

Return of Organization Exempt From Income Tax

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

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 2009 calendar year, or tax year beginning , 2009, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization THE ACTORS' FUND OF AMERICA Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 729 7TH AVENUE City or town, state or country, and ZIP + 4 NEW YORK, NY 10019	D Employer identification number 13-1635251
	F Name and address of principal officer: JOSEPH BENINCASA 729 SEVENTH AVENUE 10TH FL NEW YORK, NY 10019		E Telephone number (212) 221-7300
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		G Gross receipts \$ 26,629,666.	
J Website: ▶ WWW.ACTORSFUND.ORG		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)	
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	
H(c) Group exemption number ▶			

Part I Summary

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

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's Use Only	Preparer's signature ▶ _____ Date _____ Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017-4011	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions) P00741490 EIN ▶ 36-6055558 Phone no. ▶ 212-542-9609
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May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. * Form **990** (2009)

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:
ATTACHMENT 3

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

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

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

4a (Code: _____) (Expenses \$ 12,882,433. including grants of \$ 0.) (Revenue \$ 10,221,352.)
ATTACHMENT 4

4b (Code: _____) (Expenses \$ 6,753,164. including grants of \$ 2,590,321.) (Revenue \$ 1,177,374.)
ATTACHMENT 5

4c (Code: _____) (Expenses \$ 1,525,298. including grants of \$ 0.) (Revenue \$ 0.)
ATTACHMENT 6

4d Other program services. (Describe in Schedule O.)
(Expenses \$ 1,408,721. including grants of \$ 3,500.) (Revenue \$ 16,321.)

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

Part IV Checklist of Required Schedules

Table with 3 main columns: Question, Yes, No. Rows 1-20 contain various organizational requirements and their status (Yes/No/X).

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

Form 990-TO with questions 1a through 12b regarding tax compliance, including sections on backup withholding, employee reporting, foreign accounts, prohibited tax shelter transactions, and contributions.

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body (49); 1b Enter the number of voting members that are independent (49); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (X); 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? (X); 5 Did the organization become aware during the year of a material diversion of the organization's assets? (X); 6 Does the organization have members or stockholders? (X); 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (X); 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (X); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (X); 8b Each committee with authority to act on behalf of the governing body? (X); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates? (X); 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?; 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? (X); 11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 (X); 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done (X); 13 Does the organization have a written whistleblower policy? (X); 14 Does the organization have a written document retention and destruction policy? (X); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (X); 15b Other officers or key employees of the organization (X); 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? (X); 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA, IL, NJ, NY, PA,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. [X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: CONNIE YOO 729 SEVENTH AVENUE 10TH FL NEW YORK, NY 10019 212 221 7300

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

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

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

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

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

Check this box if the organization did not compensate any current officer, director, or trustee.

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

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

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

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

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

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

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

Part VIII Statement of Revenue

13-1635251

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

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	936,555.	1	1,079,609.
	2 Savings and temporary cash investments	3,151,776.	2	1,299,244.
	3 Pledges and grants receivable, net	652,818.	3	1,609,329.
	4 Accounts receivable, net	1,493,765.	4	1,563,693.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	361,755.	9	308,810.
	10 a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 29,326,613.		
	b Less: accumulated depreciation	10b 14,293,956.	14,171,176.	10c 15,032,657.
	11 Investments - publicly traded securities	13,033,957.	11	13,937,007.
	12 Investments - other securities. See Part IV, line 11	0.	12	0.
	13 Investments - program-related. See Part IV, line 11	17,353,878.	13	10,800,000.
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	8,045,840.	15	8,836,879.
16 Total assets. Add lines 1 through 15 (must equal line 34)	59,201,520.	16	54,467,228.	
Liabilities	17 Accounts payable and accrued expenses	3,716,351.	17	3,882,014.
	18 Grants payable		18	
	19 Deferred revenue	3,421,977.	19	1,147,401.
	20 Tax-exempt bond liabilities	7,000,000.	20	6,754,763.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	1,450,962.	21	1,627,315.
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	9,764,280.	25	10,532,805.
	26 Total liabilities. Add lines 17 through 25	25,353,570.	26	23,944,298.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	20,904,649.	27	15,596,663.
	28 Temporarily restricted net assets	2,845,075.	28	4,191,101.
	29 Permanently restricted net assets	10,098,226.	29	10,735,166.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	33,847,950.	33	30,522,930.	
34 Total liabilities and net assets/fund balances	59,201,520.	34	54,467,228.	

Part XI Financial Statements and Reporting

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

Form **990** (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2009

Open to Public Inspection

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

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

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

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

- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

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

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

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

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

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

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

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

Schedule A (Form 990 or 990-EZ) 2009

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

Section A. Public Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc.; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) 63.20%; 15 Public support percentage from 2008 Schedule A, Part II, line 14 61.78%; 16a 33 1/3 % support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization [X]; 16b 33 1/3 % support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization; 17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 17b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support.

Section B. Total Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income; 13 Total support; 14 First five years.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2009, 2008. Row 15: Public support percentage for 2009; Row 16: Public support percentage from 2008 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2009, 2008. Row 17: Investment income percentage for 2009; Row 18: Investment income percentage from 2008 Schedule A, Part III, line 17.

19 a 33 1/3 % support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

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

Schedule of Contributors

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

2009

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

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ <u>3,509,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ <u>393,159.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ <u>315,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ <u>240,563.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ <u>325,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ <u>421,340.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

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

Table with 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 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, 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 170(h)(4)(B)(ii)?, 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other
4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?
b If "Yes," explain the arrangement in Part XI V and complete the following table:
Table with columns: Amount, 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 XI V.

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

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

- 2 Provide the estimated percentage of the year end balance held as:
a Board designated or quasi-endowment %
b Permanent endowment 100.0000 %
c Term endowment %
3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
(i) unrelated organizations
(ii) related organizations
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Table with 4 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	19,730,365.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	26,172,943.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-6,442,578.
4	Net unrealized gains (losses) on investments	4	2,749,446.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	368,112.
9	Total adjustments (net). Add lines 4 through 8	9	3,117,558.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-3,325,020.

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

1	Total revenue, gains, and other support per audited financial statements	1	24,077,123.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	2,749,446.
b	Donated services and use of facilities	2b	366,074.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	1,447,682.
e	Add lines 2a through 2d	2e	4,563,202.
3	Subtract line 2e from line 1	3	19,513,921.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	149,260.
b	Other (Describe in Part XIV.)	4b	67,184.
c	Add lines 4a and 4b	4c	216,444.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	19,730,365.

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

1	Total expenses and losses per audited financial statements	1	27,402,143.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	366,074.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	1,447,682.
e	Add lines 2a through 2d	2e	1,813,756.
3	Subtract line 2e from line 1	3	25,588,387.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	149,260.
b	Other (Describe in Part XIV.)	4b	435,296.
c	Add lines 4a and 4b	4c	584,556.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	26,172,943.

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

ENDOWMENTS

PART V

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

FIN 48

PART X

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

Part XIV Supplemental Information (continued)

RECONCILIATION OF NET ASSETS

PART XI

LINE 8:

CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS:	199,048
PENSION EXPENSE OTHER THAN NPPC:	169,064

TOTAL:	368,112

RECONCILIATION OF REVENUE

PART XII

LINE 2D

SPECIAL EVENTS EXPENSE:	1,447,682
-------------------------	-----------

LINE 4B

SPECIAL CAMPAIGN EXPENSE:	266,232
CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS	(199,048)

TOTAL:	67,184

Part XIV Supplemental Information (continued)

RECONCILIATION OF EXPENSES

PART XIII

LINE 2D

SPECIAL EVENTS EXPENSE: 1,447,682

LINE 4B

SPECIAL CAMPAIGN EXPENSE: 435,296

CASH HELD ON BEHALF OF OTHERS

PART XIV

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

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

2009

**Open To Public
Inspection**

Name of the organization
THE ACTORS' FUND OF AMERICA

Employer identification number
13-1635251

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

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

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

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

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

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

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

CA, IL, NJ, NY, PA,

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

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

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

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

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

13 Indicate the percentage of gaming activity operated in:

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

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

Name ▶ -----

Address ▶ -----

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

15a

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ ----- and the amount of gaming revenue retained by the third party ▶ \$ -----.

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

Name ▶ -----

Address ▶ -----

16 Gaming manager information:

Name ▶ -----

Gaming manager compensation ▶ \$ -----

Description of services provided ▶ -----

Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

17a

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

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

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

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

GRANTS

PART I, LINE 2

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

ALL GRANT RECIPIENTS USE THE FUNDS IN THE MANNER INTENDED:

1. AT TIMES, THE ACTOR'S FUND WILL MAKE THE GRANT DIRECTLY PAYABLE TO THE SERVICE PROVIDER, THEREBY ENSURING THAT THE REQUESTED BILLS ARE TIMELY PAID.

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

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

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

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

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

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

SHOWING PAYMENT, FOOD PURCHASE RECEIPTS.

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

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

NEED.

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

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

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

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Questions Regarding Compensation

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

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

b If any of the boxes on line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

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

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

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

- a** Receive a severance payment or change-of-control payment? **4a** Yes No
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** Yes No
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** Yes No
- 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** Yes No
- b** Any related organization? **5b** Yes No
- 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** Yes No
- b** Any related organization? **6b** Yes No
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

	Yes	No
1b		
2		
4a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4c	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6a	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6b	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

Schedule J (Form 990) 2009

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees Use Schedule J-1 if additional space is needed.

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
JOSEPH BENINCASA	(i)	275,482.	0.	0.	1,280.	24,041.	300,803.
	(ii)	0.	0.	0.	0.	0.	0.
ANTHONY LOPEZ LINUS	(i)	35,852.	0.	125,487.	0.	0.	161,339.
	(ii)	0.	0.	0.	0.	0.	0.
BARBARA DAVIS	(i)	182,460.	0.	0.	847.	23,608.	206,915.
	(ii)	0.	0.	0.	0.	0.	0.
INA CLARK	(i)	160,520.	0.	45,363.	0.	6,694.	212,577.
	(ii)	0.	0.	0.	0.	0.	0.
CONNIE YOO	(i)	138,089.	0.	0.	614.	23,374.	162,077.
	(ii)	0.	0.	0.	0.	0.	0.
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

Part III Supplemental Information

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

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

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

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

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

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

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

**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

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

Name of the Organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

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

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

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

Schedule J-2 (Form 990) 2009

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ACTORS' FUND OF AMERICA

Supplemental Information on Tax-Exempt Bonds

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

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Employer identification number

13-1635251

Part I Bond Issues

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

Part II Proceeds

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

Part III Private Business Use

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

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

Schedule K (Form 990) 2009

JSA

9E1295 2.000

Part III Private Business Use (Continued)

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

Part IV Arbitrage

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

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2009

Open To Public Inspection

Name of the organization
THE ACTORS' FUND OF AMERICA

Employer identification number
13-1635251

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art				
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded	X	1	16,350.	FMV
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests				
12 Securities-Miscellaneous				
13 Qualified conservation contribution-Historic structures				
14 Qualified conservation contribution-Other				
15 Real estate-Residential				
16 Real estate-Commercial				
17 Real estate-Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶(_____)				
26 Other ▶(_____)				
27 Other ▶(_____)				
28 Other ▶(_____)				

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

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

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) 2009

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ACTORS' FUND OF AMERICA

Supplemental Information to Form 990

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

OMB No. 1545-0047

2009

**Open to Public
Inspection**

Employer identification number

13-1635251

ATTACHMENT 2

OTHER PROGRAM SERVICES

PART III, LINE 4D

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

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

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI

SECTION B: POLICIES

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

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ATTACHMENT 2 (CONT'D)

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

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

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

SECTION C: DISCLOSURE

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

SCHEDULE R

SCHEDULE R, PART IV

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

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ATTACHMENT 2 (CONT'D)

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

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

SCHEDULE K, BOND DISCLOSURES

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

ATTACHMENT 3FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE ACTORS FUND IS A NATIONWIDE HUMAN SERVICES ORGANIZATION THAT

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ATTACHMENT 3 (CONT'D)

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

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

ATTACHMENT 4

4A PROGRAM SERVICE

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

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

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

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

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

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

ATTACHMENT 54B PROGRAM SERVICE

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

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

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

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

ATTACHMENT 64C PROGRAM SERVICE

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

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

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

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

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

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

PROGRAM SERVICE ACTIVITY #4 - EMPLOYMENT & TRAINING SERVICES

Name of the organization

THE ACTORS' FUND OF AMERICA

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

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

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

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

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2009

**Open to Public
Inspection**

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

Name of the organization

THE ACTORS' FUND OF AMERICA

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

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

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

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

Schedule R (Form 990) 2009

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

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

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

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

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

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

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

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

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

