

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)

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2010 calendar year, or tax year beginning , 2010, 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 | 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 \$ 30,941,702. | | |
| | City or town, state or country, and ZIP + 4 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) | |
| F Name and address of principal officer: JOSEPH BENINCASA 729 SEVENTH AVENUE 10TH FL NEW YORK, NY 10019 | | | H(c) Group exemption number ▶ | | |
| I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | | | | |
| 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 48. | |
| | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 48. | |
| | 5 | Total number of individuals employed in calendar year 2010 (Part V, line 2a) | 5 269. | |
| | 6 | Total number of volunteers (estimate if necessary) | 6 670. | |
| | 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: 11,858,359. Current Year: 13,055,896. |
| | | 9 | Program service revenue (Part VIII, line 2g) | 11,415,047. 11,739,283. |
| 10 | | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | -284,810. 884,957. | |
| 11 | | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | -3,258,231. -1,262,218. | |
| 12 | | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 19,730,365. 24,417,918. | |
| Expenses | | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 2,593,821. 3,052,502. |
| | | 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 0. 0. |
| | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 13,889,370. 13,960,151. | |
| | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 331,277. 20,000. | |
| | b | Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,007,000. | | |
| | 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) | 9,358,475. 9,686,987. | |
| Net Assets or Fund Balances | 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 26,172,943. 26,719,640. | |
| | 19 | Revenue less expenses. Subtract line 18 from line 12 | -6,442,578. -2,301,722. | |
| | 20 | Total assets (Part X, line 16) | Beginning of Current Year: 54,467,228. End of Year: 51,880,433. | |
| | 21 | Total liabilities (Part X, line 26) | 23,944,298. 23,246,552. | |
| 22 | Net assets or fund balances. Subtract line 21 from line 20 | 30,522,930. 28,633,881. | | |

Part II Signature Block

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

| | | |
|-------------------------------|--|---|
| Sign Here | Signature of officer _____ Date _____ | |
| | Type or print name and title _____ | |
| Paid Preparer Use Only | Print/Type preparer's name _____ Preparer's signature _____ Date _____ | Check if self-employed <input type="checkbox"/> PTIN P00741490 |
| | Firm's name ▶ GRANT THORNTON LLP | Firm's EIN ▶ 36-6055558 |
| | Firm's address ▶ 666 THIRD AVENUE NEW YORK, NY 10017-4011 | Phone no. 212-599-0100 |

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THE ACTORS FUND IS A NATIONWIDE HUMAN SERVICES ORGANIZATION THAT 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.

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 \$ 13,656,063. including grants of \$ 460,000.) (Revenue \$ 11,739,283.) HOUSING: SEE SCHEDULE O

4b (Code:) (Expenses \$ 6,511,026. including grants of \$ 2,587,352.) (Revenue \$ 1,109,599.) SOCIAL SERVICES: SEE SCHEDULE O

4c (Code:) (Expenses \$ 1,974,730. including grants of \$ 0.) (Revenue \$ 5,929.) HEALTH SERVICES: SEE SCHEDULE O

4d Other program services. (Describe in Schedule O.) ATTACHMENT 1 (Expenses \$ 1,485,749. including grants of \$ 5,150.) (Revenue \$ 37,922.)

4e Total program service expenses 23,627,568.

Part IV Checklist of Required Schedules

| | Yes | No |
|---|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> | X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions) | X | |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> | | X |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | | |
| 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> | | X |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> | | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | | X |
| 9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> | X | |
| 10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | X | |
| 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> | X | |
| b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> | | X |
| c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> | X | |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> | X | |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | X | |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> | X | |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> | | X |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i> | X | |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | X |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | X |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | X |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | X |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i> | X | |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | X | |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | X |
| 20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i> | | X |
| b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions) | | |

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question number, Yes, No. Rows 21-38 detailing various organizational requirements and reporting obligations.

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding Form 1096, Form W-2G, Form W-3, and various tax compliance requirements.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (48), 1b (48), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

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

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. [X] Own website [] Another's website [X] 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

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

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

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

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

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

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

| (A) Name and Title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (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 | | | |
| ATTACHMENT 3 | | | | | | | | | | |
| (1) BRIAN STOKES MITCHELL CHAIRMAN | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (2) PHILIP J SMITH 1ST VICE PRESIDENT | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (3) LYNN REDGRAVE 2ND VICE PRESIDENT | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (4) BEBE NEUWIRTH 3RD VICE PRESIDENT | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (5) PHILIP S BIRSH 4TH VICE PRESIDENT | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (6) JOHN A DUNCAN JR TREASURER | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (7) JED W BERNSTEIN TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (8) JEFFREY BOLTON TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (9) JOHN BREGGIO TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (10) NANCY COYNE TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (11) RICK ELICE TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (12) JOYCE GORDON TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (13) MARC GRODMAN MD SECRETARY | 1.00 | X | | X | | | | 0. | 0. | 0. |
| (14) ANITA JAFFE TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (15) KATE EDELMAN JOHNSON TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| (16) STEVE KALAFER 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 (describe hours for related organizations in Schedule O) | (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 | | | |
| (17) STEWART LANE TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (18) PAUL LIBIN TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (19) KRISTEN MADSEN TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (20) KEVIN MCCOLLUM TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (21) JAMES L NEDERLANDER TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (22) MARTHA NELSON TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (23) DALE C OLSON TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (24) AJ POCOCK TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (25) HAROLD PRINCE TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (26) ABBY SCHROEDER TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (27) DAVID STEINER TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (28) EDWARD D TUREN TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| 1b Sub-total | | | | | | | 0. | 0. | 0. | |
| c Total from continuation sheets to Part VII, Section A ATTACHMENT 4 | | | | | | | 1,401,305. | 0. | 260,076. | |
| d Total (add lines 1b and 1c) | | | | | | | 1,401,305. | 0. | 260,076. | |

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 or individual 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 4 | | |
| | | |
| | | |
| | | |
| | | |

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

| | | | | (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 | 222,528. | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) . . | 1e | 147,397. | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above . | 1f | 12,685,971. | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | | 607,500. | | | | |
| | h Total. Add lines 1a-1f | | | 13,055,896. | | | |
| Program Service Revenue | | Business Code | | | | | |
| | 2a NET PATIENT SERVICE REVENUE | | 900099 | 7,553,776. | 7,553,776. | | |
| | b NET RESIDENT SERVICES REVENUE | | 900099 | 1,331,866. | 1,331,866. | | |
| | c HUMAN SERVICES | | 900099 | 2,853,641. | 2,853,641. | | |
| | d _____ | | | | | | |
| | e _____ | | | | | | |
| | f All other program service revenue | | | | | | |
| g Total. Add lines 2a-2f | | | 11,739,283. | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | | 674,708. | | | 674,708. |
| | 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 | | | 4,190,653. | 894,182. | | |
| | b Less: cost or other basis and sales expenses | | | 3,980,404. | 894,182. | | |
| | c Gain or (loss) | | | 210,249. | | | |
| | d Net gain or (loss) | | | | 210,249. | | 210,249. |
| | 8a Gross income from fundraising events (not including \$ <u>1,105,096.</u> of contributions reported on line 1c). See Part IV, line 18 | a | | 1,644,480. | | | |
| | b Less: direct expenses | b | | 1,649,198. | | | |
| c Net income or (loss) from fundraising events | | | | -4,718. | | -4,718. | |
| 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 | | -3,100,000. | -3,100,000. | | |
| b POST-RETIREMENT BENEFIT SETTLEMENT | | 900099 | | 1,842,500. | | 1,842,500. | |
| c _____ | | | | | | | |
| d All other revenue | | | | | | | |
| e Total. Add lines 11a-11d | | | | -1,257,500. | | | |
| 12 Total revenue. See instructions | | | | 24,417,918. | 8,639,283. | 0. | 2,722,739. |

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 | 460,000. | 460,000. | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 | 2,592,502. | 2,592,502. | | |
| 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 | 1,452,428. | 1,086,176. | 212,938. | 153,314. |
| 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 | 8,761,081. | 7,988,135. | 253,206. | 519,740. |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | 1,205,093. | 1,053,350. | 60,381. | 91,362. |
| 9 Other employee benefits | 1,723,826. | 1,636,348. | 26,782. | 60,696. |
| 10 Payroll taxes | 817,723. | 741,731. | 21,851. | 54,141. |
| 11 Fees for services (non-employees): | | | | |
| a Management | 152,412. | | | 152,412. |
| b Legal | 67,264. | 53,855. | 7,475. | 5,934. |
| c Accounting | 157,456. | 67,833. | 81,143. | 8,480. |
| d Lobbying | 0. | | | |
| e Professional fundraising services. See Part IV, line 17 | 20,000. | | | 20,000. |
| f Investment management fees | 161,876. | | 161,876. | |
| g Other | 1,304,870. | 1,138,988. | 62,684. | 103,198. |
| 12 Advertising and promotion | 20,196. | 20,196. | | |
| 13 Office expenses | 653,030. | 454,435. | 46,574. | 152,021. |
| 14 Information technology | 228,921. | 183,664. | 14,694. | 30,563. |
| 15 Royalties | 0. | | | |
| 16 Occupancy | 2,003,307. | 1,745,544. | 88,960. | 168,803. |
| 17 Travel | 146,323. | 106,339. | 10,362. | 29,622. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | 0. | | | |
| 19 Conferences, conventions, and meetings | 164,238. | 154,019. | 2,910. | 7,309. |
| 20 Interest | 289,318. | 282,461. | 6,857. | |
| 21 Payments to affiliates | 0. | | | |
| 22 Depreciation, depletion, and amortization | 1,431,338. | 1,388,697. | 17,701. | 24,940. |
| 23 Insurance | 252,381. | 233,208. | 6,809. | 12,364. |
| 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.) | | | | |
| a <u>NURSING HOME</u> | 1,512,404. | 1,512,404. | | |
| b <u>SUBSIDIZED HOUSING</u> | 584,947. | 584,947. | | |
| c <u>FUNDRAISING & PUBLIC RELATIO</u> | 434,527. | 20,557. | 1,869. | 412,101. |
| d <u>MISCELLANEOUS</u> | 122,179. | 122,179. | | |
| e ----- | | | | |
| f All other expenses ----- | | | | |
| 25 Total functional expenses. Add lines 1 through 24f | 26,719,640. | 23,627,568. | 1,085,072. | 2,007,000. |
| 26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). 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 | 1,079,609. | 1 | 905,110. |
| | 2 Savings and temporary cash investments | 1,299,244. | 2 | 441,095. |
| | 3 Pledges and grants receivable, net | 1,609,329. | 3 | 3,031,685. |
| | 4 Accounts receivable, net | 1,563,693. | 4 | 1,471,550. |
| | 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 308,810. | 9 | 384,183. |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 28,863,896. | | |
| | b Less: accumulated depreciation | 10b 14,824,479. | 15,032,657. | 10c 14,039,417. |
| | 11 Investments - publicly traded securities | 13,937,007. | 11 | 14,231,981. |
| | 12 Investments - other securities. See Part IV, line 11 | | 12 | |
| | 13 Investments - program-related. See Part IV, line 11 | 10,800,000. | 13 | 7,700,000. |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | 8,836,879. | 15 | 9,675,412. |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 54,467,228. | 16 | 51,880,433. | |
| Liabilities | 17 Accounts payable and accrued expenses | 3,882,014. | 17 | 3,372,424. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | 1,147,401. | 19 | 1,420,647. |
| | 20 Tax-exempt bond liabilities | 6,754,763. | 20 | 6,498,928. |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | 1,627,315. | 21 | 2,158,550. |
| | 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 | 10,532,805. | 25 | 9,796,003. |
| | 26 Total liabilities. Add lines 17 through 25 | 23,944,298. | 26 | 23,246,552. |
| 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 | 15,596,663. | 27 | 12,684,750. |
| | 28 Temporarily restricted net assets | 4,191,101. | 28 | 4,769,502. |
| | 29 Permanently restricted net assets | 10,735,166. | 29 | 11,179,629. |
| | 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 | 30,522,930. | 33 | 28,633,881. | |
| 34 Total liabilities and net assets/fund balances | 54,467,228. | 34 | 51,880,433. | |

Part XI Reconciliation of Net Assets

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

| | | | |
|----------|--|----------|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 24,417,918. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 26,719,640. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | -2,301,722. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 30,522,930. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | 412,673. |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) | 6 | 28,633,881. |

Part XII Financial Statements and Reporting

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

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

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

2010

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? | Yes | No |
| (ii) A family member of a person described in (i) above? | 11g(ii) | |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? | 11g(iii) | |

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

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in col. (i) listed in your governing document? | | (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 | |
| (A) | | | | | | | | | |
| (B) | | | | | | | | | |
| (C) | | | | | | | | | |
| (D) | | | | | | | | | |
| (E) | | | | | | | | | |
| Total | | | | | | | | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2010

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2006, (b) 2007, (c) 2008, (d) 2009, (e) 2010, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2006, (b) 2007, (c) 2008, (d) 2009, (e) 2010, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) 64.58%; 15 Public support percentage from 2009 Schedule A, Part II, line 14 63.20%; 16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization [X]; 16b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization; 17a 10%-facts-and-circumstances test - 2010. 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; 17b 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (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) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6. | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |

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

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|---|
| 15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f)). | 15 | % |
| 16 Public support percentage from 2009 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|--|-----------|---|
| 17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2009 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2010. 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 - 2009. 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 explanations required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

| DESCRIPTION | 2006 | 2007 | 2008 | 2009 | 2010 | TOTAL |
|-----------------------------|----------------|-----------------|-----------|-----------------|-----------------|-------------------|
| GROSS SPECIAL EVENTS INCOME | 41,066. | 139,143. | 0. | 108,071. | 762,012. | 1,050,292. |
| TOTALS | <u>41,066.</u> | <u>139,143.</u> | <u>0.</u> | <u>108,071.</u> | <u>762,012.</u> | <u>1,050,292.</u> |

Schedule of Contributors

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

2010

| | |
|--|---|
| 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 33¹/₃ % 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).

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 | \$ 4,101,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | SCREEN ACTORS GUILD-IACF 5757 WILSHIRE BLVD LOS ANGELES, CA 90036 | \$ 419,650. | 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 ALICE DILLION 7818 10 AVENUE BROOKLYN, NY 11228 | \$ 607,500. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | STEWART LANE & BONNIE COMELY FOUNDATION 36 WEST 44TH STREET NEW YORK, NY 10036 | \$ 423,719. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | ESTATE OF ROBERT PRYOR 386 PARK AVENUE SOUTH NEW YORK, NY 10016 | \$ 439,791. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | ESTATE OF JOHN SYDOW 2633 LINCOLN BLVD SANTA MONICA, CA 90405 | \$ 273,542. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization **THE ACTORS' FUND OF AMERICA**

Employer identification number
13-1635251

Part II Noncash Property (see instructions)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| 3 | RESIDENTIAL REAL ESTATE | \$ 607,500. | 12/29/2010 |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

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.

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two Yes/No questions regarding donor advised funds.

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

Table with 3 columns: Line number, Description, Held at the End of the Tax Year. Includes rows for purpose(s) of conservation easements, total number of easements, total acreage, and various monitoring and reporting questions.

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.

Table with 3 columns: Line number, Description, Amount. Includes rows for reporting on collections of art, historical treasures, and similar assets, including revenues and assets.

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

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

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

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

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?

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

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

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

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance).

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

- a Board designated or quasi-endowment 0.0000%
b Permanent endowment 100.0000%
c Term endowment 0.0000%

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

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

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

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

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

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

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

| (a) Description | (b) Book value |
|---|----------------|
| (1) SPLIT INTEREST AGREEMENTS | 4,684,850. |
| (2) GIFT ANNUITY FUND | 2,530,388. |
| (3) AMTS HELD ON BEHALF OF OTHERS | 2,158,550. |
| (4) DEFERRED FINANCING COSTS | 301,624. |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶ | 9,675,412. |

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

| 1. (a) Description of liability | (b) Amount |
|---|------------|
| (1) Federal income taxes | |
| (2) ANNUITY PAYMENT LIABILITY | 3,484,010. |
| (3) POST RETIREMENT BENEFITS OBLIG | 5,555,127. |
| (4) MISCELLANEOUS | 756,866. |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| (11) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | 9,796,003. |

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

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

Table with 10 rows and 3 columns: Line number, Description, and Amount. Total revenue (24,417,918), Total expenses (26,719,640), Excess or (deficit) for the year (-2,301,722), Net unrealized gains (902,830), Donated services (0), Investment expenses (0), Prior period adjustments (0), Other (-490,157), Total adjustments (412,673), Excess or (deficit) per audited statements (-1,889,049).

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

Table with 5 main rows and sub-rows (a-e) and 3 columns: Line number, Description, and Amount. Total revenue (26,782,559), Adjustments (Net unrealized gains, Donated services, Recoveries, Other), Total revenue (24,417,918).

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

Table with 5 main rows and sub-rows (a-e) and 3 columns: Line number, Description, and Amount. Total expenses (28,673,064), Adjustments (Donated services, Prior year adjustments, Other losses, Other), Total expenses (26,719,640).

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

IN JULY 2006, NEW GUIDANCE WAS ISSUED IN THE AREA OF "ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES." THE NEW STANDARD CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, INCLUDING ISSUES RELATING TO FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT. THIS STANDARD PROVIDES THAT THE TAX EFFECTS FROM AN UNCERTAIN TAX POSITION CAN BE RECOGNIZED IN THE FINANCIAL STATEMENTS ONLY IF THE POSITION IS "MORE-LIKELY-THAN-NOT" TO BE SUSTAINED IF THE POSITION WERE TO BE CHALLENGED BY A TAXING AUTHORITY. THE STANDARD ALSO PROVIDES GUIDANCE ON MEASUREMENT, CLASSIFICATION, INTEREST AND PENALTIES, AND DISCLOSURE. MANAGEMENT DOES NOT BELIEVE THAT THE ACTORS FUND HAS ANY UNCERTAIN TAX POSITIONS. THE ACTORS FUND HAS PROCESSES PRESENTLY IN PLACE TO ENSURE THE MAINTENANCE OF ITS TAX-EXEMPT STATUS; TO IDENTIFY AND REPORT UNRELATED INCOME; DETERMINE ITS FILING AND TAX OBLIGATIONS IN JURISDICTIONS FOR WHICH IT HAS NEXUS; AND TO REVIEW OTHER MATTERS THAT

Part XIV Supplemental Information (continued)

MAY BE CONSIDERED TAX POSITIONS. THE TAX YEARS ENDING 2007, 2008, 2009,
AND 2010 REMAIN OPEN TO AUDIT FOR BOTH FEDERAL AND STATE PURPOSES.

RECONCILIATION OF NET ASSETS

PART XI

LINE 8

| | |
|--|-----------|
| CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS | (158,754) |
| PENSION EXPENSE OTHER THAN NPPC | (331,403) |
| | ----- |
| TOTAL | (490,157) |

RECONCILIATION OF REVENUE

PART XII

LINE 2D

| | |
|--|-----------|
| SPECIAL EVENTS EXPENSES NETTED AGAINST | |
| SPECIAL EVENTS REVENUE ON PART VIII | 1,649,198 |
| | ----- |
| TOTAL | 1,649,198 |

LINE 4B

| | |
|--|---------|
| PENSION EXPENSE OTHER THAN NPPC | 331,403 |
| CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS | 158,754 |
| | ----- |
| TOTAL | 490,157 |

Part XIV Supplemental Information (continued)

RECONCILIATION OF EXPENSES

PART XIII

LINE 2D

SPECIAL EVENTS EXPENSES NETTED AGAINST

| | |
|-------------------------------------|-----------|
| SPECIAL EVENTS REVENUE ON PART VIII | 1,649,198 |
|-------------------------------------|-----------|

| | |
|-------------------------------|-------|
| CHANGE IN NET ASSETS OF AFHDC | 1,456 |
|-------------------------------|-------|

| | |
|-------|-----------|
| TOTAL | 1,650,654 |
|-------|-----------|

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, 2010 AND 2009 ARE CLASSIFIED WITHIN LEVEL 1.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2010

**Open To Public
Inspection**

Name of the organization
THE ACTORS' FUND OF AMERICA

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

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 and address 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 | | | |
| 1 COMMUNITY COUNSELING SVC | FUNDRAISING CAMPAIGN | | X | 751,711. | 20,000. | 731,711. |
| 2 CHARITY BUZZ | ONLINE AUCTION | X | | 90,519. | 16,454. | 74,065. |
| 3 CATHY MCNAMARA, INC. | GALA | X | | 691,896. | 55,000. | 636,896. |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |
| Total | | | | 1,534,126. | 91,454. | 1,442,672. |

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

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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

| | | (a) Event #1 | (b) Event #2 | (c) Other Events | (d) Total events |
|-----------------|---|--------------|----------------|------------------|---------------------------------|
| | | ANNUAL GALA | SPECIAL PERFOR | 12. | (add col. (a) through col. (c)) |
| | | (event type) | (event type) | (total number) | |
| Revenue | 1 Gross receipts | 691,896. | 525,092. | 650,020. | 1,867,008. |
| | 2 Less: Charitable contributions | 73,505. | 10,273. | 138,750. | 222,528. |
| | 3 Gross income (line 1 minus line 2). | 618,391. | 514,819. | 511,270. | 1,644,480. |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Noncash prizes | | | | |
| | 6 Rent/facility costs | 30,859. | | 71,170. | 102,029. |
| | 7 Food and beverages | 88,738. | | 40,281. | 129,019. |
| | 8 Entertainment | 20,007. | | 66,703. | 86,710. |
| | 9 Other direct expenses | 78,914. | 42,740. | 1,209,786. | 1,331,440. |
| | 10 Direct expense summary. Add lines 4 through 9 in column (d) | | | | (1,649,198.) |
| | 11 Net income summary. Combine line 3, column (d), and line 10 | | | | -4,718. |

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 | | | | |

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

| | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |

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

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

PROFESSIONAL FUNDRAISING FEES

PART I, LINE 2B

THE ACTORS FUND PAID \$91,454 IN FEES TO PROFESSIONAL FUNDRAISING ORGANIZATIONS; ON THE FORM 990, PART IX, LINE 11(E), THE ORGANIZATION HAS ONLY REPORTED \$20,000 OF THE TOTAL FUNDRAISING FEES. THE REMAINING \$71,454 IS REPORTED AS AN OFFSET AGAINST SPECIAL EVENT REVENUE ON PART VIII, LINE 8(B).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

| 1 | (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|------|---|------------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| (1) | ACTORS FUND HOUSING DEVELOPMENT CORP C/O THE ACTORS' FUND NEW YORK, NY 10019 | 80-0522071 | 501 (C) (3) | 460,000. | 0. | N/A | N/A | OPERATIONS |
| (2) | | | | | | | | |
| (3) | | | | | | | | |
| (4) | | | | | | | | |
| (5) | | | | | | | | |
| (6) | | | | | | | | |
| (7) | | | | | | | | |
| (8) | | | | | | | | |
| (9) | | | | | | | | |
| (10) | | | | | | | | |
| (11) | | | | | | | | |
| (12) | | | | | | | | |

2 Enter total number of section 501(c)(3) and government organizations 1

3 Enter total number of other organizations 0

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

Schedule I (Form 990) (2010)

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.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| 1 FINANCIAL ASSISTANCE | 1,372. | 2,587,352. | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |

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 ACTORS 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.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |

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.

4. ON A QUARTERLY BASIS, ACCOUNTING PROVIDES SOCIAL SERVICES WITH A LIST OF UNCASHED CHECKS THAT ARE REVIEWED BY COUNSELOR AND GRANTEE. IF CHECKS

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.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |

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

CONTINUE TO GO UNCASHED, SOCIAL SERVICES WILL STOP PROVIDING ASSISTANCE.

IN 2010, THE ACTORS FUND MADE A CAPITAL CONTRIBUTION TO A RELATED PARTY,
THE ACTORS FUND HOUSING DEVELOPMENT CORPORATION. THIS GRANT HAS BEEN
REPORTED ON BOTH SCHEDULE I & SCHEDULE R. ALL FUNDS GRANTED HAVE BEEN
USED TO MEET OPERATING EXPENSES.

**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

2010

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 checked="" 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 are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

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 from the organization or a related organization? . . . **4a** X
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . **4b** X
- c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . **4c** X
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? . . . **5a** X
- b** Any related organization? . . . **5b** X
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? . . . **6a** X
- b** Any related organization? . . . **6b** X
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III . . . **7** X

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III . . . **8** X

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

| | Yes | No |
|-----------|-----|----|
| 1a | | |
| 1b | | |
| 2 | | |
| 3 | | |
| 4a | | X |
| 4b | | X |
| 4c | | X |
| 5a | | X |
| 5b | | X |
| 6a | | X |
| 6b | | X |
| 7 | X | |
| 8 | | X |
| 9 | | |

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

Schedule J (Form 990) 2010

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

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

Note. The sum of columns (B)(i)-(iii) 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 | | | | |
| 1 JOSEPH BENINCASA | (i) | 282,812. | 0. | 69,718. | 51,921. | 26,475. | 430,926. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 2 BARBARA DAVIS | (i) | 217,299. | 0. | 13,881. | 14,481. | 25,644. | 271,305. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 3 CONNIE YOO | (i) | 185,461. | 0. | 0. | 7,559. | 24,287. | 217,307. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| 4 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 5 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 6 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 7 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 8 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 9 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 10 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 11 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 12 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 13 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 14 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 15 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 16 | (i) | | | | | | | |
| | (ii) | | | | | | | |

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.

SCHEDULE J, PART I, LINE 7

THE ACTORS' FUND OF AMERICA DOES NOT NORMALLY PROVIDE BONUSES; IN 2010,
ONLY ONE INDIVIDUAL RECEIVED A SMALL PERFORMANCE BASED BONUS OF LESS THAN
\$2,000. THIS BONUS IS APPROVED BY MANAGEMENT.

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

2010

**Open to Public
Inspection**

Name of the organization

THE ACTORS' FUND OF AMERICA

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 | | (i) Pooled Financing | |
|--|----------------|-------------|-----------------|-----------------|----------------------------|--------------|----|-------------------------|----|----------------------|----|
| | | | | | | Yes | No | Yes | No | Yes | No |
| A NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY | 22-2045817 | 000000000 | 12/11/2007 | 7,000,000. | BUILDING AND STRUCTURES | | X | | X | | X |
| B | | | | | | | | | | | |
| C | | | | | | | | | | | |
| D | | | | | | | | | | | |

Part II Proceeds

| | A | | B | | C | | D | |
|--|------------|----|-----|----|-----|----|-----|----|
| 1 Amount of bonds retired | 501,702. | | | | | | | |
| 2 Amount of bonds legally defeased | 163,083. | | | | | | | |
| 3 Total proceeds of issue | 7,095,621. | | | | | | | |
| 4 Gross proceeds in reserve funds | 101,861. | | | | | | | |
| 5 Capitalized interest from proceeds | 0. | | | | | | | |
| 6 Proceeds in refunding escrows | 0. | | | | | | | |
| 7 Issuance costs from proceeds | 0. | | | | | | | |
| 8 Credit enhancement from proceeds | 0. | | | | | | | |
| 9 Working capital expenditures from proceeds | 0. | | | | | | | |
| 10 Capital expenditures from proceeds | 7,000,000. | | | | | | | |
| 11 Other spent proceeds | 0. | | | | | | | |
| 12 Other unspent proceeds | 0. | | | | | | | |
| 13 Year of substantial completion | 2010 | | | | | | | |
| | Yes | No | Yes | No | Yes | No | Yes | No |
| 14 Were the bonds issued as part of a current refunding issue? | | X | | | | | | |
| 15 Were the bonds issued as part of an advance refunding issue? | | X | | | | | | |
| 16 Has the final allocation of proceeds been made? | X | | | | | | | |
| 17 Does the organization maintain adequate books and records to support the final allocation of proceeds? | X | | | | | | | |

Part III Private Business Use

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

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

Schedule K (Form 990) 2010

JSA
0E1295 0.060

Part III Private Business Use (Continued)

| | A | | B | | C | | D | |
|--|----------|----|-----|----|-----|----|-----|----|
| | Yes | No | Yes | No | Yes | No | Yes | No |
| 3a Are there any management or service contracts that may result in private business use of bond-financed property? | | X | | | | | | |
| b Are there any research agreements that may result in private business use of bond-financed property? | | 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. ▶ | 0.0000 % | | | | | | | |
| 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. ▶ | 0.0000 % | | | | | | | |
| 6 Total of lines 4 and 5 | 0.0000 % | | | | | | | |
| 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 | |
|---|-----|----|-----|----|-----|----|-----|----|
| | 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 entered into a qualified hedge with respect to the bond issue? | | X | | | | | | |
| b Name of provider | | | | | | | | |
| c Term of hedge | | | | | | | | |
| d Was the hedge superintegrated? | | X | | | | | | |
| e Was the hedge terminated? | | X | | | | | | |
| 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 | | | | | | |

Part V Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

FORM 990, SCHEDULE K, LINE 3
 THE AMOUNT REPRESENTED AS THE TOTAL BOND ISSUE - \$7,095,621 INCLUDES
 \$95,621 IN BOND INTEREST EARNED ON THE BOND HOLDINGS. THIS EXPLAINS THE
 DIFFERENCE BETWEEN THE ORIGINAL BOND ISSUE AMOUNT OF \$7,000,000 IN PART I

Part III Private Business Use (Continued)

| | A | | B | | C | | D | |
|--|-----|----|-----|----|-----|----|-----|----|
| | Yes | No | Yes | No | Yes | No | Yes | No |
| 3a Are there any management or service contracts that may result in private business use of bond-financed property? | | | | | | | | |
| b Are there any research agreements that may result in private business use of bond-financed property? | | | | | | | | |
| 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? | | | | | | | | |
| 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? | | | | | | | | |

Part IV Arbitrage

| | A | | B | | C | | D | |
|---|-----|----|-----|----|-----|----|-----|----|
| | 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? | | | | | | | | |
| 2 Is the bond issue a variable rate issue? | | | | | | | | |
| 3a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? | | | | | | | | |
| b Name of provider | | | | | | | | |
| c Term of hedge | | | | | | | | |
| d Was the hedge superintegrated? | | | | | | | | |
| e Was the hedge terminated? | | | | | | | | |
| 4a Were gross proceeds invested in a GIC? | | | | | | | | |
| 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? | | | | | | | | |
| 6 Did the bond issue qualify for an exception to rebate? | | | | | | | | |

Part V Supplemental Information. Complete this part to provide additional information for responses to questions on Schedule K (see instructions).

AND THE \$7,095,621 IN PART II.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047

2010

Open To Public Inspection

Name of the organization
THE ACTORS' FUND OF AMERICA

Employer identification number
13-1635251

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

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

| 1 | (a) Name of disqualified person | (b) Description of transaction | (c) Corrected? | |
|-----|---------------------------------|--------------------------------|----------------|----|
| | | | Yes | No |
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

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

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

Part II Loans to and/or From Interested Persons.

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

| (a) Name of interested person and purpose | (b) Loan to or from the organization? | | (c) Original principal amount | (d) Balance due | (e) In default? | | (f) Approved by board or committee? | | (g) Written agreement? | |
|---|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|----|------------------------|----|
| | To | From | | | Yes | No | Yes | No | Yes | No |
| | (1) | | | | | | | | | |
| (2) | | | | | | | | | | |
| (3) | | | | | | | | | | |
| (4) | | | | | | | | | | |
| (5) | | | | | | | | | | |
| (6) | | | | | | | | | | |
| (7) | | | | | | | | | | |
| (8) | | | | | | | | | | |
| (9) | | | | | | | | | | |
| (10) | | | | | | | | | | |

Total ▶ \$ _____

Part III Grants or Assistance Benefiting Interested Persons.

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount and type of assistance |
|-------------------------------|---|-----------------------------------|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| (10) | | |

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

Schedule L (Form 990 or 990-EZ) 2010

Part IV Business Transactions Involving Interested Persons.

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

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|-------------------------------|---|---------------------------|--------------------------------|---|----|
| | | | | Yes | No |
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| (6) | | | | | |
| (7) | | | | | |
| (8) | | | | | |
| (9) | | | | | |
| (10) | | | | | |

Part V Supplemental Information

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

**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

2010

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 or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|--|----------------------------|---|--|---|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | X | 15. | 75,121. | 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 | X | 1. | 607,500. | FMV |
| 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 an amount in column (c) for a type of property for which column (a) is checked, describe in Part II. | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2010)

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 M, LINE 32

TO THE EXTENT THAT THE ORGANIZATION RECEIVES NON-CASH CONTRIBUTIONS (I.E. SECURITIES), THE ACTORS FUND WILL UTILIZE A THIRD PARTY BROKER TO DISPOSE OF THE SECURITIES.

IN 2010, THE ACTORS FUND WAS BEQUEATHED A RESIDENTIAL HOME THAT IT IS IN THE PROCESS OF SELLING. THE ORGANIZATION HAS ENGAGED A REAL ESTATE BROKER TO SELL THAT HOME.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ACTORS' FUND OF AMERICA

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Employer identification number

13-1635251

PROGRAM SERVICES

PART III, LINE 4A - 4D

PROGRAM ACCOMPLISHMENT 1: HOUSING

AFFORDABLE, SUPPORTIVE AND SENIOR 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. IN 1902, THE ACTORS FUND OPENED A RETIREMENT HOME FOR MEMBERS OF THE ENTERTAINMENT COMMUNITY. TODAY, THE FUND PROVIDES 124-BEDS OF ASSISTED LIVING AND SKILLED NURSING CARE AT THE LILLIAN BOOTH ACTORS HOME IN ENGLEWOOD, NEW JERSEY.

THE DOROTHY ROSS FRIEDMAN RESIDENCE (FORMERLY THE AURORA), AN AFFORDABLE, 178-UNIT SUPPORTIVE HOUSING RESIDENCE ON WEST 57TH STREET IN MANHATTAN, PROVIDES HOUSING FOR LOW-INCOME PROFESSIONALS, SENIORS AND PERSONS WITH AIDS. IN WEST HOLLYWOOD, CA, THE ACTORS FUND PROVIDES 40 UNITS OF AFFORDABLE HOUSING TO PERSONS WITH HIV/AIDS AT THE PALM VIEW RESIDENCE.

IN 2009, WITH COMMON GROUND COMMUNITY, THE FUND OPENED THE SCHERMERHORN RESIDENCE IN DOWNTOWN BROOKLYN. THE SCHERMERHORN PROVIDES 216 UNITS OF AFFORDABLE, SUPPORTIVE HOUSING FOR LOW-INCOME PROFESSIONALS IN ENTERTAINMENT AND THE COMMUNITY, AS WELL AS FORMERLY HOMELESS INDIVIDUALS WITH HIV/AIDS OR MENTAL HEALTH NEEDS.

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

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.

PROGRAM ACCOMPLISHMENT 2: SOCIAL SERVICES

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 INCLUDING ONGOING SUPPORT, EDUCATION, INFORMATION AND REFERRALS. IN ADDITION, FINANCIAL ASSISTANCE IS PROVIDED FOR ESSENTIAL LIVING EXPENSES SUCH AS RENT, UTILITIES OR MEDICAL COSTS.

IN 2010, THE ACTORS FUND PROVIDED OVER \$2,536,000 IN EMERGENCY FINANCIAL ASSISTANCE AND HELPED 4,093 PEOPLE THROUGH THE FOLLOWING PROGRAMS: THE ENTERTAINMENT ASSISTANCE PROGRAM, THE AIDS INITIATIVE, SENIORS AND DISABLED PROGRAM, WOMEN'S HEALTH INITIATIVE, CHEMICAL DEPENDENCY PROGRAM, MENTAL HEALTH PROGRAM, FINANCIAL WELLNESS, THE DANCERS' RESOURCE AND HOWL! HELPS.

PROGRAM ACCOMPLISHMENT 3: HEALTH SERVICES

IT IS CENTRAL TO THE MISSION OF THE ACTORS FUND TO RESPOND TO, AND TO ANTICIPATE, THE NEEDS OF THE ENTERTAINMENT AND PERFORMING ARTS

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

COMMUNITIES. PARAMOUNT AMONG THOSE NEEDS IS HEALTH CARE. THE HEALTH SERVICES PROGRAMS OFFER BOTH INTERNET-BASED AND PERSONAL HEALTH INSURANCE AND HEALTH CARE GUIDANCE 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 WEBSITE WWW.AHIRC.ORG HAS OVER 6,000 RESOURCES AND STATE-BY-STATE INFORMATION. OUR HEALTH INSURANCE RESOURCE CENTER UPDATES ITS WORKSHOPS AND SEMINARS WITH INFORMATION ON THE LATEST HEALTH INSURANCE PRODUCTS, BOTH GOVERNMENT AND PRIVATE; OUR INSURANCE EXPERTS COUNSELED 2,853 INDIVIDUALS IN 2010.

THE 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 2010, THE AHFHC PROVIDED 2,826 FREE MEDICAL VISITS TO 1,469 PEOPLE. THE CLINIC'S VOLUNTEER PHYSICIANS PROGRAM - BROADWAY DOCS - CONTRIBUTED 677 MEDICAL VISITS VALUED AT \$185,050 WITH LABORATORY TESTING VALUED AT \$279,595 DONATED BY BIOREFERENCE LABS.

PROGRAM ACCOMPLISHMENT 4: EMPLOYMENT AND TRAINING SERVICES

THE ACTORS FUND WORK PROGRAM (AWP) ASSISTS ENTERTAINMENT INDUSTRY AND

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

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 FUND WORK PROGRAM HELPS TO IDENTIFY AND APPLY THESE SKILLS TO OTHER WORK SETTINGS. THE ACTORS FUND WORK PROGRAM HAD 2,871 PARTICIPANTS IN 2010.

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 FOR 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.

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

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, AND 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.

OTHER CHANGES IN NET ASSETS

PART XI, LINE 5

| | |
|--|-----------|
| NET UNREALIZED GAINS | 902,830 |
| CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS | (158,754) |
| PENSION EXPENSE OTHER THAN NPPC | (331,403) |

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

TOTAL 412,673

ATTACHMENT 1

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

| DESCRIPTION | GRANTS | EXPENSES | REVENUE |
|--|--------|----------|---------|
| ACTORS FUND WORK PROGRAM: SEE SCHEDULE O | | | |
| TOTALS | | | |

ATTACHMENT 2

PART VII - CONTINUATION OF OFFICERS, DIRECTORS, TRUSTEES, KEY EMPLOYEES AND HIGHEST COMPENSATED EMPLOYEES

(1)=IND.TRUSTEE/DIR. (2)=INS.TRUSTEE (3)=OFFICER (4)=KEY EMP. (5)=HIGHEST COMP. (6)=FORMER

| (A) NAME AND TITLE | (B) HOURS | (C) POSITION | | | | | | COMPENSATION FROM | | |
|-----------------------------------|-----------|--------------|-----|-----|-----|-----|-----|-------------------|---------------|-----------|
| | | (1) | (2) | (3) | (4) | (5) | (6) | (D) ORG. | (E) REL. ORG. | (F) OTHER |
| 29 TOM VIOLA TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 30 JOSEPH H WENDER TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 31 BD WONG TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 32 GEORGE ZUBER TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 33 ALEC BALDWIN TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 34 MICHAEL KERKER TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 35 CHARLOTTE ST MARTIN TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 36 HONEY WALDMAN TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 37 JOMARIE WARD TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 38 JAMES CLAFFEY JR. TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 39 MATTHEW LOEB TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 40 ROBERTA REARDON TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |
| 41 PHYLLIS NEWMAN TRUSTEE | 1.00 | X | | | | | | 0. | 0. | 0. |

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

ATTACHMENT 2 (CONT'D)

| | | | | | | |
|---|-------|---|---|----------|----|---------|
| 42 ANNETTE BENNING TRUSTEE | 1.00 | X | | 0. | 0. | 0. |
| 43 GILBERT CATES TRUSTEE | 1.00 | X | | 0. | 0. | 0. |
| 44 JANICE REALS ELLIG TRUSTEE | 1.00 | X | | 0. | 0. | 0. |
| 45 KEN HOWARD TRUSTEE | 1.00 | X | | 0. | 0. | 0. |
| 46 THOMAS SCHUMACHER TRUSTEE | 1.00 | X | | 0. | 0. | 0. |
| 47 NICK WYMAN TRUSTEE | 1.00 | X | | 0. | 0. | 0. |
| 48 MERLE DEBUSKEY TRUSTEE | 1.00 | X | | | | |
| 49 JOSEPH BENINCASA PRESIDENT AND CEO | 35.00 | | X | 352,530. | 0. | 78,396. |
| 50 BARBARA DAVIS CHIEF OPERATING OFFICER | 35.00 | | X | 231,180. | 0. | 40,125. |
| 51 CONNIE YOO CHIEF FINANCIAL OFFICER | 35.00 | | X | 185,461. | 0. | 31,846. |
| 52 THOMAS EXTON CHIEF ADVANCEMENT OFFICER | 35.00 | | X | 71,154. | 0. | 10,915. |
| 53 SCOTT WEINER PRESIDENT OF AFHDC | 1.00 | | X | 119,077. | 0. | 765. |
| 54 ISRAEL DURAN DIRECTOR OF IT | 35.00 | | X | 107,995. | 0. | 29,797. |
| 55 JORDAN STROHL ADMINISTRATOR | 40.00 | | X | 120,600. | 0. | 28,948. |
| 56 KEITH MCNUTT DIRECTOR OF WESTERN REGION | 35.00 | | X | 113,079. | 0. | 19,592. |
| 57 CAROL WILSON DIRECTOR OF HR | 35.00 | | X | 100,229. | 0. | 19,692. |

ATTACHMENT 3FORM 990, PART VII, COLUMN B - ESTIMATED AVERAGE PER WEEK

| NAME AND TITLE | HOURS DEVOTED FOR RELATED ORGANIZATION |
|------------------------------------|--|
| SCOTT WEINER PRESIDENT OF AFHDC | 40.00 |

ATTACHMENT 4

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

ATTACHMENT 4 (CONT'D)990, 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 | 629,682. |
| GENESIS REHABILITATION SERVICES W0225 PO BOX 7777 PHILADELPHIA, PA 19175-0225 | REHAB SERVICES | 431,700. |
| COMMUNITY COUNSELING SERVICES CO LLC 461 FIFTH AVENUE NEW YORK, NY 10017 | FUNDRAISING CONSULT | 352,500. |
| THE TRUSTEES OF COLUMBIA UNIVERSITY 64 NAGIE AVENUE NEW YORK, NY 10040 | CONTRACT MEDICAL SVC | 215,830. |
| GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017 | ACCOUNTING SERVICES | 149,504. |
| TOTAL COMPENSATION | | <u>1,779,216.</u> |

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2010

**Open to Public
Inspection**

▶ **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.**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

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 |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| (1) ----- | | | | | |
| (2) ----- | | | | | |
| (3) ----- | | | | | |
| (4) ----- | | | | | |
| (5) ----- | | | | | |
| (6) ----- | | | | | |

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 | (g) Section 512(b)(13) controlled entity? | |
|---|-------------------------|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1) ACTOR'S FUND HOUSING DEVELOPMENT CORP 80-0522071 729 SEVENTH AVENUE NEW YORK, NY 10019 | HOUSING | NY | 501 (C) (3) | 7 | N/A | X | |
| (2) ----- | | | | | | | |
| (3) ----- | | | | | | | |
| (4) ----- | | | | | | | |
| (5) ----- | | | | | | | |
| (6) ----- | | | | | | | |
| (7) ----- | | | | | | | |

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

Schedule R (Form 990) 2010

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? | | (k) Percentage ownership |
|---|-------------------------|--|-------------------------------------|---|---------------------------------|---------------------------------------|---|----|--|---|----|--------------------------------|
| | | | | | | | Yes | No | | Yes | No | |
| (1) ----- | | | | | | | | | | | | |
| (2) ----- | | | | | | | | | | | | |
| (3) ----- | | | | | | | | | | | | |
| (4) ----- | | | | | | | | | | | | |
| (5) ----- | | | | | | | | | | | | |
| (6) ----- | | | | | | | | | | | | |
| (7) ----- | | | | | | | | | | | | |

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 |
|---|-------------------------|--|-------------------------------------|--|------------------------------|---------------------------------------|--------------------------------|
| (1) AURORA WEST 57TH CORPORATION 13-3762850 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019 | HOUSING | NY | N/A | C CORP | -1,030,184. | 0. | 100.0000 |
| (2) 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 |
| (3) SCHERMERHORN HOUSING CORPORATION 505 EIGHTH AVENUE NEW YORK, NY 10018 | | | N/A | | | | |
| (4) ----- | | | | | | | |
| (5) ----- | | | | | | | |
| (6) ----- | | | | | | | |
| (7) ----- | | | | | | | |

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

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

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

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

| (a) Name of other organization | (b) Transaction type (a-r) | (c) Amount involved | (d) Method of determining amount involved |
|---|-------------------------------|------------------------|--|
| (1) ACTORS FUND HOUSING DEVELOPMENT CORPORATION | B | 460,000. | COST |
| (2) ACTORS FUND HOUSING DEVELOPMENT CORPORATION | N | 150,675. | COST |
| (3) | | | |
| (4) | | | |
| (5) | | | |
| (6) | | | |

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

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

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Are all partners section 501(c)(3) organizations? | | (e) Share of end-of-year assets | (f) Disproportionate allocations? | | (g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (h) General or managing partner? | |
|---|-------------------------|--|---|----|--|---|----|---|---|----|
| | | | Yes | No | | Yes | No | | Yes | No |
| (1) ----- | | | | | | | | | | |
| (2) ----- | | | | | | | | | | |
| (3) ----- | | | | | | | | | | |
| (4) ----- | | | | | | | | | | |
| (5) ----- | | | | | | | | | | |
| (6) ----- | | | | | | | | | | |
| (7) ----- | | | | | | | | | | |
| (8) ----- | | | | | | | | | | |
| (9) ----- | | | | | | | | | | |
| (10) ----- | | | | | | | | | | |
| (11) ----- | | | | | | | | | | |
| (12) ----- | | | | | | | | | | |
| (13) ----- | | | | | | | | | | |
| (14) ----- | | | | | | | | | | |
| (15) ----- | | | | | | | | | | |
| (16) ----- | | | | | | | | | | |

Part VII **Supplemental Information**

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

RELATED ORGANIZATIONS**SCHEDULE R, PART IV**

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.

MAIL TO:
 Registry of Charitable Trusts
 P.O. Box 903447
 Sacramento, CA 94203-4470
 Telephone: (916) 445-2021

ANNUAL REGISTRATION RENEWAL FEE REPORT TO ATTORNEY GENERAL OF CALIFORNIA

Sections 12586 and 12587, California Government Code
 11 Cal. Code Regs. sections 301-307, 311 and 312

WEB SITE ADDRESS:

<http://ag.ca.gov/charities/>

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code Section 12586.1. IRS extensions will be honored.

| | |
|--|---|
| <p>State Charity Registration Number: <u>CT 14322</u></p> <hr/> <p>THE ACTORS' FUND OF AMERICA <small>Name of Organization</small></p> <hr/> <p>729 7TH AVENUE <small>Address (Number and Street)</small></p> <hr/> <p>NEW YORK, NY 10019 <small>City or Town, State and ZIP Code</small></p> | <p>Check if:</p> <p><input type="checkbox"/> Change of address</p> <p><input type="checkbox"/> Amended report</p> <hr/> <p>Corporate or Organization No. <u>1927219</u></p> <hr/> <p>Federal Employer I.D. No. <u>13-1635251</u></p> |
|--|---|

ANNUAL REGISTRATION RENEWAL FEE SCHEDULE (11 Cal. Code Regs. sections 301-307, 311 and 312)
Make Check Payable to Attorney General's Registry of Charitable Trusts

| Gross Annual Revenue | Fee | Gross Annual Revenue | Fee | Gross Annual Revenue | Fee |
|--------------------------------|------|-----------------------------------|------|---------------------------------------|-------|
| Less than \$25,000 | 0 | Between 100,001 and \$250,000 | \$50 | Between 1,000,001 and \$10 million | \$150 |
| Between \$25,000 and \$100,000 | \$25 | Between \$250,001 and \$1 million | \$75 | Between \$10,000,001 and \$50 million | \$225 |
| | | | | Greater than \$50 million | \$300 |

PART A - ACTIVITIES

For your most recent full accounting period (beginning 01/01/2010 ending 12/31/2010) list:

Gross annual revenue \$ 24,417,918. Total assets \$ 51,880,433.

PART B - STATEMENTS REGARDING ORGANIZATION DURING THE PERIOD OF THIS REPORT

Note: If you answer "yes" to any of the questions below, you must attach a separate sheet providing an explanation and details for each "yes" response. Please review RRF-1 instructions for information required.

| | Yes | No |
|--|-----|----|
| 1. During this reporting period, were there any contracts, loans, leases or other financial transactions between the organization and any officer, director or trustee thereof either directly or with an entity in which any such officer, director or trustee had any financial interest? | | X |
| 2. During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization's charitable property or funds? | | X |
| 3. During this reporting period, did non-program expenditures exceed 50% of gross revenues? | | X |
| 4. During this reporting period, were any organization funds used to pay any penalty, fine or judgment? If you filed a Form 4720 with the Internal Revenue Service, attach a copy. | | X |
| 5. During this reporting period, were the services of a commercial fundraiser or fundraising counsel for charitable purposes used? If "yes", provide an attachment listing the name, address, and telephone number of the service provider. ATCH 1 | X | |
| 6. During this reporting period, did the organization receive any governmental funding? If so, provide an attachment listing the name of the agency, mailing address, contact person, and telephone number. ATCH 2 | X | |
| 7. During this reporting period, did the organization hold a raffle for charitable purposes? If "yes", provide an attachment indicating the number of raffles and the date(s) they occurred. | | X |
| 8. Does the organization conduct a vehicle donation program? If "yes", provide an attachment indicating whether the program is operated by the charity or whether the organization contracts with a commercial fundraiser for charitable purposes. | | X |
| 9. Did your organization have prepared an audited financial statement in accordance with generally accepted accounting principles for this reporting period? | X | |

Organization's area code and telephone number (212) 221-7300

Organization's e-mail address _____

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

Signature of authorized officer _____

Printed Name _____

Title _____

Date _____

FORM RRF-1, PART B - PROFESSIONAL FUNDRAISER OR FUNDRAISER COUNSELATTACHMENT 1

| <u>NAME</u> | <u>STREET ADDRESS</u> | <u>CITY, STATE AND ZIP CODE</u> | <u>TELEPHONE</u> |
|---------------------------|-------------------------------|---------------------------------|------------------|
| COMMUNITY COUNSELLING SVC | 461 FIFTH AVENUE | NEW YORK, NY 10017 | 212-695-1175 |
| CHARITY BUZZ | 437 FIFTH AVENUE, 11TH FLOOR | NEW YORK, NY 10016 | 212-243-3900 |
| CATHY MCNAMARA, INC. | 1325 SIXTH AVENUE, 27TH FLOOR | NEW YORK, NY 10019 | 212-786-6055 |

FORM RRF-1, PART B - CONTRIBUTING GOVERNMENT AGENCIESATTACHMENT 2

| <u>GOVERNMENT AGENCY NAME</u> | <u>STREET ADDRESS</u> | <u>CITY, STATE AND ZIP CODE</u> | <u>CONTACT NAME</u> | <u>TELEPHONE</u> |
|------------------------------------|----------------------------------|---------------------------------|---------------------|------------------|
| NYS DEPARTMENT OF LABOR | W. AVERELL HARRIMAN STATE OFFICE | ALBANY, NY 12240 | CRAIG WOODROW | 518-457-8000 |
| NYS DASNY | 515 BROADWAY | ALBANY, NY 12207 | KATIE SEABURG | 518-257-3000 |
| NYC DEPARTMENT OF CULTURAL AFFAIRS | 31 CHAMBER STREET | NEW YORK, NY 10007 | ELIZABETH BENNETT | 212-513-9300 |
| NYS COUNCIL OF THE ARTS | 175 VARICK STREET | NEW YORK, NY 10014 | ROBERT ZUCKERMAN | 212-620-5911 |
| BERGEN COUNTY | ONE BERGEN COUNTY PLAZA | HACKENSACK, NJ, 07601 | LYNN BARTLETT | 201-336-7200 |

TAXABLE YEAR **2010** California Exempt Organization Annual Information Return

FORM **199**

Calendar Year 2010 or fiscal year beginning month **01** day **01** year **10**, and ending month **12** day **31** year **2010**.

A First Return Filed? Yes No
B Type of organization **D** (insert letter)
 Exempt under Section 23701 IRC Section 4947(a)(1) trust
 CORP # **1927219**

Corporation/Organization Name **THE ACTORS' FUND OF AMERICA**
 FEIN **13-1635251**

Address **729 7TH AVENUE**
 City **NEW YORK** State **NY** ZIP Code **10019**

C Amended Return? Yes No
D Are you a subordinate/affiliate in a group exemption?
 (a) Is this a group filing for affiliates? See General Instruction L Yes No
 (b) If "Yes," enter the number of affiliates _____
 (c) Are all affiliates included? Yes No
 (If "No," attach a list. See instructions.)
 (d) Is this a separate return filed by an organization covered by a group ruling? Yes No
 (e) Federal Group Exemption Number _____
 (f) Is a roster of subordinates attached? Yes No

E Final return?
 Dissolved Surrendered (Withdrawn)
 Merged/Reorganized (attach explanation)

If a box is checked, enter date _____
F Check the box if the organization filed the following federal forms or schedule:
 (1) 990T (2) 990PF (3) (Schedule H) 990

G If organization is exempt under R&TC Section 23701d and is exclusively religious, educational, or charitable, and is supported primarily (50% or more) by public contributions,

check box. See General Instruction F. No filing fee is required.
H Accounting method used (1) Cash (2) Accrual (3) Other
I If exempt under R&TC Section 23701d, has the organization during the year:
 (1) participated in any political campaign or (2) attempted to influence legislation or any ballot measure, or (3) made an election under R&TC Section 23704.5 (relating to lobbying by public charities)? If "Yes," complete and attach form FTB 3509, Political or Legislative Activities by Section 23701d Organizations Yes No
J Did the organization have any changes in its activities, governing instrument, articles of incorporation, or bylaws that have not been reported to the Franchise Tax Board? If "Yes," complete an explanation and attach copies of revised documents Yes No
K Is the organization exempt under R&TC Section 23701g? Yes No
 If "Yes," enter amount of gross receipts from nonmember sources \$ _____
L Is the organization under audit by the IRS or has the IRS audited in a prior year? Yes No
M Is the organization a Limited Liability Company? Yes No
N Did the organization file Form 100 or Form 109 to report taxable income? Yes No

Part I Complete Part I unless not required to file this form. See General Instructions B and C.

| | | | |
|------------------------------|---|-----------|---------------|
| Receipts and Revenues | 1 Gross sales or receipts from other sources. From Side 2, Part II, line 8 | 1 | 16,236,608.00 |
| | 2 Gross dues and assessments from members and affiliates | 2 | 00 |
| | 3 Gross contributions, gifts, grants, and similar amounts received | 3 | 13,055,896.00 |
| | 4 Total gross receipts for filing requirement test. Add line 1 through line 3. | 4 | 29,292,504.00 |
| | 5 Cost of goods sold | 5 | 00 |
| | 6 Cost or other basis, and sales expenses of assets sold | 6 | 4,874,586.00 |
| | 7 Total costs. Add line 5 and line 6 | 7 | 4,874,586.00 |
| | 8 Total gross income. Subtract line 7 from line 4 | 8 | 24,417,918.00 |
| Expenses | 9 Total expenses and disbursements. From Side 2, Part II, line 18 | 9 | 26,719,640.00 |
| | 10 Excess of receipts over expenses and disbursements. Subtract line 9 from line 8 | 10 | -2,301,722.00 |
| Filing Fee | 11 Filing fee \$10 or \$25. See General Instruction F | 11 | 00 |
| | 12 Total payments | 12 | 00 |
| | 13 Penalties and interest. See General Instruction J | 13 | 00 |
| | 14 Use tax. See General Instruction K | 14 | 00 |
| | 15 Balance due. Add line 11, line 13, and line 14. Then subtract line 12 from the result | 15 | 00 |

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 taxpayer) is based on all information of which preparer has any knowledge.

| | | | |
|--|-------|---|---|
| Signature of officer | Title | Date | Telephone |
| Preparer's signature | Date | Check if self-employed <input type="checkbox"/> | Preparer's PTIN/SSN P00741490 |
| Firm's name (or yours, if self-employed) and address GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017-4011 | | | FEIN 36-6055558 Telephone 212-542-9609 |

May the FTB discuss this return with the preparer shown above? See instructions Yes No

ILLINOIS CHARITABLE ORGANIZATION ANNUAL REPORT

Attorney General **LISA MADIGAN** State of Illinois
 Charitable Trust Bureau, 100 West Randolph
 11th Floor, Chicago, Illinois 60601

| | |
|-------|-------|
| PMT # | _____ |
| AMT | _____ |
| INIT | _____ |

CO # 01050699

Check all items attached:

| | |
|-------------------------------------|----------------------------------|
| <input checked="" type="checkbox"/> | Copy of IRS Return |
| <input checked="" type="checkbox"/> | Audited Financial Statements |
| <input type="checkbox"/> | Copy of Form IFC |
| <input checked="" type="checkbox"/> | \$15.00 Annual Report Filing Fee |
| <input checked="" type="checkbox"/> | \$100.00 Late Report Filing Fee |

Report for the Fiscal Period:

Beginning 1 / 1 / 2010

& Ending 12 / 31 / 2010

Make Checks Payable to the Illinois Charity Bureau Fund

Federal ID # 13-1635251

Are contributions to the organization tax deductible? Yes No

Date Organization was created: / /

| | | |
|---|------------------|---|
| LEGAL NAME THE ACTORS' FUND OF AMERICA MAIL ADDRESS 729 7TH AVENUE CITY, STATE NEW YORK, NY ZIP CODE 10019 | Year-end amounts | |
| | A) ASSETS | A) \$ 51,880,433. |
| | B) LIABILITIES | B) \$ 23,246,552. |
| | C) NET ASSETS | C) \$ 28,633,881. |
| I. SUMMARY OF ALL REVENUE ITEMS DURING THE YEAR: | | |
| D) PUBLIC SUPPORT, CONTRIBUTIONS & PROGRAM SERVICE REV. (GROSS AMTS.) | PERCENTAGE | AMOUNT |
| E) GOVERNMENT GRANTS & MEMBERSHIP DUES | % | D) \$ 24,004,058. |
| F) OTHER REVENUES | % | E) \$ 147,397. |
| G) TOTAL REVENUE, INCOME AND CONTRIBUTIONS RECEIVED (ADD D, E, & F) | % | F) \$ -377,261. |
| | 100% | G) \$ 23,774,194. |
| II. SUMMARY OF ALL EXPENDITURES DURING THE YEAR: | | |
| H) OPERATING CHARITABLE PROGRAM EXPENSE | 77% | H) \$ 20,575,066. |
| I) EDUCATION PROGRAM SERVICE EXPENSE | % | I) \$ |
| J) TOTAL CHARITABLE PROGRAM SERVICE EXPENSE (ADD H & I) | 77% | J) \$ 20,575,066. |
| J1) JOINT COSTS ALLOCATED TO PROGRAM SERVICES (INCLUDED IN J): | | \$ |
| K) GRANTS TO OTHER CHARITABLE ORGANIZATIONS | 11% | K) \$ 3,052,502. |
| L) TOTAL CHARITABLE PROGRAM SERVICE EXPENDITURE (ADD J & K) | 88% | L) \$ 23,627,568. |
| M) MANAGEMENT AND GENERAL EXPENSE | 4% | M) \$ 1,085,072. |
| N) FUNDRAISING EXPENSE | 8% | N) \$ 2,007,000. |
| O) TOTAL EXPENDITURES THIS PERIOD (ADD L, M, & N) | 100% | O) \$ 26,719,640. |
| III. SUMMARY OF ALL PAID FUNDRAISER AND CONSULTANT ACTIVITIES: | | |
| (Attach Attorney General Report of Individual Fundraising Campaign - Form IFC. One for each PFR.) | | |
| PROFESSIONAL FUNDRAISERS: | | |
| P) TOTAL AMOUNT RAISED BY PAID PROFESSIONAL FUNDRAISERS | 100% | P) \$ 1,534,126. |
| Q) TOTAL FUNDRAISERS FEES AND EXPENSES | 6% | Q) \$ 91,454. |
| R) NET RECEIVED BY THE CHARITY (P MINUS Q=R) | 94% | R) \$ 1,442,672. |
| PROFESSIONAL FUNDRAISING CONSULTANTS: | | |
| S) TOTAL AMOUNT PAID TO PROFESSIONAL FUNDRAISING CONSULTANTS | | S) \$ 91,454. |
| IV. COMPENSATION TO THE (3) HIGHEST PAID PERSONS DURING THE YEAR: | | |
| T) NAME, TITLE: JOSEPH BENINCASA, PRESIDENT AND CEO | | T) \$ 379,005. |
| U) NAME, TITLE: BARBARA DAVIS, CHIEF OPERATING OFFICER | | U) \$ 256,824. |
| V) NAME, TITLE: CONNIE YOO, CHIEF FINANCIAL OFFICER | | V) \$ 209,748. |
| V. CHARITABLE PROGRAM DESCRIPTION: CHARITABLE PROGRAM (3 HIGHEST BY \$ EXPENDED) CODE CATEGORIES | | List on back side of instructions CODE |
| W) DESCRIPTION: SOCIAL SERVICES AND EMPLOYMENT TRAINING PROGR | W) # | 111 |
| X) DESCRIPTION: ASSISTED LIVING/ SUPPORTIVE CARE | X) # | 113 |
| Y) DESCRIPTION: | Y) # | |

| IF THE ANSWER TO ANY OF THE FOLLOWING IS YES, ATTACH A DETAILED EXPLANATION: | | YES | NO |
|--|---|-----|----|
| 1. | WAS THE ORGANIZATION THE SUBJECT OF ANY COURT ACTION, FINE, PENALTY OR JUDGMENT? | | X |
| 2. | HAS THE ORGANIZATION OR A CURRENT DIRECTOR, TRUSTEE, OFFICER OR EMPLOYEE THEREOF, EVER BEEN CONVICTED BY ANY COURT OF ANY MISDEMEANOR INVOLVING THE MISUSE OR MISAPPROPRIATION OF FUNDS OR ANY FELONY? | | X |
| 3. | DID THE ORGANIZATION MAKE A GRANT AWARD OR CONTRIBUTION TO ANY ORGANIZATION IN WHICH ANY OF ITS OFFICERS, DIRECTORS OR TRUSTEES OWNS AN INTEREST; OR WAS IT A PARTY TO ANY TRANSACTION IN WHICH ANY OF ITS OFFICERS, DIRECTORS OR TRUSTEES HAS A MATERIAL FINANCIAL INTEREST; OR DID ANY OFFICER, DIRECTOR OR TRUSTEE RECEIVE ANYTHING OF VALUE NOT REPORTED AS COMPENSATION? | | X |
| 4. | HAS THE ORGANIZATION INVESTED IN ANY CORPORATE STOCK IN WHICH ANY OFFICER, DIRECTOR OR TRUSTEE OWNS MORE THAN 10% OF THE OUTSTANDING SHARES? | | X |
| 5. | IS ANY PROPERTY OF THE ORGANIZATION HELD IN THE NAME OF OR COMMINGLED WITH THE PROPERTY OF ANY OTHER PERSON OR ORGANIZATION? | | X |
| 6. | DID THE ORGANIZATION USE THE SERVICES OF A PROFESSIONAL FUNDRAISER? (ATTACH FORM IFC) | X | |
| 7a. | DID THE ORGANIZATION ALLOCATE THE COST OF ANY SOLICITATION, MAILING, ADVERTISEMENT OR LITERATURE COSTS BETWEEN PROGRAM SERVICE AND FUNDRAISING EXPENSES? | | X |
| 7b. | IF "YES", ENTER (i) THE AGGREGATE AMOUNT OF THESE JOINT COSTS \$ _____; (ii) THE AMOUNT ALLOCATED TO PROGRAM SERVICES \$ _____; (iii) THE AMOUNT ALLOCATED TO MANAGEMENT AND GENERAL \$ _____; AND (iv) THE AMOUNT ALLOCATED TO FUNDRAISING \$ _____ | | |
| 8. | DID THE ORGANIZATION EXPEND ITS RESTRICTED FUNDS FOR PURPOSES OTHER THAN RESTRICTED PURPOSES? | | X |
| 9. | HAS THE ORGANIZATION EVER BEEN REFUSED REGISTRATION OR HAD ITS REGISTRATION OR TAX EXEMPTION SUSPENDED OR REVOKED BY ANY GOVERNMENTAL AGENCY? | | X |
| 10. | WAS THERE OR DO YOU HAVE ANY KNOWLEDGE OF ANY KICKBACK, BRIBE, OR ANY THEFT, DEFALCATION MISAPPROPRIATION, COMMINGLING OR MISUSE OF ORGANIZATIONAL FUNDS? | | X |
| 11. | LIST THE NAME AND ADDRESS OF THE FINANCIAL INSTITUTIONS WHERE THE ORGANIZATION MAINTAINS ITS THREE LARGEST ACCOUNTS: <u>HSBC BANK, 452 5TH AVENUE, NEW YORK, NY 10018</u> <u>CHASE MANHATTAN BANK, 270 PARK AVENUE, NEW YORK, NY 10017-2070</u> <u>TD BANK, 9 EAST DEMAREST AVENUE, ENGLEWOOD, NJ 07631</u> | | |
| 12. | NAME AND TELEPHONE NUMBER OF CONTACT PERSON: <u>CARLOS DEJESUS, 212-221-7300</u> | | |

ALL ATTACHMENTS MUST ACCOMPANY THIS REPORT - SEE INSTRUCTIONS

UNDER PENALTY OF PERJURY, I (WE) THE UNDERSIGNED DECLARE AND CERTIFY THAT I (WE) HAVE EXAMINED THIS ANNUAL REPORT AND THE ATTACHED DOCUMENTS, INCLUDING ALL THE SCHEDULES AND STATEMENTS AND THE FACTS THEREIN STATED ARE TRUE AND COMPLETE AND FILED WITH THE ILLINOIS ATTORNEY GENERAL FOR THE PURPOSE OF HAVING THE PEOPLE OF THE STATE OF ILLINOIS RELY THEREUPON. I HEREBY FURTHER AUTHORIZE AND AGREE TO SUBMIT MYSELF AND THE REGISTRANT HEREBY TO THE JURISDICTION OF THE STATE OF ILLINOIS.

| | | | |
|---|---|-----------|------|
| BE SURE TO INCLUDE ALL FEES DUE: 1.) REPORTS ARE DUE WITHIN SIX MONTHS OF YOUR FISCAL YEAR END. 2.) FOR FEES DUE SEE INSTRUCTIONS. 3.) REPORTS THAT ARE LATE OR INCOMPLETE ARE SUBJECT TO A \$100.00 PENALTY. | <u>JOE BENINCASA</u> PRESIDENT or TRUSTEE (PRINT NAME) | SIGNATURE | DATE |
| | <u>CONNIE YOO</u> TREASURER or TRUSTEE (PRINT NAME) | SIGNATURE | DATE |
| | _____ PREPARER (PRINT NAME) | SIGNATURE | DATE |

REPORT OF INDIVIDUAL FUNDRAISING CAMPAIGN

LISA MADIGAN
ATTORNEY GENERAL

CHARITY:

Name THE ACTORS' FUND OF AMERICA Campaign Beginning 01/01/2010 and Ending 12/31/2010

Mailing Address 729 7TH AVENUE **CO#** 01- 050699

City, State, Zip Code NEW YORK, NY 10019 **Phone #** 212-695-1175

Contact Person CONNIE YOO **Title** CONTROLLER **Phone #** 212-221-7300

PROFESSIONAL FUND RAISER (PFR):

Name COMMUNITY COUNSELLING SVC **PFR #**02- 11000007

NATURE OF FUNDRAISING ACTIVITY: FUNDRAISING CONSULTANT

A. Total Amount Raised **A.** \$ 751,711.

| | | PAID BY: | | |
|------------------------------------|-----|----------|---------|----------------------|
| | | PFR | Charity | |
| B. Expenses: | | | | |
| 1. Professional Fundraiser Fee | 1. | | 20,000. | |
| 2. Solicitor Compensation | 2. | | | |
| 3. Salaries | 3. | | | |
| 4. Printing | 4. | | | |
| 5. Postage | 5. | | | |
| 6. Telephone | 6. | | | |
| 7. Rent & Utilities | 7. | | | |
| 8. Supplies | 8. | | | |
| 9. Travel | 9. | | | |
| 10. | 10. | | | |
| 11. | 11. | | | |
| 12. | 12. | | | |
| 13. TOTAL EXPENSES (PFR + Charity) | 13. | | 20,000. | B. \$ 20,000. |

C. Total amount received by the charitable organization (after all expenses are paid) **C.** \$ 731,711.

D. Percentage of Funds received by charity (Line C divided by Line A) **D.** 97.3394%

E. Bank where funds are deposited? **E.** HSBC OPERATING ACCOUNT

F. Who (charity or PFR) has signature control of the account(s) listed above? THE ACTOR'S FUND OF AMERICA

G. Are the expenses in B above actual expenses for this campaign? Yes or No If No, attach a schedule explaining in detail, how expenses are allocated between fundraising campaigns.

We the undersigned, declare and certify under perjury that we have examined this report, including all the schedules, and statements, and the facts therein stated are true and complete and filed with the Illinois Attorney General for the purpose of having the people of the State of Illinois rely thereupon.

**PFR CAMPAIGN
MANAGER (Print Name)** _____ **TITLE** _____

SIGNATURE _____ **DATE** _____

**OFFICER, DIRECTOR
OF CHARITY (Print Name)** _____ **TITLE** _____

SIGNATURE _____ **DATE** _____

REPORT OF INDIVIDUAL FUNDRAISING CAMPAIGN

LISA MADIGAN
ATTORNEY GENERAL

CHARITY:

Name THE ACTORS' FUND OF AMERICA Campaign Beginning 01/01/2010 and Ending 12/31/2010

Mailing Address 729 7TH AVENUE CO# 01- 050699

City, State, Zip Code NEW YORK, NY 10019 Phone # 212-243-3900

Contact Person CONNIE YOO Title CONTROLLER Phone # 212-221-7300

PROFESSIONAL FUND RAISER (PFR):

Name CHARITY BUZZ PFR #02-

NATURE OF FUNDRAISING ACTIVITY: ONLINE AUCTION

A. Total Amount Raised A. \$ 90,519.

| | | PAID BY: | | |
|------------------------------------|-----|----------|---------|--|
| | | PFR | Charity | |
| B. Expenses: | | | | |
| 1. Professional Fundraiser Fee | 1. | | 16,454. | |
| 2. Solicitor Compensation | 2. | | | |
| 3. Salaries | 3. | | | |
| 4. Printing | 4. | | | |
| 5. Postage | 5. | | | |
| 6. Telephone | 6. | | | |
| 7. Rent & Utilities | 7. | | | |
| 8. Supplies | 8. | | | |
| 9. Travel | 9. | | | |
| 10. | 10. | | | |
| 11. | 11. | | | |
| 12. | 12. | | | |
| 13. TOTAL EXPENSES (PFR + Charity) | 13. | | 16,454. | .. B. \$ 16,454. |

C. Total amount received by the charitable organization (after all expenses are paid) C. \$ 74,065.

D. Percentage of Funds received by charity (Line C divided by Line A) D. 81.8226%

E. Bank where funds are deposited? E. HSBC OPERATING ACCOUNT

F. Who (charity or PFR) has signature control of the account(s) listed above? THE ACTOR'S FUND OF AMERICA

G. Are the expenses in B above actual expenses for this campaign? Yes or No If No, attach a schedule explaining in detail, how expenses are allocated between fundraising campaigns.

We the undersigned, declare and certify under perjury that we have examined this report, including all the schedules, and statements, and the facts therein stated are true and complete and filed with the Illinois Attorney General for the purpose of having the people of the State of Illinois rely thereupon.

PFR CAMPAIGN
MANAGER (Print Name) _____ TITLE _____

SIGNATURE _____ DATE _____

OFFICER, DIRECTOR
OF CHARITY (Print Name) _____ TITLE _____

SIGNATURE _____ DATE _____

REPORT OF INDIVIDUAL FUNDRAISING CAMPAIGN

LISA MADIGAN
ATTORNEY GENERAL

CHARITY:

Name THE ACTORS' FUND OF AMERICA Campaign Beginning 01/01/2010 and Ending 12/31/2010

Mailing Address 729 7TH AVENUE CO# 01- 050699

City, State, Zip Code NEW YORK, NY 10019 Phone # 212-786-6055

Contact Person CONNIE YOO Title CONTROLLER Phone # 212-221-7300

PROFESSIONAL FUND RAISER (PFR):

Name CATHY MCNAMARA, INC. PFR #02-

NATURE OF FUNDRAISING ACTIVITY: GALA

A. Total Amount Raised A. \$ 691,896.

| | | PAID BY: | | |
|------------------------------------|-----|----------|---------|--|
| | | PFR | Charity | |
| B. Expenses: | | | | |
| 1. Professional Fundraiser Fee | 1. | | 55,000. | |
| 2. Solicitor Compensation | 2. | | | |
| 3. Salaries | 3. | | | |
| 4. Printing | 4. | | | |
| 5. Postage | 5. | | | |
| 6. Telephone | 6. | | | |
| 7. Rent & Utilities | 7. | | | |
| 8. Supplies | 8. | | | |
| 9. Travel | 9. | | | |
| 10. | 10. | | | |
| 11. | 11. | | | |
| 12. | 12. | | | |
| 13. TOTAL EXPENSES (PFR + Charity) | 13. | | 55,000. | .. B. \$ 55,000. |

C. Total amount received by the charitable organization (after all expenses are paid) C. \$ 636,896.

D. Percentage of Funds received by charity (Line C divided by Line A) D. 92.0508%

E. Bank where funds are deposited? E. HSBC OPERATING ACCOUNT

F. Who (charity or PFR) has signature control of the account(s) listed above? THE ACTOR'S FUND OF AMERICA

G. Are the expenses in B above actual expenses for this campaign? Yes or No If No, attach a schedule explaining in detail, how expenses are allocated between fundraising campaigns.

We the undersigned, declare and certify under perjury that we have examined this report, including all the schedules, and statements, and the facts therein stated are true and complete and filed with the Illinois Attorney General for the purpose of having the people of the State of Illinois rely thereupon.

PFR CAMPAIGN
MANAGER (Print Name) _____ TITLE _____

SIGNATURE _____ DATE _____

OFFICER, DIRECTOR
OF CHARITY (Print Name) _____ TITLE _____

SIGNATURE _____ DATE _____

New Jersey Office of the Attorney General

Division of Consumer Affairs
 Office of Consumer Protection
 Charities Registration Section
 124 Halsey Street, 7th Floor, P.O. Box 45021
 Newark, NJ 07101
 (973) 504-6215

Form CRI-300R
Long-Form Renewal Registration/Verification Statement
 (Revised April 2008)

All questions must be answered.

Pursuant to the New Jersey Charitable Registration and Investigation Act (also known as "the C.R.I. Act" (N.J.S.A. 45:17A-18 *et seq.*), and prior to operating or commencing solicitation activity in the State, a charitable organization unless exempted from registration requirements (or qualified to file a Short-Form Registration Statement, CRI-200) shall file a Long-Form Initial Registration Statement, CRI-150-I. Charities submitting their annual long-form renewal registration must use Form CRI-300R. Please see the checklist at the end of this form for a discussion of fees, financial statements, documents to be attached, and other requirements for registration.

1. This statement contains the facts and financial information for the fiscal year ending: 12 / 31 / 2010
month day year

2. Federal ID Number (EIN) 13-1635251 2a. N.J. Charities Registration Number: CH- 6022-05956

3. **Full legal name of the registering organization:** THE ACTORS' FUND OF AMERICA
 In care of: (if necessary, otherwise leave this line blank) _____

4. **Mailing Address:** 729 7TH AVENUE NEW YORK, NY 10019 **Change of Address**
Street Address City State ZIP Code

NOTE: If "in care of," a postal, private or rural delivery mail box number is used, the street address of the charity must be given below.

5. The principal street address of the registering organization _____
 Same as Mailing Address Street Address City State ZIP Code

6. Does the organization have any offices in New Jersey in addition to the one listed above? Yes No
 If "Yes," attach a list giving the street address and telephone number of each office in New Jersey.
ATTACHMENT 1

6a. If the street address listed above is not where the organization's official records are kept, or if the organization does not maintain an office in New Jersey, indicate the name, full address, phone and fax number of the person having custody of the organization's records, and to whom correspondence should be addressed.

| | | | |
|---|---|---------------------|-------------------------------|
| <u>THE ACTORS' FUND</u> | <u>729 7TH AVENUE 10TH FLOOR NEW YORK</u> | <u>NY</u> | <u>10019</u> |
| <small>Contact person</small> | <small>Street Address</small> | <small>City</small> | <small>State ZIP Code</small> |
| <u>212-221-7300</u> | <u>212-764-0238</u> | | |
| <small>Telephone number (include area code)</small> | <small>Fax number (include area code)</small> | | |

7. Organization's contact information:

| | |
|---|---|
| <u>212-221-7300</u> | <u>212-764-0238</u> |
| <small>Telephone number (include area code)</small> | <small>Fax number (include area code)</small> |
| _____ | <u>WWW.ACTORSFUND.ORG</u> |
| <small>E-mail address</small> | <small>Web site</small> |

8. Type of organization (check one):

| | | | | |
|---|-------------------------------------|--|--------------------------------------|----------------------------------|
| <input checked="" type="checkbox"/> Nonprofit corporation | <input type="checkbox"/> Foundation | <input type="checkbox"/> Individual | <input type="checkbox"/> Association | <input type="checkbox"/> Society |
| <input type="checkbox"/> Partnership | <input type="checkbox"/> Trust | <input type="checkbox"/> Other (Specify) _____ | | |

9. Where and when was the organization legally established? Date: _____ State: NEW YORK
 As required by the C.R.I. Act (N.J.S.A. 45:17A-24c(1)), attach to this registration a copy of the organization's bylaws and instrument of organization (that is, the organization's charter, articles of incorporation or organization, agreement of association, instrument of trust, or constitution) only if the document has been issued or amended during the fiscal year being reported.

10. Does the organization solicit funds under any name or names other than as indicated on line 3 of this form? Yes No
 If "Yes," indicate all of the other names used: _____

11. Does the organization intend to solicit contributions from the general public? Yes No

12. Is the organization authorized by any other state or jurisdiction to solicit contributions? Yes No
 If "Yes," please provide a list of those states or jurisdictions, below or on a separate sheet of paper.
CALIFORNIA, ILLINOIS, NEW YORK, PENNSYLVANIA

13. Does the organization have affiliates which share the contributions or other revenue it raised in New Jersey? Yes No
 If "Yes," provide a separate listing of those affiliates indicating the name, street address and telephone number for each one.

14. What is the charitable purpose or purposes for which the organization was formed? If necessary, attach a separate statement to this registration.
THE ACTOR'S FUND, A HUMAN SERVICES ORGANIZATION, PROVIDES HOUSING, SOCIAL SERVICES, HEALTH SERVICES AND EMPLOYMENT TRAINING PROGRAMS FOR PROFESSIONALS IN PERFORMING ARTS AND THE ENTERTAINMENT INDUSTRY.

14a. What are the specific programs and charitable purposes for which contributions are used? For each program, state whether it already exists or is planned. Only major program categories need be listed. If necessary, attach a separate statement to this registration.
ATTACHMENT 2

15. Does the organization use an independent paid fund-raiser or fund-raising counsel? Yes No
 If "Yes," please attach to this registration a list of paid fund-raiser(s) or fund-raising counsel(s), including their full address, telephone number, fax number, registration number in New Jersey, and a contact person's name.
ATTACHMENT 3

15a. Does the independent paid fund-raiser or fund-raising counsel have custody, control or access to the organization's funds? Yes No
 If "Yes," please describe the situation.

16. Has the organization permitted a charitable sales promotion to be conducted on its behalf by a commercial co-venturer during the fiscal year-end being reported? Yes No
 If "Yes," please explain: _____

17. Has the Internal Revenue Service (I.R.S.) determined that the organization is tax exempt under code 501(c)(3)? Yes No
 a. If "No," has an application been filed which is still pending? If so, please attach a copy of the I.R.S. 1023 form filed. Yes No
 b. Has a tax exemption been granted under another I.R.S. code? Yes No
 If "Yes," advise which one: _____
 c. Has an I.R.S. tax exemption been refused, changed or revoked? Yes No
 If an exemption has been refused, changed or revoked, attach to this registration a copy of the I.R.S. determination letter of notification and provide a detailed explanation of the circumstances on a separate sheet of paper.

18. Has the organization ever had its authority to conduct charitable activities denied, suspended, or revoked in any jurisdiction or has the organization ever entered into any voluntary agreement of discontinuance with any governmental entity? Yes No
 If "Yes," attach to this registration a copy of the denial, suspension, revocation or voluntary agreement of discontinuance. If the document does not explain the reasons for the denial, suspension or revocation, attach to this registration an explanation on a separate sheet of paper.
19. Has the organization voluntarily entered into an assurance of voluntary compliance or similar order or agreement (including, but not limited to, a settlement of an administrative investigation or proceeding, with or without an admission of liability) with any jurisdiction, state or federal agency or officer? Yes No
 If "Yes," please attach to this registration the relevant document.
20. Has the organization or any of its present officers, directors, executive personnel or trustees ever been found to have engaged in unlawful practices in the solicitation of contributions or administration of charitable assets or been enjoined from soliciting contributions, or are such proceedings pending in this or any other jurisdiction? Yes No
 If "Yes," attach to this registration photocopies of any and all written documentation (such as a court order, administrative order, judgment, formal notice, written assurance or other document) which show the final disposition of the matter.
21. Has the organization or any of its present officers, directors, trustees or principal salaried executive staff employees ever been convicted of any criminal offense committed in connection with the performance of activities regulated under this act or any criminal or civil offense involving untruthfulness or dishonesty or any criminal offense relating adversely to the registrant's fitness to perform activities regulated by this Act? A plea of guilty, non vult, nolo contendere or any similar disposition of alleged criminal activity shall be deemed a conviction. Yes No
22. Has the organization or any of its officers, directors, trustees or principal salaried executive staff employees been adjudged liable in any administrative or civil action involving theft, fraud, or deceptive business practices? For purposes of this question a judgment of liability in an administrative or civil action shall include, but is not limited to, any finding or admission that the individual engaged in an unlawful practice in relation to the solicitation of contributions or the administration of charitable assets. Yes No
 If "Yes," identify the individual(s) below and attach to this registration a copy of any order, judgment or other documents indicating the final disposition of the matter.

23. Provide the following information for each officer, director, trustee and the five most-highly compensated executive staff employees:

| Name | Business address | Telephone number (include area code) | Title | Salary |
|---------------------|------------------|---|-------|--------|
| ATTACHMENT 4 | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

CRI-300R Long-Form Registration Renewal Financial Statement

**Note: If the financial value of a line item = 0, place a zero in the space provided.
Please report all figures as GROSS, not NET.**

| | | | | |
|---|---|---|----------------------|-------------------------|
| Full legal name and street address of the organization | | | | |
| Full legal name: <u>THE ACTORS' FUND OF AMERICA</u> | | | | |
| Fiscal year-end being reported: <u>12</u> / <u>31</u> / <u>2010</u> | | Federal ID Number (EIN) <u>13-1635251</u> | | |
| <small>month day year</small> | | | | |
| Mailing address: | | | | |
| <u>729 7TH AVENUE</u> | | <u>NEW YORK, NY 10019</u> | | |
| <small>Mailing Address</small> | <small>P.O. Box Number or Suite</small> | <small>City</small> | <small>State</small> | <small>ZIP code</small> |
| Street address of the registering organization: _____ | | | | |
| <small>Street Address</small> | | <small>City</small> | <small>State</small> | <small>ZIP Code</small> |
| New Jersey Charities Registration number: <u>CH 6022-05956</u> -00 | | Telephone number: <u>212-221-7300</u> | | |
| | | <small>(include area code)</small> | | |

Attach to this registration the most recent Internal Revenue Service Form 990 and Schedule A (990), if the organization has filed those forms. Attach a copy if the organization's annual financial report included an audited financial statement, or if the organization received gross revenue in excess of \$250,000. **Note:** If the organization received gross revenue of less than \$250,000, the financial reports must be certified by the organization's president or other authorized officer of the organization's board.

In lieu of completing the CRI-300R Financial Statement pages, attached please find a copy of the I.R.S. 990 filing for the fiscal year-end indicated above.

A. Receipts

Line A1a. Direct Public Support received from the following sources:

- (1) Direct mail _____
- (2) Telephone solicitation _____
- (3) Commercial co-venture _____
- (4) Gross receipts from fund-raising events. _____
- (5) Canisters, counter cards, door to door etc _____
- (6) Corporations and other businesses _____
- (7) Foundations and trusts _____
- (8) Donated land, buildings, property, equipment and materials _____
- (9) Legacies and bequests. _____
- (10) Membership dues solely resulting from solicitations _____
- (11) Other support (specify). _____

Line A1b. Total Direct Public Support (add lines A1a(1) through A1a(11)) _____

Line A1c. Indirect Public Support received from the following sources:

- (1) Federated fund-raising organization. _____
- (2) From an affiliated organization _____
- (3) From another fund-raising organization. _____

Line A1d. Total Indirect Public Support (add lines A1c(1) thru A1c(3)). _____

Line A1e. Total Gross Contributions (add lines A1b and A1d). _____

Line A2. Government grants including purchase of service contracts (specify agency)

- a. _____
- b. _____
- c. _____
- d. _____

Line A2e. Total Government Grants (add lines 2a thru 2d) _____

Line A3. Other Support

- a. Bona fide membership _____
- b. Program service revenue _____
- c. Professional services rendered by volunteers _____
- d. Miscellaneous income (specify) _____

Line A3e. Total Other Support (add the total of lines A3a thru A3d) _____

Line A4. Total Gross Revenue (add lines A1e, A2e, and A3e) _____

B. Expenses

- Line B1. Program expenses _____
- Line B2. Management and general expenses _____
- Line B3. Fund-raising expenses _____
- Line B4. Payments to state/national affiliates (if applicable) _____
- Line B5. Total Expenses (add the totals of line B1 thru B4) _____

C. Excess or Deficit

For the fiscal year-end (subtract line B5 from line A4) _____

D. Fund Balance

- Line D1. Net assets or fund balances at beginning of the year _____
- Line D2. Other changes in net assets or fund balances (attach explanation) _____
- Line D3. Net assets or fund balances at end of year (Combine line C, D1 and D2) _____

Please Note: The amount of Gross Contributions (line A1e on this form) determines the registration fee which must be paid and the form which should be used. July 2006 revisions to the Charities Registration Act now require all charities to pay a registration fee, including charities whose Gross Contributions are less than \$10,000. Further information for charity registrants may be found on our Web site: <http://www.njconsumeraffairs.gov/ocp/charities.htm>.

Long-Form Renewal Registration Statement Form CRI-300RC Confidential Information

Organization's Name: THE ACTORS' FUND OF AMERICA

N.J. Charities Registration Number: CH-6022-05956 -00 Federal ID Number (EIN) 13-1635251

Fiscal Year-End being reported: 12 / 31 / 2010
month day year

24. Are any of the organization's officers, directors, trustees or the five most-highly compensated employees related by blood, marriage or adoption to:
- a. each other? Yes No
 - b. any officers, agents or employees of any fund-raising counsel or independent paid fund-raiser under contract to the organization? Yes No
 - c. any chief executive, employee, any other employee of the organization with a direct financial interest in the transaction, or any partner, proprietor, director, officer, trustee, or to any shareholder of the organization with more than two (2) percent interest in any supplier or vendor providing goods or services to the organization? Yes No
 - d. If you answered "Yes," to questions 24a, b, or c, please provide a statement explaining these relationships.
25. Do any of the organization's officers, directors, trustees or the five most-highly compensated employees have a financial interest in any activities engaged in by a fund-raising counsel or independent paid fund-raiser under contract to the organization, or any supplier or vendor providing goods or services to the organization? Yes No
 If "Yes," please detail these relationships below or on a separate sheet of paper, and provide the name, business address and telephone number of all interested parties.

We understand that this registration is being issued at the discretion of the Division of Consumer Affairs and agree that employees of the Division may inspect the records in the possession of this organization in order to ascertain compliance with the statute and all pertinent regulations. We also understand that we may be required to provide additional information if requested.

We hereby certify that the above information and the attached financial schedule(s) and statement(s) are true. We are aware that if any of the above statements are willfully false, we are subject to punishment.

Signature _____ Name _____ Title _____ Date _____

Signature _____ Name _____ Title _____ Date _____

This form must be signed by two (2) authorized officers of the organization, including the chief financial officer.

Note: Form CRI-300RC must be filed with Form CRI-300R.

FORM CRI-300R - OTHER ORGANIZATIONAL NEW JERSEY LOCATIONS

155-175 WEST HUDSON AVENUE
ENGLEWOOD, NJ 07631

201-871-8882

FORM CRI-300R - SPECIFIC PROGRAMS AND CHARITABLE PURPOSES

CONTRIBUTIONS ARE USED FOR PROGRAMS INCLUDING SOCIAL AND HEALTH SERVICES, EMPLOYMENT/TRAINING, EMERGENCY ASSISTANCE AND SUPPORTIVE/AFFORDABLE HOUSING.

FORM CRI-300R - INDEPENDENT FUND RAISERS OR FUND RAISER COUNSELS

ATTACHMENT 3

| <u>NAME AND ADDRESS</u> | <u>TELEPHONE FAX</u> | <u>PFR REGISTRATION</u> |
|--|--------------------------|-------------------------|
| COMMUNITY COUNSELLING SVC 461 FIFTH AVENUE NEW YORK NY 10017 | 212-695-1175 | |
| CHARITY BUZZ 437 FIFTH AVENUE, 11TH FLOOR NEW YORK NY 10016 | 212-243-3900 | |
| CATHY MCNAMARA, INC. 1325 SIXTH AVENUE, 27TH FLOOR NEW YORK NY 10019 | 212-786-6055 | |

CRI-300R OFFICERS, DIRECTORS, TRUSTEES, FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 4

NAME AND ADDRESS

TITLE

TELEPHONE

COMPENSATION

SEE FORM 990

1. General Information

a. For the fiscal year beginning (mm/dd/yyyy) 01/01 / 2 0 1 0 and ending (mm/dd/yyyy) 12/31/2010

| | | |
|---|--|---|
| b. Check if applicable for NYS: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial filing <input type="checkbox"/> Final filing <input type="checkbox"/> Amended filing <input type="checkbox"/> NY registration pending | c. Name of organization THE ACTORS' FUND OF AMERICA Number and street (or P.O. box if mail not delivered to street address) Room/suite 729 7TH AVENUE City or town, state or country and zip + 4 NEW YORK, NY, 10019 | d. Fed. employer ID no. (EIN) (##-####-####) 13-1635251 e. NY State registration no. (##-###-###) 00-34-86 f. Telephone number (212) 221-7300 g. Email |
|---|--|---|

2. Certification - Two Signatures Required

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

| | | | | |
|---|-----------|--------------|-------|------|
| a. President or Authorized Officer | Signature | Printed Name | Title | Date |
| b. Chief Financial Officer or Treasurer | Signature | Printed Name | Title | Date |

3. Annual Report Exemption Information

a. **Article 7-A** annual report exemption (Article 7-A registrants and dual registrants)
 Check if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed \$25,000 **and** the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year.
NOTE: An organization may claim this exemption if no PFR or FRC was used **and** either: 1) it received an allocation from a federated fund, United Way or incorporated community appeal **and** contributions from all other sources did not exceed \$25,000 **or** 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A.

b. **EPTL** annual report exemption (EPTL registrants and dual registrants)
 Check if gross receipts did not exceed \$25,000 **and** the assets (market value) did not exceed \$25,000 at any time during this fiscal year.

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

4. Article 7-A Schedules

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

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

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

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

| | | |
|---|----------------|---|
| Indicate the filing fee(s) you are submitting along with this form: | | Submit only one check or money order for the total fee, payable to "NYS Department of Law" |
| a. Article 7-A filing fee | \$ <u>25.</u> | |
| b. EPTL filing fee | \$ <u>750.</u> | |
| c. Total fee | \$ <u>775.</u> | |

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

Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsels (FRC), Commercial Co-Venturers (CCV)

If you checked the box in question 4.a. on page 1, complete the following schedule for each PFR, FRC or CCV that the organization engaged for fund raising activity in NY State:

1. Type of fund raising professional (FRP):

| | |
|------------------------------------|-------------------------------------|
| Professional fund raiser | <input checked="" type="checkbox"/> |
| Fund raising counsel | <input type="checkbox"/> |
| Commercial co-venturer | <input type="checkbox"/> |

2. Name of FRP:
CHARITY BUZZ

Number and street (or P.O. box if mail is not delivered to street address):
437 FIFTH AVENUE, 11TH FLOOR

City or town, state or country and zip + 4:
NEW YORK, NY 10016

3. FRP telephone number:
212-243-3900

4. Services provided by FRP (provide description):
CHARITY BUZZ PROVIDED ONLINE AUCTION SERVICES.

5. Compensation arrangement with FRP (provide description):
CHARITY BUZZ IS PROVIDED A FLAT FEE OF \$16,454.

6. Dates of contract 01/01/2010 through 12/31/2010
(mm/dd/yyyy) (mm/dd/yyyy)

7. Amount paid to FRP \$ 16,454.

8. If services were provided by a CCV, did the CCV provide the charitable organization with the interim report(s) required by §§ 173-a. 3 of the Executive Law?

Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsels (FRC), Commercial Co-Venturers (CCV)

If you checked the box in question 4.a. on page 1, complete the following schedule for each PFR, FRC or CCV that the organization engaged for fund raising activity in NY State:

1. Type of fund raising professional (FRP):

| | |
|------------------------------------|-------------------------------------|
| Professional fund raiser | <input checked="" type="checkbox"/> |
| Fund raising counsel | <input type="checkbox"/> |
| Commercial co-venturer | <input type="checkbox"/> |

2. Name of FRP:
COMMUNITY COUNSELLING SVC

Number and street (or P.O. box if mail is not delivered to street address):
461 FIFTH AVENUE

City or town, state or country and zip + 4:
NEW YORK, NY 10017

3. FRP telephone number:
212 695-1175

4. Services provided by FRP (provide description):
COMMUNITY COUNSELLING SVC PROVIDED FUNDRAISING CONSULTING SERVICES.

5. Compensation arrangement with FRP (provide description):
COMMUNITY COUNSELLING SVC WAS PAID A FLAT FEE OF \$20,000.

6. Dates of contract 01/01/2010 through 08/30/2010
(mm/dd/yyyy) (mm/dd/yyyy)

7. Amount paid to FRP \$ 20,000.

8. If services were provided by a CCV, did the CCV provide the charitable organization with the interim report(s) required by §§ 173-a. 3 of the Executive Law?

Schedule 4a: Professional Fund Raisers (PFR), Fund Raising Counsels (FRC), Commercial Co-Venturers (CCV)

If you checked the box in question 4.a. on page 1, complete the following schedule for each PFR, FRC or CCV that the organization engaged for fund raising activity in NY State:

1. Type of fund raising professional (FRP):

| | |
|------------------------------------|-------------------------------------|
| Professional fund raiser | <input checked="" type="checkbox"/> |
| Fund raising counsel | <input type="checkbox"/> |
| Commercial co-venturer | <input type="checkbox"/> |

2. Name of FRP:
CATHY MCNAMARA, INC.

Number and street (or P.O. box if mail is not delivered to street address):
1325 SIXTH AVENUE, 27TH FLOOR

City or town, state or country and zip + 4:
NEW YORK, NY 10019

3. FRP telephone number:
212-786-6055

4. Services provided by FRP (provide description):
CATHY MCNAMARA, INC. PROVIDED EVENT PLANNING AND FUNDRAISING SERVICES FOR THE ANNUAL GALA.

5. Compensation arrangement with FRP (provide description):
CATHY MCNAMARA, INC. WAS PAID A FLAT FEE OF \$55,000.

6. Dates of contract 01/01/2010 through 06/30/2010
(mm/dd/yyyy) (mm/dd/yyyy)

7. Amount paid to FRP \$ 55,000.

8. If services were provided by a CCV, did the CCV provide the charitable organization with the interim report(s) required by §§ 173-a. 3 of the Executive Law?

5. Fee Instructions

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

| Organization's Registration Type | Fee Instructions |
|----------------------------------|------------------|
|----------------------------------|------------------|

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

a) Article 7-A filing fee

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

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

b) EPTL filing fee

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

6. Attachments - Document Attachment Check-List

Check the boxes for the documents you are attaching.

| | | |
|--|--|--|
| For All Filers | | |
| <u>Filing Fee</u> | | |
| <input checked="" type="checkbox"/> Single check or money order payable to "NYS Department of Law" | | |
| <u>Copies of Internal Revenue Service Forms</u> | | |
| <input checked="" type="checkbox"/> IRS Form 990 | <input type="checkbox"/> IRS Form 990-EZ | <input type="checkbox"/> IRS Form 990-PF |
| <input checked="" type="checkbox"/> All required schedules (including Schedule B) | <input type="checkbox"/> All required schedules (including Schedule B) | <input type="checkbox"/> All required schedules (including Schedule B) |
| <input type="checkbox"/> IRS Form 990-T | <input type="checkbox"/> IRS Form 990-T | <input type="checkbox"/> IRS Form 990-T |

| |
|--|
| Additional Article 7-A Document Attachment Requirement |
| <u>Independent Accountant's Report</u> |
| <input checked="" type="checkbox"/> Audit Report (total support & revenue more than \$250,000) |
| <input type="checkbox"/> Review Report (total support & revenue \$100,001 to \$250,000) |
| <input type="checkbox"/> No Accountant's Report Required (total support & revenue not more than \$100,000) |

Bureau of Charitable Organizations
207 North Office Building
Harrisburg, Pennsylvania 17120

Telephone: (717) 783-1720
(800) 732-0999 (within PA only)
Fax: (717) 783-6014

Website: www.dos.state.pa.us/charities
Tracy L. McCurdy, Director

Commonwealth of
Pennsylvania
Department of State

For Official Use Only

Approved: _____

RF: _____

AF: _____

LF: _____

Fee Received: _____

Charitable Organization Registration Statement - Form BCO-10

Check if registering voluntarily
(See note under "important information")

Certificate Number: 004038
(Renewals Only)

Fiscal Year Ended: 12/31/2010

Employer Identification Number (EIN): 13-1635251

1. Legal name of organization: THE ACTORS FUND OF AMERICA

Check if name change Previous name: _____

2. All other names used to solicit contributions: NONE

3. Contact person: _____

Contact's E-mail: _____

Physical address or organization: (Required) 729 SEVENTH AVENUE, 10TH FLOOR

Mailing address: (if different than physical) _____

City: NEW YORK

City: _____

State: NY Zip code: 10019

State: _____ Zip code: _____

County: MANHATTAN

800 number: _____

Phone number: 212 221-7300

Fax number: 212 764-0238

E-mail (if different that Contact's E-mail): _____

Website: _____

4. Names, addresses, and telephone numbers of all offices, chapters, branches, auxiliaries, affiliates, or other subordinate units located in Pennsylvania: (Attach separate sheet if necessary)

5. For Organizations described in Section 162.7(a) of the Act, check section that describes organization: (See footnote #2 of instructions. Volunteer registrants do not respond.)

162.7(a)(1) 162.7(a)(2)
162.7(a)(3) 162.7(a)(4) Not Applicable

6. List type of organization (e.g. corporation, association, etc.): CORPORATION
Where established: NEW YORK Date established:**

*** (Initial registrants must submit copies of organizational documents such as charter, articles of incorporation, constitution, or other organizational instrument, and by-laws.)*

7. Is any person compensated, or do you intend to compensate any person, for soliciting contributions in Pennsylvania, including employees of the organization and professional solicitors? Yes No (Do not check "Yes" if you only use or intend to only use a professional fundraising counsel.)

If "Yes", give date person or entity started or will start soliciting contributions from Pennsylvania residents. ___/___/___

Items 8 and 9 are required to be completed by initial registrants only

8. Date organization first solicited contributions from Pennsylvania residents: ___/___/___

9. If organization solicited Pennsylvania residents and received gross* contributions totaling more than \$25,000 during the fiscal year covered by this registration statement, or during its current fiscal year, give date contributions first totaled more than \$25,000. ___/___/___
**Includes contributions received both within and outside Pennsylvania*

10. Has organization been granted IRS tax-exempt status? Yes No (If "Yes", please submit copy of IRS exemption letter if not previously submitted.)

A. If "Yes", under which IRS code section: 501 (C) (3)

B. Has organization's tax-exempt status ever been denied, revoked, or modified? Yes No (If "Yes" attach copy of denial, revocation, or modification.)

11. Was the organization required to file an IRS 990 return and applicable schedules for its most recently completed fiscal year? Yes No
(If "No", attach explanation of why organization is exempt from filing an IRS 990 return. An organization that is not required to file an IRS 990 return must file a Pennsylvania public disclosure form BCO-23. This includes and organization that files a 990N, 990EZ, or 990PF.)

12. A clear description of the specific programs for which contributions will be used, and a statement whether such programs are planned or in existence:

ATTACHMENT 1

13. Manner in which contributions are solicited (e.g. direct mail, telephone, internet, etc.):

ATTACHMENT 2

14. Is organization registered to solicit contributions in any other state or municipality? Yes No (If "Yes", list all states and municipalities. Attach separate sheet if necessary.)

ATTACHMENT 3

15. Names, addresses, and telephone numbers of all professional solicitors you use or intend to use to solicit contributions from Pennsylvania residents. For each entry, include the beginning and ending dates of all contracts, and dates Pennsylvania residents where first solicited, or will be solicited: (Attach separate sheet if necessary.)

16. Names, addresses, and telephone numbers of all professional fundraising counsels you use or intend to use to provide services with respect to the solicitation of contributions from Pennsylvania residents. For each entry, include the beginning and ending dates of all contracts, and dates service began, or will begin, with respect to soliciting contributions from Pennsylvania residents: (Attach separate sheet if necessary.)

ATTACHMENT 4

17. Names, addresses, and telephone numbers of any commercial coventures under contract with your organization:

18. If you are a parent organization located in Pennsylvania, do you elect to file a combined registration covering all of your Pennsylvania affiliates?

Yes No Not Applicable (See note under "important information")

If "Yes", give all names and certificate numbers of your affiliate organizations:
(For each affiliate whose parent organization files a Form IRS 990 group return, it must file a form BCO-23, in addition to filing a copy of the organization's Form IRS 990 return.)

19. Are you a Pennsylvania affiliate of a parent organization, which elected to file a combined registration on your behalf? Yes No (See note under "important information")

If "Yes", provide the name and, if available, certificate # of your parent organization. (For each affiliate whose parent organization files a Form IRS 990 group return, it must file a form BCO-23, in addition to filing a copy of the organization's Form IRS 990 return.)

(Legal name of parent organization)

(Certificate #)

20. Does your organization share contributions or other revenue with any other nonprofit corporation or unincorporated association? Yes No (If "Yes", attach an explanation listing name, address, type of organization, and relationship to your organization.)

21. Does your organization share formal governance with any other nonprofit corporation or unincorporated association? Yes No (If "Yes", attach an explanation listing name, address, type of organization, and relationship to your organization.)

22. Does any other domestic or foreign organization own a 10% or greater interest in your organization? Yes No (If "Yes", attach the following information for each other domestic or foreign organization: name and type of organization, whether organization of for-profit or nonprofit, and relationship of organization to your organization.)

23. Does your organization own a 10% or greater interest in any other domestic or foreign organization? Yes No (If "Yes", attach the following information for each other domestic or foreign organization: name and type of organization, whether organization is for-profit or nonprofit, and relationship of organization to your organization.)

24. Provide the names and addresses of all officers, directors, trustees, and principal salaried executive staff officers: (Attach separate sheet if necessary)

ATTACHMENT 8

25. Names and addresses for: (Attach separate sheet if necessary)

A. Individual(s) in charge of solicitation activities:

ATTACHMENT 6

B. Individual(s) with final responsibility for the custody of contributions:

ATTACHMENT 5

C. Individual(s) with final responsibility for final distribution of contributions:

D. Individual(s) responsible for custody of financial records:

ATTACHMENT 7

26. If you answer "Yes" to any of the following, attach a list of related individuals with names, business, and residence addresses of related parties. Are any officers, directors, trustees, or employees related by blood, marriage, or adoption to:

A. Any other officer, director, trustee, or employee? Yes No

B. Any officer, agent, or employee of any professional fundraising counsel or solicitor under contract with organization? Yes No

C. Any supplier or vendor providing goods or services? Yes No

27. If you answer "Yes" to any of the following, attach full written explanations, including reasons for actions, and copies of all relevant documents. Has organization or any of its present officers, directors, executive personnel, trustees, employees, or fundraisers:

A. Been found to have engaged in unlawful practices in the solicitation of contributions or administration of charitable assets or been enjoined from soliciting contributions or are such proceedings pending in this or any other jurisdiction? Yes No

B. Had its registration or license to solicit contributions denied, suspended, or revoked by any governmental agency? Yes No

C. Entered into any legally enforceable agreement such as a consent agreement, and assurance of voluntary compliance or discontinuance with any district attorney, Office of Attorney General, or other local or state governmental agency? Yes No

I certify that the information provided in this registration, including all statements and documentation, is true and correct. I understand that the falsification of any statement or documentation is subject to criminal penalties for unsworn falsifications pursuant to 18 PA. C.S. § 49004.

Signature of Chief Fiscal Officer

Date _____

Type or Print Name and Title of Chief Fiscal Officer

Signature of Another Authorized Officer

Date _____

Type or Print Name and Title of Another Authorized Officer

Checklist

- Original Registration Statement Properly Signed and Dated
- A Copy of Form IRS 990 Return and Required Schedules Signed and Dated by an Authorized Officer
- Form BCO-23, if Required
- Applicable Financial Statements
- Registration Fee and any Late Filing Fees
- Additional Filings, if an Initial Registrant

PROGRAMS FOR WHICH CONTRIBUTION WILL BE USED (LINE 12)

CONTRIBUTIONS ARE USED FOR PROGRAMS INCLUDING SOCIAL AND HEALTH SERVICES, EMPLOYMENT/TRAINING, EMERGENCY ASSISTANCE AND SUPPORTIVE/AFFORDABLE HOUSING.

MANNER IN WHICH CONTRIBUTION ARE SOLICITED LINE 13)

DIRECT MAIL

LIST ALL STATES AND MUNICIPALITIES (LINE 14)

CALIFORNIA, ILLINOIS, NEW JERSEY, AND NEW YORK

ATTACHMENT 4PROFESSIONAL FUND RAISING COUNSEL (LINE 16)

| NAME AND ADDRESS | PHONE NUMBER | CONTRACT DATES |
|---|--------------|-----------------------|
| COMMUNITY COUNSELLING SVC 461 FIFTH AVENUE NEW YORK, NY 10017 | 212-695-1175 | 01/01/2010-08/30/2010 |
| CHARITY BUZZ 437 FIFTH AVENUE, 11TH FLOOR NEW YORK, NY 10016 | 212-243-3900 | 01/01/2010-12/31/2010 |
| CATHY MCNAMARA, INC. 1325 SIXTH AVENUE, 27TH FLOOR NEW YORK, NY 10019 | 212-786-6055 | 01/01/2010-06/30/2010 |

ATTACHMENT 5

INDIVIDUAL(S) RESPONSIBLE FOR CONTRIBUTIONS (LINE 25)

NAME AND ADDRESS

J. BENINCASA
729 SEVENTH AVENUE
NEW YORK, NY 10019

ATTACHMENT 6

INDIVIDUAL(S) RESPONSIBLE FOR SOLICITATION ACTIVITIES (LINE 25)

NAME AND ADDRESS

J. BENINCASA
729 SEVENTH AVENUE
NEW YORK, NY 10019

INDIVIDUAL(S) RESPONSIBLE FOR CUSTODY OF FINANCIAL RECORDS (LINE 25)

ATTACHMENT 7

NAME AND ADDRESS

CONNIE YOO
729 SEVENTH AVENUE
NEW YORK, NY 10019

ATTACHMENT 8

OFFICERS, DIRECTORS, TRUSTEES, AND EXECUTIVE STAFF OFFICERS (LINE 24)

NAME, ADDRESS AND TITLE

SEE FORM 990 PART VII