
THE ACTORS' FUND OF AMERICA	13-1635251

ATTACHMENT 2 (CONT'D)

CORPORATION; HOWEVER, IT SHOULD BE NOTED THAT THE ORGANIZATION IS CURRENTLY IN THE PROCESS OF FILING FOR TAX EXEMPTION WITH THE INTERNAL REVENUE SERVICE. THE FORM 1023 EXEMPTION APPLICATION HAS BEEN FILED WITH THE INTERNAL REVENUE SERVICE, BUT NO DETERMINATION HAS YET BEEN RENDERED. IT IS ANTICIPATED THAT TAX EXEMPTION WILL BE GRANTED IN 2011.

IN ADDITION, THE ACTORS FUND IS A 49% OWNER IN SCHERMERHORN HOUSING DEVELOPMENT FUND CORPORATION, A NOT-FOR-PROFIT ENTITY FORMED UNDER SECTION 402 OF THE NOT FOR PROFIT CORPORATION LAW OF THE STATE OF NEW YORK. THIS ENTITY IS, LIKEWISE, SEEKING TAX EXEMPTION WITH THE INTERNAL REVENUE SERVICE. NO DETERMINATION HAS BEEN RENDERED AS YET.

SCHEDULE K, BOND DISCLOSURES

THE ACTORS FUND SCHEDULE K IS BEING PREPARED BASED ON INFORMATION TAKEN FROM THE FUND'S FORM 8038, INFORMATION RETURN FOR TAX-EXEMPT PRIVATE ACTIVITY BOND ISSUES. THE FORM 8038 MAY NOT HAVE BEEN COMPLETED IN 2009, THE YEAR COVERED BY THIS RETURN, AND THEREFORE, THE INFORMATION MAY NOT BE COMPLETELY UP-TO-DATE. THE ORGANIZATION ANTICIPATES CONVENING WITH BOND COUNSEL IN 2010 TO ENSURE 100% ACCURATE COMPLIANCE WITH SCHEDULE K. THE INFORMATION PROVIDED REPRESENTS MANAGEMENT'S BEST ESTIMATE SINCE ADEQUATE PROCEDURES TO COLLECT THE DATA HAVE NOT BEEN ESTABLISHED. ESTABLISHED.

ATTACHMENT 3

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE ACTORS FUND IS A NATIONWIDE HUMAN SERVICES ORGANIZATION THAT

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

ATTACHMENT 3 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

HELPS ALL PROFESSIONALS IN PERFORMING ARTS AND ENTERTAINMENT. THE FUND IS A SAFETY NET, PROVIDING PROGRAMS AND SERVICES FOR THOSE WHO ARE IN NEED, CRISIS OR TRANSITION.

ATTACHMENT 44A PROGRAM SERVICE

HOUSING IS A CRITICAL CONCERN FOR MANY IN THE PERFORMING ARTS AND ENTERTAINMENT INDUSTRY. THE ACTORS FUND WORKS IN MANY WAYS TO HELP ITS CONSTITUENTS FIND AND SECURE HOUSING. SINCE 1902, THE ACTORS FUND PROVIDED RETIREMENT HOUSING FOR MEMBERS OF THE ENTERTAINMENT COMMUNITY. TODAY, THE FUND PROVIDES ASSISTED LIVING AND SKILLED NURSING CARE AT THE LILLIAN BOOTH ACTORS HOME IN ENGLEWOOD NEW JERSEY. THE LILLIAN BOOTH ACTORS HOME OPERATES A 124 BED SKILLED NURSING AND ASSISTED LIVING CARE FACILITY.

THE DOROTHY ROSS FRIEDMAN RESIDENCE (FORMERLY THE AURORA), AN AFFORDABLE, 178 UNIT SUPPORTIVE HOUSING RESIDENCE ON 57TH STREET IN MANHATTAN, PROVIDES HOUSING TO LOW INCOME PROFESSIONALS, SENIORS AND PERSONS WITH AIDS. IN WEST HOLLYWOOD, THE ACTORS FUND PROVIDES AFFORDABLE HOUSING TO INDUSTRY MEMBERS WITH HIV/AIDS AT THE PALM VIEW RESIDENCE.

IN 2009, WITH COMMON GROUND COMMUNITY, THE FUND OPENED THE SCHERMERHORN HOUSE IN DOWNTOWN BROOKLYN. THE SCHERMERHORN PROVIDES HOUSING LOW INCOME PROFESSIONALS IN ENTERTAINMENT AND THE

Name of the organization	Employer identification number
THE ACTORS' FUND OF AMERICA	13-1635251

FORM 990, PART III - PROGRAM SERVICESATTACHMENT 4 (CONT'D)

COMMUNITY AS WELL AS FORMERLY HOMELESS INDIVIDUALS WITH HIV/AIDS
OR MENTAL HEALTH NEEDS.

THE HOUSING RESOURCE CENTER PROVIDES INFORMATION ON FINDING
AFFORDABLE HOUSING, ROOMMATE AND HOME SHARING, TENANTS' RIGHTS,
HOUSING COURT AND PURCHASING YOUR FIRST HOME. THE HOUSING
RESOURCE CENTER ALSO SPONSORS THE HOUSING BULLETIN BOARD WHERE
INDUSTRY MEMBERS CAN POST HOUSING AVAILABILITIES AND SEARCH FOR
PLACES TO LIVE.

ATTACHMENT 54B PROGRAM SERVICE

THE ACTORS FUND SOCIAL SERVICES OFFER COMPREHENSIVE PROGRAMS
DESIGNED TO MEET THE CRITICAL NEEDS OF ENTERTAINMENT PROFESSIONALS
THROUGHOUT THEIR LIVES. SOCIAL WORKERS PROVIDE CRISIS
INTERVENTION, INDIVIDUAL AND FAMILY NEEDS ASSESSMENTS, AND DEVELOP
LONG-TERM PLANS INCLUDE ONGOING SUPPORT, EDUCATION, INFORMATION
AND REFERRALS. IN ADDITION, FINANCIAL ASSISTANCE CAN BE PROVIDED
FOR ESSENTIAL LIVING EXPENSES SUCH AS RENT, UTILITIES OR MEDICAL
COSTS.

SOCIAL SERVICES PROGRAMS - PROVIDED OVER \$2,554,000 MILLION IN
EMERGENCY FINANCIAL ASSISTANCE AND ASSISTED 11,844 PEOPLE IN 2009.
PROVIDES FREE, CONFIDENTIAL COUNSELING, ADVOCACY, CASE MANAGEMENT,

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FORM 990, PART III - PROGRAM SERVICESATTACHMENT 5 (CONT'D)

EDUCATION AND SUPPORT SERVICES, AND MENTAL HEALTH AND CHEMICAL
DEPENDENCY SERVICES. PROGRAMS INCLUDE HIV/AIDS, SENIORS AND
DISABLED, FINANCIAL WELLNESS, A PROGRAM FOR INJURED DANCERS AND A
WOMEN'S HEALTH INITIATIVE.

ATTACHMENT 64C PROGRAM SERVICE

IT IS CENTRAL TO THE MISSION OF THE ACTORS FUND TO RESPOND TO, AND
TO ANTICIPATE, THE NEEDS OF THE ENTERTAINMENT AND PERFORMING ARTS
COMMUNITIES. PARAMOUNT AMONG THOSE NEEDS IS HEALTH CARE. THE
HEALTH SERVICES PROGRAMS OFFER BOTH INTERNET-BASED AND PERSONAL
HEALTH INSURANCE GUIDANCE, SOLUTIONS-BASED HEALTH CARE COUNSELING,
EXPERIENCE-BASED HEALTH REFERRALS AND, THROUGH OUR OWN FREE
CLINIC, DIRECT MEDICAL CARE FOR PEOPLE WHO ARE UNINSURED.

BECAUSE THE LANDSCAPE OF HEALTH CARE OPTIONS IS CONSTANTLY
SHIFTING AND NEW HEALTH CARE NEEDS ARISE OVER TIME, OUR PROGRAMS
ALSO FOCUS ON EMERGING PROBLEMS AND SOLUTIONS. OUR ACCESS TO
HEALTH INSURANCE/RESOURCES FOR CARE (AHIRC) DATABASE ACTIVELY
PURSUES AND LINKS TO THE NEWEST INTERNET SITES FOR LOCAL HEALTH
CARE PROGRAMS. OUR HEALTH INSURANCE RESOURCE CENTER UPDATES ITS
WORKSHOPS AND SEMINARS WITH INFORMATION ON THE LATEST HEALTH
INSURANCE PRODUCTS, BOTH GOVERNMENT AND PRIVATE; OUR PHYLLIS
NEWMAN WOMEN'S HEALTH INITIATIVE (PNWHI) ADDRESSES CURRENT AND

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FORM 990, PART III - PROGRAM SERVICESATTACHMENT 6 (CONT'D)

FUTURE HEALTH ISSUES WHICH IMPACT WOMEN IN THE ENTERTAINMENT INDUSTRY. OUR AL HIRSCHFELD FREE HEALTH CLINIC NOT ONLY PROVIDES EXCELLENT GENERAL CARE FOR PEOPLE WHO ARE UNINSURED BUT ALSO CONSTANTLY SEEKS ACCESS TO AFFORDABLE TESTING AND SPECIALIST SERVICES FOR ITS CLIENTS. IN 2009, THE AL HIRSCHFELD FREE HEALTH CLINIC SERVED 2,814 PEOPLE.

ALONG WITH OUR AIDS INITIATIVE, ENTERTAINMENT ASSISTANCE PROGRAM, SENIOR AND DISABLED PROGRAM, AND MENTAL HEALTH AND CHEMICAL DEPENDENCY SERVICES, THE PROGRAMS THAT COMPRISE OUR HEALTH SERVICES ARE SINGULARLY FOCUSED ON KEEPING THE MEMBERS OF OUR COMMUNITY HEALTHY AND CAPABLE OF PURSUING THEIR CHOSEN CAREERS.

OUR WEBSITE, WWW.AHIRC.ORG HAS OVER 6,000 RESOURCES AND STATE-BY-STATE INFORMATION; IT SERVED 2,049 PEOPLE IN 2009 AND CLOSE TO 370,000 THROUGH WEB RESOURCES.

PROGRAM SERVICE ACTIVITY #4 - EMPLOYMENT & TRAINING SERVICES

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FORM 990, PART III - PROGRAM SERVICESATTACHMENT 6 (CONT'D)

THE ACTORS FUND ALSO PROVIDES EMPLOYMENT AND TRAINING SERVICES TO
 HELP PERFORMING ARTS PROFESSIONS DEVELOP SIDELINE CAREERS OR MAKE
 CAREER TRANSITIONS THROUGH THE ACTORS FUND WORK PROGRAM. 3524
 PEOPLE PARTICIPATED IN THE PROGRAM IN 2009. THE ACTORS FUND'S
 LOOKING AHEAD PROGRAM PROVIDES SOCIALIZATION, LEADERSHIP
 DEVELOPMENT, EDUCATIONAL PLANNING AND COUNSELING SERVICES TO YOUNG
 PERFORMERS BETWEEN THE AGE OF 9-18 YEARS OLD IN SOUTHERN
 CALIFORNIA, 305 YOUNG PERFORMERS PARTICIPATED IN 2009.

ATTACHMENT 7990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
OA PETERSON CONSTRUCTION CO INC PO BOX 106 78 NORTH WILLOW STREET MONTCLAIR, NJ 07042	CONTRACTOR	1,987,204.
GENESIS REHABILITATION SERVICES W0225 PO BOX 7777 PHILADELPHIA, PA 19175-0225	REHAB SERVICES	418,293.
COMMUNITY COUNSELLING SERVICES CO LLC 461 FIFTH AVENUE NEW YORK, NY 10017	FUNDRAISING CONSULT	357,500.
COLUMBIA UNIVERSITY 64 NAGIE AVENUE NEW YORK, NY 10040	CONTRACT MEDICAL SVC	188,783.
GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING SERVICES	146,185.
TOTAL COMPENSATION		<u>3,097,965.</u>

**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.**

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2009

**Open to Public
Inspection**

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Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on 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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity

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

Schedule R (Form 990) 2009

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
AURORA WEST 57TH CORPORATION _____ 13-3762850 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019	HOUSING	NY	N/A	C CORP	-1,217,616.	0.	100.0000
AURORA HOUSING DEVELOPMENT FUND CO INC _____ 06-1401959 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019	DORMANT	NY	N/A	C CORP	0.	0.	100.0000

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 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 other organization(s)	1b	X
c Gift, grant, or capital contribution from other organization(s)	1c	X
d Loans or loan guarantees to or for other organization(s)	1d	X
e Loans or loan guarantees by other organization(s)	1e	X
f Sale of assets to other organization(s)	1f	X
g Purchase of assets from other organization(s)	1g	X
h Exchange of assets	1h	X
i Lease of facilities, equipment, or other assets to other organization(s)	1i	X
j Lease of facilities, equipment, or other assets from other organization(s)	1j	X
k Performance of services or membership or fundraising solicitations for other organization(s)	1k	X
l Performance of services or membership or fundraising solicitations by other organization(s)	1l	X
m Sharing of facilities, equipment, mailing lists, or other assets	1m	X
n Sharing of paid employees	1n	X
o Reimbursement paid to other organization for expenses	1o	X
p Reimbursement paid by other organization for expenses	1p	X
q Other transfer of cash or property to other organization(s)	1q	X
r Other transfer of cash or property from other 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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		

Schedule R (Form 990) 2009

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.

[illegible]

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