

IRS e-file Signature Authorization for an Exempt Organization

For calendar year 2012, or fiscal year beginning 01/01 2012, and ending 12/31 2012

2012

Department of the Treasury Internal Revenue Service

Do not send to the IRS. Keep for your records.

Name of exempt organization THE ACTORS' FUND OF AMERICA

Employer identification number 13-1635251

Name and title of officer CONNIE YOO, CFO

Part I Type of Return and Return Information (Whole Dollars Only)

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

Table with 5 rows (1a-5a) and 2 columns (b, amount). Row 1a: Form 990 check here [X] b Total revenue, if any (Form 990, Part VIII, column (A), line 12) 1b 28660883.

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

[X] I authorize GRANT THORNTON LLP to enter my PIN 26236 as my signature

on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

[] As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature [Signature]

Date 11/7/2013

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

13037236605 do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature [Signature]

Date 11/7/2013

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

For Paperwork Reduction Act Notice, see back of form.

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 2012 calendar year, or tax year beginning , **2012**, 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) 729 7TH AVENUE	Room/suite 10	G Gross receipts \$ 33,161,714.
	City, town or post office, state, and ZIP code 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		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		H(c) Group exemption number	
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 IS A NATIONAL HUMAN SERVICES ORGANIZATION PROVIDING HOUSING, SOCIAL SERVICES, HEALTH SERVICES, AND EMPLOYMENT/TRAINING PROGRAMS TO ALL PERFORMING ARTS AND ENTERTAINMENT PROFESSIONALS.		
	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)	48.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	48.
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	329.
	6	Total number of volunteers (estimate if necessary)	153.
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0
7b	Net unrelated business taxable income from Form 990-T, line 34	0	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year: 15,499,324. Current Year: 15,986,602.
	9	Program service revenue (Part VIII, line 2g)	12,342,275. 11,324,445.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	872,404. 937,325.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	286,578. 412,511.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	29,000,581. 28,660,883.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,491,428. 3,959,891.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0 0
Expenses	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	14,844,191. 15,957,545.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0 121,413.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,283,611.	
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,789,220. 8,318,392.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	27,124,839. 28,357,241.
	19	Revenue less expenses. Subtract line 18 from line 12	1,875,742. 303,642.
	Net Assets or Fund Balances	20	Total assets (Part X, line 16)
21		Total liabilities (Part X, line 26)	27,239,699. 25,597,422.
22		Net assets or fund balances. Subtract line 21 from line 20	26,800,417. 29,795,503.

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: SCOTT THOMPSETT Preparer's signature: _____ Date: _____ Check <input type="checkbox"/> if self-employed PTIN: P00741490
	Firm's name: GRANT THORNTON LLP Firm's EIN: 36-6055558
	Firm's address: 666 THIRD AVENUE NEW YORK, NY 10017-4057 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

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

4a (Code:) (Expenses \$ 10,912,913. including grants of \$ 2,811,691.) (Revenue \$ 1,283,183.) HUMAN SERVICES (SOCIAL SERVICES + EMPLOYMENT & TRAINING + HEALTH SERVICES)

THE FUND HELPED 13,523 PEOPLE THROUGH ITS PROGRAMS AND OVER 400,000 THROUGH ITS ON-LINE TRAINING AND INFORMATION SERVICES. THESE COMPREHENSIVE PROGRAMS ARE DESIGNED TO MEET THE CRITICAL NEEDS OF ENTERTAINMENT PROFESSIONALS THROUGHOUT THEIR LIVES. (SEE SCHEDULE O)

4b (Code:) (Expenses \$ 10,892,491. including grants of \$ 0) (Revenue \$ 9,517,063.) SKILLED NURSING CARE & ASSISTED LIVING FACILITY

WE OPERATE 124-BEDS OF ASSISTED LIVING AND SKILLED NURSING CARE AT THE LILLIAN BOOTH ACTORS HOME IN ENGLEWOOD, NEW JERSEY. LAST YEAR, 152 PEOPLE RESIDED THERE AND RECEIVED HIGH QUALITY CARE. THE HOME REALIZED FULL OCCUPANCY WITH SHORT STAYS IN HOSPITALS RESULTING IN "BED HOLDS" (97% OCCUPANCY IN SKILLED NURSING FACILITY AND 95% IN ASSISTED LIVING). THE HOME ACHIEVED THE HIGHEST RATING POSSIBLE, FIVE STARS, FROM THE FEDERAL GOVERNMENT'S DEPARTMENT OF HEALTH (AND WAS RECOGNIZED BY US NEWS & WORLD REPORT AS AMONG THE BEST AND RECEIVED A "PERFECT SURVEY" BY THE STATE OF NEW JERSEY). (SEE SCHEDULE O)

4c (Code:) (Expenses \$ 2,944,873. including grants of \$ 1,148,200.) (Revenue \$ 524,199.) 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. (SEE SCHEDULE O)

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

4e Total program service expenses 24,750,277.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

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, backup withholding, Form W-3, foreign accounts, prohibited tax shelter transactions, annual gross receipts, and Form 8282.

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 columns for question number, description, and Yes/No checkboxes. Questions include: 1a Enter the number of voting members of the governing body... 1b Enter the number of voting members included in line 1a... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of the organization's assets... 6 Did the organization have members or stockholders... 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body... 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body... 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body? 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

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

Table with columns for question number, description, and Yes/No checkboxes. Questions include: 10a Did the organization have local chapters, branches, or affiliates? b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? b Describe in Schedule O the process, if any, used by the organization to review this Form 990. 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 13 Did the organization have a written whistleblower policy? 14 Did the organization have a written document retention and destruction policy? 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

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 (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: 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

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

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

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

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

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

(A) Name and Title	(B) Average hours per Week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOSEPH BENINCASA PRESIDENT & CEO (NON-VOTING)	50.00 10.00	X	X					361,056.	0	92,622.
(2) BRIAN STOKES MITCHELL CHAIRMAN OF THE BOARD	10.00	X	X					0	0	0
(3) MARC GRODMAN, M.D. SECRETARY	5.00	X	X					0	0	0
(4) ABBY SCHROEDER ASSISTANT SECRETARY	5.00	X	X					0	0	0
(5) STEVE KALAFER TREASURER	5.00	X	X					0	0	0
(6) LEE H. PERLMAN ASSISTANT TREASURER	5.00	X	X					0	0	0
(7) PHILIP S. BIRSH VICE CHAIR	5.00	X	X					0	0	0
(8) BEBE NEUWIRTH VICE CHAIR	5.00	X	X					0	0	0
(9) PHILIP J. SMITH VICE CHAIR	5.00	X	X					0	0	0
(10) ALEC BALDWIN TRUSTEE	1.00	X						0	0	0
(11) ANNETTE BENING TRUSTEE	1.00	X						0	0	0
(12) JED W. BERNSTEIN TRUSTEE	1.00	X						0	0	0
(13) JEFFREY BOLTON TRUSTEE	1.00	X						0	0	0
(14) JOHN BREGGIO 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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) EBS BURNOUGH TRUSTEE	1.00	X					0	0	0	
16) JAMES J. CLAFFEY, JR. TRUSTEE	1.00	X					0	0	0	
17) NANCY COYNE TRUSTEE	1.00	X					0	0	0	
18) MERLE DEBUSKEY TRUSTEE	1.00	X					0	0	0	
19) RICK ELICE TRUSTEE	1.00	X					0	0	0	
20) JANICE REALS ELLIG TRUSTEE	1.00	X					0	0	0	
21) JOYCE GORDON TRUSTEE	1.00	X					0	0	0	
22) MARC HOSTETTER TRUSTEE	1.00	X					0	0	0	
23) KEN HOWARD TRUSTEE	1.00	X					0	0	0	
24) DAVID HENRY HWANG TRUSTEE	1.00	X					0	0	0	
25) ANITA JAFFE TRUSTEE	1.00	X					0	0	0	
1b Sub-total							361,056.	0	92,622.	
c Total from continuation sheets to Part VII, Section A							1,261,050.	0	262,951.	
d Total (add lines 1b and 1c)							1,622,106.	0	355,573.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **9**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 1		

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
26) KATE EDELMAN JOHNSON TRUSTEE	1.00	X						0	0	0
27) MICHAEL KERKER TRUSTEE	1.00	X						0	0	0
28) STEWART F. LANE TRUSTEE	1.00	X						0	0	0
29) PAUL LIBIN TRUSTEE	1.00	X						0	0	0
30) MATTHEW LOEB TRUSTEE	1.00	X						0	0	0
31) KRISTEN MADSEN TRUSTEE	1.00	X						0	0	0
32) KEVIN MCCOLLUM TRUSTEE	1.00	X						0	0	0
33) LIN-MANUEL MIRANDA TRUSTEE	1.00	X						0	0	0
34) JAMES L. NEDERLANDER TRUSTEE	1.00	X						0	0	0
35) MARTHA NELSON TRUSTEE	1.00	X						0	0	0
36) PHYLLIS NEWMAN TRUSTEE	1.00	X						0	0	0
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **9**

- 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
37) HAROLD PRINCE ----- TRUSTEE	1.00	X						0	0	0
38) ROBERTA REARDON ----- TRUSTEE	1.00	X						0	0	0
39) CHARLOTTE ST. MARTIN ----- TRUSTEE	1.00	X						0	0	0
40) THOMAS SCHUMACHER ----- TRUSTEE	1.00	X						0	0	0
41) DAVID STEINER ----- TRUSTEE	1.00	X						0	0	0
42) EDWARD D. TUREN ----- TRUSTEE	1.00	X						0	0	0
43) TOM VIOLA ----- TRUSTEE	1.00	X						0	0	0
44) HONEY WALDMAN ----- TRUSTEE	1.00	X						0	0	0
45) JOMARIE WARD ----- TRUSTEE	1.00	X						0	0	0
46) JOSEPH H. WENDER ----- TRUSTEE	1.00	X						0	0	0
47) B.D. WONG ----- TRUSTEE	1.00	X						0	0	0
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **9**

	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. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position* (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
48) NICK WYMAN ----- TRUSTEE	1.00	X					0	0	0	
49) GEORGE ZUBER ----- TRUSTEE	1.00	X					0	0	0	
50) BARBARA DAVIS ----- CHIEF OPERATING OFFICER	50.00 10.00			X			239,408.	0	47,158.	
51) CONNIE YOO ----- CHIEF FINANCIAL OFFICER	50.00 10.00			X			200,252.	0	44,527.	
52) TOM EXTON ----- CHIEF ADVANCEMENT OFFICER	50.00			X			189,339.	0	31,863.	
53) JORDAN STOHL ----- ADMINISTRATOR	50.00				X		148,584.	0	33,065.	
54) KEITH MCNUTT ----- DIRECTOR OF WESTERN REGION	50.00				X		128,517.	0	26,593.	
55) ISRAEL DURAN ----- DIRECTOR OF IT	35.00				X		111,710.	0	34,727.	
56) CAROL WILSON ----- DIRECTOR OF HUMAN RESOURCES	35.00				X		142,020.	0	16,095.	
57) MARIA BOX ----- DIRECTOR OF NURSING	40.00				X		101,220.	0	28,923.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **9**

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

			(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	382,595.			
	d Related organizations	1d				
	e Government grants (contributions)	1e	1,434,604.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	14,169,403.			
	g Noncash contributions included in lines 1a-1f: \$		287,839.			
	h Total. Add lines 1a-1f		15,986,602.			
Program Service Revenue	2a NET PATIENT SERVICE REVENUE	Business Code				
		900099	7,467,015.	7,467,015.		
	b NET RESIDENT SERVICES REVENUE	900099	1,974,037.	1,974,037.		
	c HUMAN SERVICES	900099	1,883,393.	1,883,393.		
	d _____					
	e _____					
	f All other program service revenue					
g Total. Add lines 2a-2f		11,324,445.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		545,132.			545,132.
	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		3,260,629.	37,127.		
	b Less: cost or other basis and sales expenses		2,874,436.	31,127.		
	c Gain or (loss)		386,193.	6,000.		
	d Net gain or (loss)			392,193.		392,193.
	8a Gross income from fundraising events (not including \$ 382,595. of contributions reported on line 1c). See Part IV, line 18	a	2,007,779.			
	b Less: direct expenses	b	1,595,268.			
	c Net income or (loss) from fundraising events			412,511.		412,511.
	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 _____						
b _____						
c _____						
d All other revenue						
e Total. Add lines 11a-11d			0			
12 Total revenue. See instructions			28,660,883.	11,324,445.		1,349,836.

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,144,162.	1,144,162.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	2,815,729.	2,815,729.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. 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	1,061,484.	632,509.	247,503.	181,472.
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	10,521,734.	9,476,122.	387,885.	657,727.
8 Pension plan accruals and contributions (Include section 401(k) and 403(b) employer contributions)	1,328,650.	1,190,180.	48,433.	90,037.
9 Other employee benefits	2,105,191.	1,935,052.	59,077.	111,062.
10 Payroll taxes	940,486.	837,371.	44,663.	58,452.
11 Fees for services (non-employees):				
a Management	0			
b Legal	93,095.	83,342.	6,133.	3,620.
c Accounting	169,424.	66,215.	95,066.	8,143.
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	121,413.			121,413.
f Investment management fees	124,077.		124,077.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	1,428,996.	1,190,651.	61,887.	176,458.
12 Advertising and promotion	25,051.	25,051.		
13 Office expenses	686,609.	469,720.	46,248.	170,641.
14 Information technology.	275,242.	219,234.	17,860.	38,148.
15 Royalties	0			
16 Occupancy	1,835,758.	1,568,675.	103,532.	163,551.
17 Travel	170,371.	124,475.	8,815.	37,081.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	214,224.	201,181.	4,759.	8,284.
20 Interest	317,663.	270,908.	46,129.	626.
21 Payments to affiliates.	0			
22 Depreciation, depletion, and amortization	1,155,330.	1,122,779.	12,596.	19,955.
23 Insurance	238,827.	220,205.	7,337.	11,285.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a NURSING HOME/ASSISTED LIVING	899,663.	899,663.		
b FUNDRAISING EXPENSES	386,364.			386,364.
c BAD DEBT EXPENSE	280,166.	242,166.		38,000.
d COMMUNICATION EXPENSE	17,532.	14,887.	1,353.	1,292.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	28,357,241.	24,750,277.	1,323,353.	2,283,611.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	1,473,824.	1	1,572,288.
	2	Savings and temporary cash investments	63,610.	2	18,054.
	3	Pledges and grants receivable, net	5,465,009.	3	4,316,636.
	4	Accounts receivable, net	1,538,286.	4	1,902,515.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	260,470.	9	464,392.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 27,527,278.		
	b	Less: accumulated depreciation	10b 15,529,192.	10c	11,998,086.
	11	Investments - publicly traded securities	14,467,350.	11	16,312,771.
	12	Investments - other securities. See Part IV, line 11	0	12	0
	13	Investments - program-related. See Part IV, line 11	7,700,000.	13	7,700,000.
	14	Intangible assets	0	14	0
	15	Other assets. See Part IV, line 11	10,052,714.	15	11,108,183.
16	Total assets. Add lines 1 through 15 (must equal line 34)	54,040,116.	16	55,392,925.	
Liabilities	17	Accounts payable and accrued expenses	3,489,376.	17	4,055,775.
	18	Grants payable	0	18	0
	19	Deferred revenue	98,963.	19	110,691.
	20	Tax-exempt bond liabilities	6,232,038.	20	5,954,356.
	21	Escrow or custodial account liability. Complete Part IV of Schedule D	2,353,842.	21	2,593,203.
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	1,500,000.	23	1,000,000.
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	13,565,480.	25	11,883,397.
	26	Total liabilities. Add lines 17 through 25	27,239,699.	26	25,597,422.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	7,240,099.	27	9,550,975.
	28	Temporarily restricted net assets	4,328,046.	28	3,789,679.
	29	Permanently restricted net assets	15,232,272.	29	16,454,849.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	26,800,417.	33	29,795,503.	
34	Total liabilities and net assets/fund balances.	54,040,116.	34	55,392,925.	

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	28,660,883.
2	Total expenses (must equal Part IX, column (A), line 25)	2	28,357,241.
3	Revenue less expenses. Subtract line 2 from line 1	3	303,642.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	26,800,417.
5	Net unrealized gains (losses) on investments	5	1,020,505.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	1,670,939.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	29,795,503.

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	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	
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)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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-Non-functionally integrated
- 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
11g(i)		
11g(ii)		
11g(iii)		
- (ii) A family member of a person described in (i) above?

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

	Yes	No
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 monetary 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) 2012

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) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (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; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (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; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012 (77.60%); 15 Public support percentage from 2011 Schedule A, Part II, line 14 (77.84%); 16a 33 1/3% support test - 2012 (checked); 16b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; 17b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 - 2011. 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; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
GROSS SPECIAL EVENTS INCOME	2,086,010.	1,556,383.	1,644,480.	2,174,681.	2,007,779.	9,469,333.
POST-RETIREMENT BENEFIT SETTLE			1,842,500.			1,842,500.
TOTALS	<u>2,086,010.</u>	<u>1,556,383.</u>	<u>3,486,980.</u>	<u>2,174,681.</u>	<u>2,007,779.</u>	<u>11,311,833.</u>

Schedule of Contributors

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

2012

Name of the organization
THE ACTORS' FUND OF AMERICA

Employer identification number
13-1635251

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total 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 total 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 Part I, 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). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BROADWAY CARES/EQUITY FIGHTS AIDS 165 WEST 46TH STREET NEW YORK, NY 10036	\$ 4,097,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ESTATE OF DAVID O. HABIB 1 CHASE PLAZA NEW YORK, NY 10005	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	WRITERS GUILD OF AMERICA, WEST 7000 WEST THIRD STREET LOS ANGELES, CA 90048	\$ 977,095.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ESTATE OF MARION LEDERER 4123 LANKERSHIM BLVD. NORTH HOLLYWOOD, CA 91602	\$ 525,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	SCREEN ACTORS GUILD - IACF 5757 WILSHIRE BLVD. LOS ANGELES, CA 90036	\$ 524,891.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	EDWIN LESTER CHARITABLE TRUST ONE WILSHIRE BLVD. LOS ANGELES, CA 90017	\$ 490,000.	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 I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	NYC HUMAN RESOURCES ADMINISTRATION ----- 12 WEST 14TH STREET ----- NEW YORK, NY 10011 -----	\$ 1,231,053. -----	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	-----	\$ ----- -----	Person <input 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). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----

Name of organization THE WORKERS' FUND OF AMERICA

Employer identification number
13-1635251

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
-----	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2012

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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

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 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year. (a) Total number of conservation easements, (b) Total acreage restricted by conservation easements, (c) Number of conservation easements on a certified historic structure included in (a), (d) Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

Table with 2 columns: Amounts. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X, 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X

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

Schedule D (Form 990) 2012

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

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 XIII and complete the following table:

Table with columns for Amount and rows for 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 XIII. Check here if the explanation has been provided in Part XIII.

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

Table with columns (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back and rows 1a-1g for various endowment metrics

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

- a Board designated or quasi-endowment, b Permanent endowment, c Temporarily restricted endowment

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

Table with columns Yes, No and rows 3a(i) unrelated organizations, 3a(ii) related organizations

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

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

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

Table with columns (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value and rows 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other

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	4,782,533.
(2) GIFT ANNUITY FUND	2,494,735.
(3) AMTS HELD ON BEHALF OF OTHERS	2,593,203.
(4) INTERCOMPANY RECEIVABLES	987,808.
(5) DEFERRED FINANCING COST	249,904.
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	11,108,183.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ANNUITY PAYMENT LIABILITY	3,534,415.
(3) POST RETIREMENT BENEFITS OBLIG	7,637,758.
(4) MISCELLANEOUS	711,224.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	11,883,397.

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

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

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

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

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

Part XIII 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, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIII Supplemental Information (continued)

ESCROW AND CUSTODIAL ARRANGEMENTS

SCHEDULE D, PART IV

CASH HELD ON BEHALF OF OTHERS REPRESENTS UNCLAIMED FUNDS ENTRUSTED TO THE ACTORS FUND COLLECTED FROM ENTERTAINMENT EMPLOYERS FOR UNEMANCIPATED MINORS RENDERING ARTISTIC OR CREATIVE SERVICES PURSUANT TO CALIFORNIA LAW (FAMILY CODE SECTIONS 6750-6753) THE ESTABLISHMENT OF SUCH ACCOUNT IS KNOWN AS THE 'COOGAN ACCOUNT' IN THE INDUSTRY. THE ACTORS FUND HAS BEEN DESIGNATED AS THE TRUSTEE OF THE UNCLAIMED ACCOUNTS. UPON PRESENTATION OF APPROPRIATE DOCUMENTATION, THE ACTORS FUND PAYS THE UNCLAIMED FUNDS TO THE COOGAN ACCOUNT OF THE BENEFICIARY. IF THE BENEFICIARY HAS ATTAINED THE AGE OF 18 (EIGHTEEN) OR IS LEGALLY EMANCIPATED THE UNCLAIMED FUNDS ARE PAID TO THE BENEFICIARY. IF THE BENEFICIARY IS DECEASED, THE UNPAID FUNDS ARE PAID TO HIS/HER ESTATE. CASH HELD BY THE ACTORS FUND ON BEHALF OF BENEFICIARIES IS OFFSET BY A CORRESPONDING LIABILITY IN THE ACCOMPANYING STATEMENT OF FINANCIAL POSITION. CASH HELD ON BEHALF OF OTHERS CONSIST OF FUNDS INVESTED PRINCIPALLY IN MONEY MARKET FUNDS AND FIXED-INCOME SECURITIES AND AS OF DECEMBER 31, 2012 AND 2011 ARE CLASSIFIED WITHIN LEVEL 1.

ENDOWMENT FUNDS

SCHEDULE D, PART V

THE ACTORS' FUND OF AMERICA HOLDS AN ENDOWMENT FUND. 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

Part XIII Supplemental Information (continued)

SUPPORT CHARITABLE PROGRAMS, SPECIAL EVENTS AND ITS OVERALL CHARITABLE MISSION.

FIN 48

PART X

UNDER THE ACCOUNTING STANDARDS CODIFICATION TOPIC 740, "ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES," ISSUED BY THE FINANCIAL ACCOUNTING STANDARDS BOARD ("FASB") GUIDANCE WAS ISSUED WHICH 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. THE ACTORS FUND DOES NOT BELIEVE IT 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 MAY BE CONSIDERED TAX POSITIONS. THE TAX YEARS ENDING 2010, 2011 AND 2012 REMAIN OPEN TO AUDIT FOR BOTH FEDERAL AND STATE PURPOSES.

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

2012

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

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

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

(i) Name 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 RESOURCE & EVENT MGMT LTD.	CONSULTANT	X		658,361.	115,000.	543,361.
2 CHARITY BUZZ	AUCTION	X		29,077.	6,413.	22,664.
3						
4						
5						
6						
7						
8						
9						
10						
Total				687,438.	121,413.	566,025.

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, DC, IL, MD, NJ, NY, PA, VA,

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	BOOK OF MORMON	51.	(add col. (a) through col. (c))	
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts	658,361.	153,840.	1,578,173.	2,390,374.
	2	Less: Contributions	110,250.	2,443.	269,902.	382,595.
	3	Gross income (line 1 minus line 2)	548,111.	151,397.	1,308,271.	2,007,779.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	55,236.		56,937.	112,173.
	7	Food and beverages	69,226.		49,249.	118,475.
	8	Entertainment	9,658.		5,981.	15,639.
	9	Other direct expenses	41,653.	5,931.	1,301,397.	1,348,981.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				
11	Net income summary. Combine line 3, column (d), and line 10					412,511.

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

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

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

a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

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 ▶ _____

- 15 a 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).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ACTORS' FUND OF AMERICA

**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

2012

Open to Public
Inspection

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. Yes No

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	ACTORS FOND HOUSING DEVELOPMENT CORP C/O THE ACTORS' FUND NEW YORK, NY 10019	80-0522071	501(C)(3)	1,144,162.		N/A	N/A	HOUSING SUBSIDY
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

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

Schedule I (Form 990) (2012)

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	3,284.	2,815,729.			
2					
3					
4					
5					
6					
7					

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

GRANTS

PART I, LINE 2

THE ACTORS FUND HAS IMPLEMENTED SEVERAL PROTOCOLS TO ENSURE THAT ALL

GRANT RECIPIENTS USE THE FUNDS IN THE MANNER INTENDED:

1. AT ALL 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. WHEN THIS OCCURS, THE GRANTEE MUST PROVIDE PROOF THAT THE GRANT WAS USED

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.

1	(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
2						
3						
4						
5						
6						
7						

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

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

SHOWING PAYMENT, FOOD PURCHASE RECEIPTS, ETC.

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

IN 2012, THE ACTORS FUND MADE A CAPITAL CONTRIBUTION TO A RELATED PARTY,

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, Part III, column (b), and any other additional information.

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)**

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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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 checked="" 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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> 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? **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
1b	X	
2	X	
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) 2012

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JOSEPH BENINCASA PRESIDENT & CEO (NON-VOTING)	(i) 293,984. (ii) 0 (iii) 67,072.	0	0	68,947.	23,675.	453,678.	0
2 BARBARA DAVIS CHIEF OPERATING OFFICER	(i) 221,413. (ii) 5,000. (iii) 12,995.	0	0	29,483.	17,675.	286,566.	0
3 CONNIE YOO CHIEF FINANCIAL OFFICER	(i) 184,757. (ii) 5,000. (iii) 10,495.	0	0	26,852.	17,675.	244,779.	0
4 TOM EXTON CHIEF ADVANCEMENT OFFICER	(i) 189,264. (ii) 0 (iii) 75.	0	0	14,188.	17,675.	221,202.	0
5 JORDAN STOHL ADMINISTRATOR	(i) 143,509. (ii) 5,000. (iii) 75.	0	0	16,642.	16,423.	181,649.	0
6 KEITH MCNUTT DIRECTOR OF WESTERN REGION	(i) 127,533. (ii) 0 (iii) 984.	0	0	18,381.	8,212.	155,110.	0
7 CAROL WILSON DIRECTOR OF HUMAN RESOURCES	(i) 64,236. (ii) 0 (iii) 77,784.	0	0	8,303.	7,792.	158,115.	0
8							
9							
10							
11							
12							
13							
14							
15							
16							

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 1A

FIRST-CLASS OR CHARTER TRAVEL

AS PART OF A SPONSORSHIP AGREEMENT, UNITED AIRLINES, INC. PROVIDED THE

ACTORS FUND WITH TRAVEL VOUCHERS. IN 2012, 2 FIRST CLASS VOUCHERS WERE USED BY TRUSTEES.

TAX INDEMNIFICATION AND GROSS-UP PAYMENT

THE ACTORS FUND PROVIDED A TAX GROSS-UP FOR ITS SUPPLEMENTAL RETIREMENT PLAN. THESE AMOUNTS HAVE BEEN REPORTED AS TAXABLE WAGES IN SCHEDULE J, PART II, COLUMN (B) (III).

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

CAROL WILSON, DIRECTOR OF HUMAN RESOURCES, RECEIVED A SEVERANCE PAYMENT IN CALENDAR YEAR 2012. THIS SEVERANCE PAYMENT HAS BEEN REFLECTED IN SCHEDULE J, PART II, COLUMN (B) (III).

**SCHEDULE K
(Form 990)**

NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

OMB No. 1545-0047

2012

Open to Public Inspection

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 in Part VI.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

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
B											
C											
D											

Part II Proceeds

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Amount of bonds retired								
2 Amount of bonds legally defeased		1,045,644.						
3 Total proceeds of issue		101,861.						
4 Gross proceeds in reserve funds		7,095,621.						
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds								
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds		7,000,000.						
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion		2010						

	A		B		C		D	
	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

1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?									
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) 2012

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Part III Private Business Use (Continued) NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY

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

Part IV Arbitrage

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

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

FORM 990, SCHEDULE K, LINE 3

THE AMOUNT REPRESENTED AS THE TOTAL BOND ISSUE - \$7,095,621 INCLUDES

\$95,621 IN THE BOND INTEREST EARNED ON THE BOND HOLDINGS, THIS EXPLAINS

THE DIFFERENCE BETWEEN THE ORIGINAL BOND ISSUE AMOUNT OF \$7,000,000 IN

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

**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

2012

**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	9.	287,839.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
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) (2012)

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

SCHEDULE M, 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.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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.

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

PROGRAM SERVICES

PART III, LINE 4A - 4D

PROGRAM ACCOMPLISHMENT 1: HUMAN SERVICES

THE ACTORS FUND HUMAN SERVICES OFFER COMPREHENSIVE PROGRAMS DESIGNED TO MEET THE CRITICAL NEEDS OF ENTERTAINMENT PROFESSIONALS THROUGHOUT THEIR LIVES. IN 2012, THE FUND HELPED 13,523 PEOPLE THROUGH ITS PROGRAMS AND OVER 400,000 THROUGH ITS ON-LINE TRAINING AND INFORMATION SERVICES.

SOCIAL SERVICES

THE FUND'S SOCIAL SERVICES HELP PEOPLE DEVELOP THE SKILLS AND RESOURCES NEEDED TO MANAGE THE FINANCIAL, EMOTIONAL AND HEALTH DEMANDS INHERENT IN THE VARIABLE WORK LIFE OF THE PERFORMING ARTS. SOCIAL WORKERS PROVIDE CRISIS INTERVENTION, INDIVIDUAL AND FAMILY COUNSELING, NEEDS ASSESSMENTS, SUPPORT SERVICES, TRAINING, INFORMATION AND REFERRALS. IN ADDITION, FINANCIAL ASSISTANCE IS PROVIDED FOR ESSENTIAL LIVING EXPENSES SUCH AS RENT, UTILITIES OR MEDICAL COSTS.

IN 2012, THE ACTORS FUND PROVIDED OVER \$2,861,221 IN EMERGENCY FINANCIAL ASSISTANCE AND HELPED 5,024 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, THE AMERICAN COMEDY FUND AND HOWL! HELPS. 237 PEOPLE IMPACTED BY SUPERSTORM

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SANDY RECEIVED \$286,594 AND AN ADDITIONAL \$94,649 WAS PROVIDED THROUGH OUR SCREENING FOR THE SAG FOUNDATION. IN 2012 THE ACTORS FUND LOS ANGELES OFFICE LAUNCHED ITS VOLUNTEER TAX ASSISTANCE PROGRAM HELPING 68 PEOPLE WITH FREE TAX PREPARATION SERVICES. 375 PEOPLE PARTICIPATED IN OUR SHORT-TERM SUPPORT AND EDUCATIONAL GROUPS SUCH AS FINANCIAL WELLNESS, HEALING THE DANCER, STRATEGIES FOR FIGHTING ANXIETY AND DEPRESSION AND THE HIV/AIDS SUPPORT GROUP. 624 PEOPLE PARTICIPATED IN OUR SEMINARS ON FINDING AND APPLYING FOR AFFORDABLE HOUSING, BUDGETING, MANAGING DEBT AND INVESTMENTS, CHEMICAL DEPENDENCY IN THE WORKPLACE AWARENESS AND RETIREMENT PLANNING.

YOUTH SERVICES

IN LOS ANGELES, THE ACTORS FUND LOOKING AHEAD PROGRAM ENHANCED THE ABILITY OF PROFESSIONAL YOUNG PERFORMERS, AGES 9-18, OF WHICH 32% ARE HOME-SCHOOLED, TO MAKE SUCCESSFUL TRANSITIONS TO ADULTHOOD BY BUILDING A MORE COHESIVE COMMUNITY FOR THEM AND BY EXPANDING THEIR OPPORTUNITIES TO EXPLORE NEW SOCIAL AND CAREER OPPORTUNITIES. THE FUND PROVIDED 14 EDUCATIONAL PROGRAMS, 16 COMMUNITY SERVICE ACTIVITIES, 24 SOCIAL EVENTS, 47 LEADERSHIP DEVELOPMENT WORKSHOPS, AND 70 TRAINING AND 200 MENTAL HEALTH COUNSELING SESSIONS FOR 273 YOUNG PERFORMERS AND 327 OF THEIR PARENTS.

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

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COMMUNITIES. PARAMOUNT AMONG THOSE NEEDS IS HEALTH CARE. THE ARTIST HEALTH INSURANCE RESOURCE CENTER (AHIRC) HELPS TO INCREASE ACCESS TO HEALTH CARE FOR UNINSURED AND UNDERINSURED ARTS WORKERS BY PROVIDING HEALTH INSURANCE COUNSELING AND INFORMATION ON ACCESSING HEALTH CARE FOR THE UN-INSURED. 2,781 PEOPLE RECEIVED HEALTH INSURANCE COUNSELING IN 2012. IN OUR OFFICES, AHIRC CONDUCTS 88 HEALTH INSURANCE WORKSHOPS AND AN ADDITIONAL 30 WORKSHOPS AROUND THE COUNTRY. THE FUND OPERATES A NATIONAL WEB-BASED HEALTH INSURANCE RESOURCE CENTER AND, IN 2012, 398,227 PEOPLE VISITED THE WEBSITE. OUR WEBSITE WWW.AHIRC.ORG HAS OVER 6,000 RESOURCES AND STATE-BY-STATE INFORMATION.

THE AL HIRSCHFELD FREE HEALTH CLINIC NOT ONLY PROVIDES EXCELLENT PRIMARY CARE FOR PEOPLE WHO ARE UNINSURED BUT ALSO CONSTANTLY SEEKS ACCESS TO AFFORDABLE TESTING AND SPECIALIST SERVICES FOR ITS CLIENTS. IN 2012, THE CLINIC PROVIDED 3,233 FREE MEDICAL VISITS TO 1,485 PEOPLE. THE CLINIC'S VOLUNTEER PHYSICIANS PROGRAM - BROADWAY DOCS - CONTRIBUTED 560 MEDICAL VISITS VALUED AT \$121,140 WITH LABORATORY TESTING VALUED AT \$253,027 DONATED BY BIO-REFERENCE LABS.

EMPLOYMENT AND TRAINING SERVICES

THE ACTORS FUND WORK PROGRAM (AWP) ASSISTS ENTERTAINMENT INDUSTRY AND PERFORMING ARTS PROFESSIONALS IN IDENTIFYING AND FINDING SIDELINE WORK AND NEW CAREERS. AWP IS A COMPREHENSIVE EMPLOYMENT AND TRAINING PROGRAM COMMITTED TO FOSTERING RESILIENCY AND SELF RELIANCE FOR INDUSTRY

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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, 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 TRANSFERABLE AND HIGHLY VALUED IN THE BROADER LABOR MARKET. THE ACTORS FUND WORK PROGRAM HELPS TO IDENTIFY AND APPLY THESE SKILLS TO OTHER WORK SETTINGS.

THE PROGRAM HAD 3,203 PARTICIPANTS IN 2012 AND PROVIDED 1315 INDIVIDUAL CAREER COUNSELING SESSIONS, HELD 26 SEMINARS WITH 1863 ATTENDEES, 11 WORKSHOPS (MULTIPLE SESSIONS) WITH 615 PARTICIPANTS AND 12 COMPUTER CLASSES WITH 259 ENROLLEES. 1,265 NEW JOBS WERE REPORTED BY PROGRAM PARTICIPANTS.

PROGRAM ACCOMPLISHMENT 2: SKILLED NURSING CARE & ASSISTED LIVING FACILITY

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. IN 2012, A TOTAL OF 152 PEOPLE RESIDED AT THE LILLIAN BOOTH ACTORS HOME. IN BEAUTIFUL SURROUNDINGS, THE LILLIAN BOOTH

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HOME PROVIDED HIGH QUALITY CARE FOR SENIORS THROUGH IT 82-BED SKILLED NURSING AND 42-ROOM ASSISTED LIVING FACILITY. THE HOME REALIZED 97% OCCUPANCY IN SKILLED NURSING FACILITY AND 95% IN ASSISTED LIVING. THE HOME ACHIEVED A 5 STAR RATING - THE HIGHEST RATING POSSIBLE - FROM THE DEPARTMENT OF HEALTH. IN 2012, THE HOME RE-ORGANIZED TO STRENGTHEN THE NURSING MANAGEMENT TEAM TO BETTER MEET THE FACILITY'S NEEDS AND IMPROVE EFFICIENCY AND PATIENT CARE. IT ENHANCED RESIDENT-CENTERED ACTIVITIES PROGRAMS AND DEVELOPED "INTERGENERATIONAL READING PROGRAM" ALLOWING HIGH FUNCTIONING RESIDENTS TO SHARE VARIOUS SKILLS, KNOWLEDGE AND LIFE EXPERIENCES WITH YOUNGER GENERATIONS. RESTRUCTURED ENHANCED UNIT ACTIVITIES WERE SCHEDULED TO INDIVIDUALIZE THE ACTIVITIES ACCORDING TO THE PATIENT'S INTEREST, ABILITIES AND THE LEVEL OF COGNITIVE FUNCTIONING. TEN STAFF COMPLETED A DEMENTIA CERTIFICATION PROGRAM.

PROGRAM ACCOMPLISHMENT 3: 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.

THE DOROTHY ROSS FRIEDMAN RESIDENCE (FORMERLY THE AURORA), A 178-UNIT AFFORDABLE, SUPPORTIVE HOUSING RESIDENCE ON WEST 57TH STREET IN MANHATTAN, PROVIDES HOUSING FOR LOW-INCOME ENTERTAINMENT PROFESSIONALS, SENIORS AND PERSONS WITH AIDS. IN 2012, 193 PEOPLE RESIDED AT THE FRIEDMAN. THE SOCIAL SERVICES AND A VIBRANT ACTIVITIES PROGRAM HELPED RESIDENTS BUILD COMMUNITY, FOCUS ON HEALTH AND WELLNESS AND STAY ENGAGED,

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CREATIVE AND ACTIVE.

IN WEST HOLLYWOOD, CA, THE ACTORS FUND, IN PARTNERSHIP WITH WEST HOLLYWOOD COMMUNITY HOUSING CORPORATION, PROVIDES 40 UNITS OF AFFORDABLE HOUSING TO PERSONS WITH HIV/AIDS AT THE PALM VIEW RESIDENCE. IN ADDITION TO REGULAR COMMUNITY - BUILDING WORKSHOPS, THE BUILDING OFFED WEEKLY YOGA AND PAINTING CLASSES.

THE SCHERMERHORN RESIDENCE IN DOWNTOWN BROOKLYN 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 CHRONIC MENTAL ILLNESS. CREATED IN A PARTNERSHIP WITH COMMON GROUND COMMUNITY, THE SCHERMERHORN HAS WON NUMEROUS DESIGN AWARDS. HOUSED IN THE BUILDING IS THE ACTORS FUND ARTS CENTER, A 2,000 SQ FT BLACK BOX THEATER THAT OFFERS LOW-COST SPACE TO OVER 40 SMALL ARTS GROUPS AND INDIVIDUALS TO REHEARSE AND PERFORM.

THE ACTORS FUND HOUSING RESOURCE CENTER PROVIDES INFORMATION ON FINDING AFFORDABLE HOUSING, ROOMMATES 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. 249 PEOPLE ATTENDED HOUSING WORKSHOPS IN NYC.

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PROCESS USED TO REVIEW FORM 990

PART VI, SECTION B, 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. CONFLICT OF INTEREST POLICY MONITORING & ENFORCEMENT PART VI, SECTION B, 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. PROCESS FOR DETERMINING COMPENSATION PART VI, SECTION B, 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. COMPENSATION IS REVIEWED BY THE ORGANIZATION'S COMPENSATION COMMITTEE AND APPROVED BY EXECUTIVE COMMITTEE. AVAILABILITY OF DOCUMENTS TO THE PUBLIC PART VI, SECTION C, 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

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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

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS	\$69,882
PENSION EXPENSE OTHER THAN	
NET PERIODIC PENSION COST	(1,510,201)
PENSION CURTAILMENT GAIN	3,111,259
ROUNDING	(1)

TOTAL	\$1,670,939

ATTACHMENT 1990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
GENESIS REHABILITATION SERVICES W0225 PO BOX 7777 PHILADELPHIA, PA 19175-0225	REHAB SERVICES	492,365.
THE TRUSTEES OF COLUMBIA UNIVERSITY 64 NAGIE AVENUE NEW YORK, NY 10040	CONTRACT MEDICAL SVC	232,927.
LEDONNE LLC 401 WEST 22 STREET NEW YORK, NY 10011	PRODUCTION	150,000.
GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING SERVICES	137,918.
RESOURCE & EVENT MANANGEMENT LTD. 232 MADISON AVENUE	FUNDRAISING	115,000.

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<u>ATTACHMENT 1 (CONT'D)</u>	

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
NEW YORK, NY 10016		

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

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▶ 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.

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047
2012

Open to Public
Inspection

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

(a) Name, address, and EIN (if applicable) 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" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) ACTOR'S FUND HOUSING DEVELOPMENT CORP 80-0522071 729 SEVENTH AVENUE NEW YORK, NY 10019	HOUSING	NY	501 (C) (3)	7	ACTORS' FUND		X
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2012

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income related, unrelated, excluded from tax under sections 512-514	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(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" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) AURORA WEST 57TH CORPORATION 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019 13-3762850	HOUSING	NY	N/A	C CORP			100.0000		X
(2) AURORA HOUSING DEVELOPMENT FUND CO INC 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019 06-1401959	DORMANT	NY	N/A	C CORP			100.0000		X
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

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

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

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?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related 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-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	ACTORS FUND HOUSING DEVELOPMENT CORPORATION	B	1,144,162.	COST
(2)	ACTORS FUND HOUSING DEVELOPMENT CORPORATION	N	146,963.	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) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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		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).