

Return of Organization Exempt From Income Tax

2010

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2010 calendar year, or tax year beginning , 2010, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE ACTORS' FUND OF AMERICA			D Employer identification number 13-1635251	
	Doing Business As			E Telephone number (212) 221-7300	
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 729 7TH AVENUE		G Gross receipts \$ 30,941,702.		
	City or town, state or country, and ZIP + 4 NEW YORK, NY 10019			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
F Name and address of principal officer: JOSEPH BENINCASA 729 SEVENTH AVENUE 10TH FL NEW YORK, NY 10019			H(c) Group exemption number ▶		
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527					
J Website: ▶ WWW.ACTORSFUND.ORG					
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶				L Year of formation: 1882 M State of legal domicile: NY	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>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.</u>			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	48.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	48.	
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	269.	
	6 Total number of volunteers (estimate if necessary)	6	670.	
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
		9 Program service revenue (Part VIII, line 2g)	11,858,359.	13,055,896.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		11,415,047.	11,739,283.	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		-284,810.	884,957.	
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		-3,258,231.	-1,262,218.	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		19,730,365.	24,417,918.	
14 Benefits paid to or for members (Part IX, column (A), line 4)		2,593,821.	3,052,502.	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.	0.	
16a Professional fundraising fees (Part IX, column (A), line 11e)		13,889,370.	13,960,151.	
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,007,000.		331,277.	20,000.	
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	9,358,475.	9,686,987.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	26,172,943.	26,719,640.	
	19 Revenue less expenses. Subtract line 18 from line 12	-6,442,578.	-2,301,722.	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
		21 Total liabilities (Part X, line 26)	54,467,228.	51,880,433.
		22 Net assets or fund balances. Subtract line 21 from line 20	23,944,298.	23,246,552.
			30,522,930.	28,633,881.

Part II Signature Block

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

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

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
THE ACTORS FUND IS A NATIONWIDE HUMAN SERVICES ORGANIZATION THAT HELPS ALL PROFESSIONALS IN PERFORMING ARTS AND ENTERTAINMENT. THE FUND IS A SAFETY NET, PROVIDING PROGRAMS AND SERVICES FOR THOSE WHO ARE IN NEED, CRISIS OR TRANSITION.

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

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

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

4a (Code:) (Expenses \$ 13,656,063. including grants of \$ 460,000.) (Revenue \$ 11,739,283.)
HOUSING: SEE SCHEDULE O

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

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

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

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

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	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 line 25.</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>	X	
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or 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 (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, 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)?	X	
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
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

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, annual gross receipts, deductible contributions, and Form 8282.

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ATTACHMENT 3										
(1) BRIAN STOKES MITCHELL CHAIRMAN	1.00	X		X				0.	0.	0.
(2) PHILIP J SMITH 1ST VICE PRESIDENT	1.00	X		X				0.	0.	0.
(3) LYNN REDGRAVE 2ND VICE PRESIDENT	1.00	X		X				0.	0.	0.
(4) BEBE NEUWIRTH 3RD VICE PRESIDENT	1.00	X		X				0.	0.	0.
(5) PHILIP S BIRSH 4TH VICE PRESIDENT	1.00	X		X				0.	0.	0.
(6) JOHN A DUNCAN JR TREASURER	1.00	X		X				0.	0.	0.
(7) JED W BERNSTEIN TRUSTEE	1.00	X						0.	0.	0.
(8) JEFFREY BOLTON TRUSTEE	1.00	X						0.	0.	0.
(9) JOHN BREGGIO TRUSTEE	1.00	X						0.	0.	0.
(10) NANCY COYNE TRUSTEE	1.00	X						0.	0.	0.
(11) RICK ELICE TRUSTEE	1.00	X						0.	0.	0.
(12) JOYCE GORDON TRUSTEE	1.00	X						0.	0.	0.
(13) MARC GRODMAN MD SECRETARY	1.00	X		X				0.	0.	0.
(14) ANITA JAFFE TRUSTEE	1.00	X						0.	0.	0.
(15) KATE EDELMAN JOHNSON TRUSTEE	1.00	X						0.	0.	0.
(16) STEVE KALAFER TRUSTEE	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17) STEWART LANE TRUSTEE	1.00	X					0.	0.	0.	
(18) PAUL LIBIN TRUSTEE	1.00	X					0.	0.	0.	
(19) KRISTEN MADSEN TRUSTEE	1.00	X					0.	0.	0.	
(20) KEVIN MCCOLLUM TRUSTEE	1.00	X					0.	0.	0.	
(21) JAMES L NEDERLANDER TRUSTEE	1.00	X					0.	0.	0.	
(22) MARTHA NELSON TRUSTEE	1.00	X					0.	0.	0.	
(23) DALE C OLSON TRUSTEE	1.00	X					0.	0.	0.	
(24) AJ POCOCK TRUSTEE	1.00	X					0.	0.	0.	
(25) HAROLD PRINCE TRUSTEE	1.00	X					0.	0.	0.	
(26) ABBY SCHROEDER TRUSTEE	1.00	X					0.	0.	0.	
(27) DAVID STEINER TRUSTEE	1.00	X					0.	0.	0.	
(28) EDWARD D TUREN TRUSTEE	1.00	X					0.	0.	0.	
1b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A ATTACHMENT 4							1,401,305.	0.	260,076.	
d Total (add lines 1b and 1c)							1,401,305.	0.	260,076.	

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

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 4		

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

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c	222,528.					
	d Related organizations	1d						
	e Government grants (contributions) . .	1e	147,397.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	12,685,971.					
	g Noncash contributions included in lines 1a-1f: \$		607,500.					
	h Total. Add lines 1a-1f			13,055,896.				
Program Service Revenue		Business Code						
	2a NET PATIENT SERVICE REVENUE		900099	7,553,776.	7,553,776.			
	b NET RESIDENT SERVICES REVENUE		900099	1,331,866.	1,331,866.			
	c HUMAN SERVICES		900099	2,853,641.	2,853,641.			
	d _____							
	e _____							
	f All other program service revenue							
	g Total. Add lines 2a-2f			11,739,283.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			674,708.			674,708.	
	4 Income from investment of tax-exempt bond proceeds . . .			0.				
	5 Royalties			0.				
		(i) Real	(ii) Personal					
	6a Gross Rents							
	b Less: rental expenses							
	c Rental income or (loss)							
	d Net rental income or (loss)				0.			
		(i) Securities	(ii) Other					
	7a Gross amount from sales of assets other than inventory			4,190,653.	894,182.			
	b Less: cost or other basis and sales expenses			3,980,404.	894,182.			
	c Gain or (loss)			210,249.				
	d Net gain or (loss)				210,249.		210,249.	
	8a Gross income from fundraising events (not including \$ <u>1,105,096.</u> of contributions reported on line 1c). See Part IV, line 18	a			1,644,480.			
	b Less: direct expenses	b			1,649,198.			
c Net income or (loss) from fundraising events				-4,718.		-4,718.		
9a Gross income from gaming activities. See Part IV, line 19	a							
b Less: direct expenses	b							
c Net income or (loss) from gaming activities				0.				
10a Gross sales of inventory, less returns and allowances	a							
b Less: cost of goods sold	b							
c Net income or (loss) from sales of inventory				0.				
Miscellaneous Revenue			Business Code					
11a WRITE-DOWN OF PROGRAM RELATED NOTES		900099		-3,100,000.	-3,100,000.			
b POST-RETIREMENT BENEFIT SETTLEMENT		900099		1,842,500.			1,842,500.	
c _____								
d All other revenue								
e Total. Add lines 11a-11d				-1,257,500.				
12 Total revenue. See instructions				24,417,918.	8,639,283.	0.	2,722,739.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	460,000.	460,000.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	2,592,502.	2,592,502.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	1,452,428.	1,086,176.	212,938.	153,314.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	8,761,081.	7,988,135.	253,206.	519,740.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,205,093.	1,053,350.	60,381.	91,362.
9 Other employee benefits	1,723,826.	1,636,348.	26,782.	60,696.
10 Payroll taxes	817,723.	741,731.	21,851.	54,141.
11 Fees for services (non-employees):				
a Management	152,412.			152,412.
b Legal	67,264.	53,855.	7,475.	5,934.
c Accounting	157,456.	67,833.	81,143.	8,480.
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17	20,000.			20,000.
f Investment management fees	161,876.		161,876.	
g Other	1,304,870.	1,138,988.	62,684.	103,198.
12 Advertising and promotion	20,196.	20,196.		
13 Office expenses	653,030.	454,435.	46,574.	152,021.
14 Information technology	228,921.	183,664.	14,694.	30,563.
15 Royalties	0.			
16 Occupancy	2,003,307.	1,745,544.	88,960.	168,803.
17 Travel	146,323.	106,339.	10,362.	29,622.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	164,238.	154,019.	2,910.	7,309.
20 Interest	289,318.	282,461.	6,857.	
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	1,431,338.	1,388,697.	17,701.	24,940.
23 Insurance	252,381.	233,208.	6,809.	12,364.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a <u>NURSING HOME</u>	1,512,404.	1,512,404.		
b <u>SUBSIDIZED HOUSING</u>	584,947.	584,947.		
c <u>FUNDRAISING & PUBLIC RELATIO</u>	434,527.	20,557.	1,869.	412,101.
d <u>MISCELLANEOUS</u>	122,179.	122,179.		
e -----				
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	26,719,640.	23,627,568.	1,085,072.	2,007,000.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,079,609.	1	905,110.
	2 Savings and temporary cash investments	1,299,244.	2	441,095.
	3 Pledges and grants receivable, net	1,609,329.	3	3,031,685.
	4 Accounts receivable, net	1,563,693.	4	1,471,550.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	308,810.	9	384,183.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 28,863,896.		
	b Less: accumulated depreciation	10b 14,824,479.	15,032,657.	10c 14,039,417.
	11 Investments - publicly traded securities	13,937,007.	11	14,231,981.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11	10,800,000.	13	7,700,000.
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	8,836,879.	15	9,675,412.
16 Total assets. Add lines 1 through 15 (must equal line 34)	54,467,228.	16	51,880,433.	
Liabilities	17 Accounts payable and accrued expenses	3,882,014.	17	3,372,424.
	18 Grants payable		18	
	19 Deferred revenue	1,147,401.	19	1,420,647.
	20 Tax-exempt bond liabilities	6,754,763.	20	6,498,928.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	1,627,315.	21	2,158,550.
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	10,532,805.	25	9,796,003.
	26 Total liabilities. Add lines 17 through 25	23,944,298.	26	23,246,552.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	15,596,663.	27	12,684,750.
	28 Temporarily restricted net assets	4,191,101.	28	4,769,502.
	29 Permanently restricted net assets	10,735,166.	29	11,179,629.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	30,522,930.	33	28,633,881.	
34 Total liabilities and net assets/fund balances	54,467,228.	34	51,880,433.	

Part XI Reconciliation of Net Assets

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

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

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

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

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

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

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

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

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

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

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

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

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2010 (64.58%); 15 Public support percentage from 2009 Schedule A, Part II, line 14 (63.20%); 16a 33 1/3% support test - 2010 (checked); 16b 33 1/3% support test - 2009; 17a 10%-facts-and-circumstances test - 2010; 17b 10%-facts-and-circumstances test - 2009; 18 Private foundation.

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

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

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

Part IV Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

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

Schedule of Contributors

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

2010

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization THE ACTORS' FUND OF AMERICA

Employer identification number
13-1635251

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 4,101,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 419,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 607,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 423,719.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 439,791.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 273,542.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

Employer identification number
13-1635251

Part II Noncash Property (see instructions)

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

Attach to Form 990. See separate instructions.

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

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

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

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items. 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

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

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

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

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

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

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

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

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

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

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	5,758,738.	4,859,574.	4,859,574.		
b Contributions	201,001.				
c Net investment earnings, gains, and losses	644,117.	945,078.	-1,305,908.		
d Grants or scholarships					
e Other expenditures for facilities and programs	322,704.	302,324.	302,324.		
f Administrative expenses					
g End of year balance	6,281,152.	5,502,328.	3,251,342.		

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

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

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

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		100,000.		100,000.
b Buildings		22,826,705.	10,380,947.	12,445,758.
c Leasehold improvements		795,431.	697,203.	98,228.
d Equipment		1,772,656.	1,284,425.	488,231.
e Other		3,369,104.	2,461,904.	907,200.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).				14,039,417.

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

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

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

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

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

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

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

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

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

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

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

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

Table with 5 main rows and 3 sub-rows each, totaling 16 rows and 3 columns: Line number, Description, and Amount. Total revenue (26,782,559), Amounts included on line 1 but not on Form 990 (Net unrealized gains 902,830, Donated services 464,646, Recoveries of prior year grants, Other 1,649,198), Add lines 2a through 2d (3,016,674), Subtract line 2e from line 1 (23,765,885), Amounts included on Form 990 but not on line 1 (Investment expenses 161,876, Other 490,157), Add lines 4a and 4b (652,033), Total revenue (24,417,918).

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

Table with 5 main rows and 3 sub-rows each, totaling 16 rows and 3 columns: Line number, Description, and Amount. Total expenses (28,673,064), Amounts included on line 1 but not on Form 990 (Donated services 464,646, Prior year adjustments, Other losses, Other 1,650,654), Add lines 2a through 2d (2,115,300), Subtract line 2e from line 1 (26,557,764), Amounts included on Form 990 but not on line 1 (Investment expenses 161,876, Other), Add lines 4a and 4b (161,876), Total expenses (26,719,640).

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

ENDOWMENTS

PART V

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

FIN 48

PART X

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

Part XIV Supplemental Information (continued)

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

RECONCILIATION OF NET ASSETS

PART XI

LINE 8

CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS	(158,754)
PENSION EXPENSE OTHER THAN NPPC	(331,403)

TOTAL	(490,157)

RECONCILIATION OF REVENUE

PART XII

LINE 2D

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

TOTAL	1,649,198

LINE 4B

PENSION EXPENSE OTHER THAN NPPC	331,403
CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS	158,754

TOTAL	490,157

Part XIV Supplemental Information (continued)

RECONCILIATION OF EXPENSES

PART XIII

LINE 2D

SPECIAL EVENTS EXPENSES NETTED AGAINST

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

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

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

CASH HELD ON BEHALF OF OTHERS

PART XIV

CASH HELD ON BEHALF OF OTHERS REPRESENTS UNCLAIMED FUNDS ENTRUSTED TO THE ACTORS FUND COLLECTED FROM THE ENTERTAINMENT EMPLOYERS FOR UN-EMANCIPATED MINORS RENDERING ARTISTIC OR CREATIVE SERVICES PURSUANT TO CALIFORNIA STATE LAW. THE ESTABLISHMENT OF SUCH ACCOUNT IS KNOWN AS THE "COOGAN CASH ACCOUNT" IN THE INDUSTRY. THE ACTORS FUND HAS BEEN DESIGNATED AS THE TRUSTEE OF THE UNCLAIMED FUNDS COLLECTED AND PAYS THE FUNDS TO THE STIPULATED BENEFICIARIES OR TRANSFERS THE FUNDS TO THEIR COOGAN CASH ACCOUNT ONCE THE MINOR REACHES THE AGE OF MATURITY OR BECOMES EMANCIPATED OR TO THE ESTATE OF THE RESPECTIVE BENEFICIARIES. CASH HELD ON BEHALF OF BENEFICIARIES IS OFFSET BY A CORRESPONDING LIABILITY IN THE ACCOMPANYING STATEMENT OF FINANCIAL POSITION. AMOUNTS HELD ON BEHALF OF OTHERS CONSIST OF FUNDS INVESTED PRINCIPALLY IN MONEY MARKET FUNDS AND FIXED-INCOME SECURITIES AND AS OF DECEMBER 31, 2010 AND 2009 ARE CLASSIFIED WITHIN LEVEL 1.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2010

**Open To Public
Inspection**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I

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

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

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 COMMUNITY COUNSELING SVC	FUNDRAISING CAMPAIGN		X	751,711.	20,000.	731,711.
2 CHARITY BUZZ	ONLINE AUCTION	X		90,519.	16,454.	74,065.
3 CATHY MCNAMARA, INC.	GALA	X		691,896.	55,000.	636,896.
4						
5						
6						
7						
8						
9						
10						
Total				1,534,126.	91,454.	1,442,672.

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

CA, IL, NJ, NY, PA,

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

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

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

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

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

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

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

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

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

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

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

PROFESSIONAL FUNDRAISING FEES

PART I, LINE 2B

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

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

▶ Attach to Form 990.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I General Information on Grants and Assistance

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

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

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

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

3 Enter total number of other organizations 0.

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

Schedule I (Form 990) (2010)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

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

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

GRANTS

PART I, LINE 2

THE ACTORS FUND HAS IMPLEMENTED SEVERAL PROTOCOLS IN PLACE TO ENSURE THAT ALL GRANT RECIPIENTS USE THE FUNDS IN THE MANNER INTENDED:

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

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

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

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

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

WHEN THIS OCCURS, THE GRANTEE MUST PROVIDE PROOF THAT THE GRANT WAS USED FOR THE REQUESTED BILL I.E.; THE GRANTEE MUST PROVIDE A RENT RECEIPT SHOWING PAYMENT, FOOD PURCHASE RECEIPTS.

3. FOR ALL GRANTEES THAT RECEIVE ASSISTANCE ON A CONTINUAL BASIS, THEY ARE REQUIRED TO MEET WITH THEIR COUNSELOR TO REVIEW BUDGETS AND FINANCIAL NEED.

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

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

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

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

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

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010

Open to Public Inspection

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2010

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 JOSEPH BENINCASA	(i)	282,812.	0.	69,718.	51,921.	26,475.	430,926.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 BARBARA DAVIS	(i)	217,299.	0.	13,881.	14,481.	25,644.	271,305.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 CONNIE YOO	(i)	185,461.	0.	0.	7,559.	24,287.	217,307.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

SCHEDULE J, PART I, LINE 7

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

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

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

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

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled Financing	
						Yes	No	Yes	No	Yes	No
A NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY	22-2045817	000000000	12/11/2007	7,000,000.	BUILDING AND STRUCTURES		X		X		X
B											
C											
D											

Part II Proceeds

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

Part III Private Business Use

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

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

Schedule K (Form 990) 2010

JSA
0E1295 0.060

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b Are there any research agreements that may result in private business use of bond-financed property?		X						
c Does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts or research agreements relating to the financed property?		X						
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government. ▶	0.0000 %							
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government. ▶	0.0000 %							
6 Total of lines 4 and 5	0.0000 %							
7 Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV Arbitrage

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

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

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

Part III Private Business Use (Continued)

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

Part IV Arbitrage

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

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

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

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-0047

2010

Open To Public Inspection

Name of the organization
THE ACTORS' FUND OF AMERICA

Employer identification number
13-1635251

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

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

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

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

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

Part II Loans to and/or From Interested Persons.

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

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

Total ▶ \$ _____

Part III Grants or Assistance Benefiting Interested Persons.

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

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

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

Schedule L (Form 990 or 990-EZ) 2010

Part IV Business Transactions Involving Interested Persons.

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

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

Part V Supplemental Information

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

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2010

Open To Public Inspection

Name of the organization
THE ACTORS' FUND OF AMERICA

Employer identification number
13-1635251

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	15.	75,121.	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential	X	1.	607,500.	FMV
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

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

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

SCHEDULE M, LINE 32

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

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

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

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

2010

**Open to Public
Inspection**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

PROGRAM SERVICES

PART III, LINE 4A - 4D

PROGRAM ACCOMPLISHMENT 1: HOUSING

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

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

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

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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THE HOUSING RESOURCE CENTER PROVIDES INFORMATION ON FINDING AFFORDABLE HOUSING, ROOMMATE AND HOME SHARING, TENANTS' RIGHTS, HOUSING COURT AND PURCHASING YOUR FIRST HOME. THE HOUSING RESOURCE CENTER ALSO SPONSORS THE HOUSING BULLETIN BOARD WHERE INDUSTRY MEMBERS CAN POST HOUSING AVAILABILITIES AND SEARCH FOR PLACES TO LIVE.

PROGRAM ACCOMPLISHMENT 2: SOCIAL SERVICES

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

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

PROGRAM ACCOMPLISHMENT 3: HEALTH SERVICES

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

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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COMMUNITIES. PARAMOUNT AMONG THOSE NEEDS IS HEALTH CARE. THE HEALTH SERVICES PROGRAMS OFFER BOTH INTERNET-BASED AND PERSONAL HEALTH INSURANCE AND HEALTH CARE GUIDANCE AND, THROUGH OUR OWN FREE CLINIC, DIRECT MEDICAL CARE FOR PEOPLE WHO ARE UNINSURED.

BECAUSE THE LANDSCAPE OF HEALTH CARE OPTIONS IS CONSTANTLY SHIFTING, AND NEW HEALTH CARE NEEDS ARISE OVER TIME, OUR PROGRAMS ALSO FOCUS ON EMERGING PROBLEMS AND SOLUTIONS. OUR ACCESS TO HEALTH INSURANCE/RESOURCES FOR CARE (AHIRC) DATABASE ACTIVELY PURSUES AND LINKS TO THE NEWEST INTERNET SITES FOR LOCAL HEALTH CARE PROGRAMS. OUR WEBSITE WWW.AHIRC.ORG HAS OVER 6,000 RESOURCES AND STATE-BY-STATE INFORMATION. OUR HEALTH INSURANCE RESOURCE CENTER UPDATES ITS WORKSHOPS AND SEMINARS WITH INFORMATION ON THE LATEST HEALTH INSURANCE PRODUCTS, BOTH GOVERNMENT AND PRIVATE; OUR INSURANCE EXPERTS COUNSELED 2,853 INDIVIDUALS IN 2010.

THE AL HIRSCHFELD FREE HEALTH CLINIC NOT ONLY PROVIDES EXCELLENT GENERAL CARE FOR PEOPLE WHO ARE UNINSURED BUT ALSO CONSTANTLY SEEKS ACCESS TO AFFORDABLE TESTING AND SPECIALIST SERVICES FOR ITS CLIENTS. IN 2010, THE AHFHC PROVIDED 2,826 FREE MEDICAL VISITS TO 1,469 PEOPLE. THE CLINIC'S VOLUNTEER PHYSICIANS PROGRAM - BROADWAY DOCS - CONTRIBUTED 677 MEDICAL VISITS VALUED AT \$185,050 WITH LABORATORY TESTING VALUED AT \$279,595 DONATED BY BIOREFERENCE LABS.

PROGRAM ACCOMPLISHMENT 4: EMPLOYMENT AND TRAINING SERVICES

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

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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PERFORMING ARTS PROFESSIONALS IN IDENTIFYING AND FINDING SIDELINE WORK AND NEW CAREERS. AWP IS A COMPREHENSIVE EMPLOYMENT AND TRAINING PROGRAM COMMITTED TO FOSTERING RESILIENCY AND SELF-RELIANCE FOR INDUSTRY PROFESSIONALS, AS WELL AS PROVIDING A RESOURCE FOR REFERRAL OF HIGHLY SKILLED AND CREATIVE WORKERS TO THE LARGER EMPLOYMENT COMMUNITY.

THROUGH AWP SERVICES, CLIENTS CAN DEVELOP REWARDING SIDELINE CAREERS IN SUCH AREAS AS TEACHING, ADMINISTRATIVE SUPPORT, HEALING PROFESSIONS AND REAL ESTATE. OFTEN, WORKING PROFESSIONALS NEED TO WORK OUTSIDE OF THE INDUSTRY TO SUPPORT THE CONTINUING PURSUIT OF INDUSTRY WORK. MANY OF THE SKILLS THAT ENTERTAINMENT INDUSTRY PROFESSIONALS HAVE - COMMUNICATION, DISCIPLINE, CREATIVITY, FLEXIBILITY, PROFESSIONALISM - ARE HIGHLY VALUED IN THE BROADER LABOR MARKET. THE ACTORS FUND WORK PROGRAM HELPS TO IDENTIFY AND APPLY THESE SKILLS TO OTHER WORK SETTINGS. THE ACTORS FUND WORK PROGRAM HAD 2,871 PARTICIPANTS IN 2010.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI

SECTION B: POLICIES

LINE 11 - THE FORM 990 WAS PREPARED BY A NATIONALLY RENOWNED ACCOUNTING FIRM IN CONJUNCTION WITH THE ORGANIZATION'S FINANCIAL DEPARTMENT. A COPY OF THE DRAFT FORM 990 WAS CIRCULATED TO THE FULL BOARD OF TRUSTEES FOR DISCUSSION AND COMMENT. EACH BOARD MEMBER WAS PROVIDED AMPLE OPPORTUNITY TO COMMENT ON THE INFORMATION CONTAINED IN THE 990 PRIOR TO ITS FILING WITH THE INTERNAL REVENUE SERVICE.

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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LINE 12 - THE ACTORS FUND HAS A WRITTEN CONFLICT OF INTEREST POLICY FOR EMPLOYEES AND TRUSTEES. THE OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES ARE REQUIRED TO COMPLETE THE CONFLICT OF INTEREST POLICY FORM AND SIGN ON AN ANNUAL BASIS AT A MINIMUM, AND INFORM THE ORGANIZATION WHEN THE CONFLICT OF INTEREST CIRCUMSTANCES ARISE.

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

SECTION C: DISCLOSURE

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

OTHER CHANGES IN NET ASSETS

PART XI, LINE 5

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

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TOTAL 412,673
=====

ATTACHMENT 1

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

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

ATTACHMENT 2

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

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

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

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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ATTACHMENT 2 (CONT'D)

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

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

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

ATTACHMENT 4

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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ATTACHMENT 4 (CONT'D)990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
OA PETERSON CONSTRUCTION CO INC PO BOX 106 78 NORTH WILLOW STREET MONTCLAIR, NJ 07042	CONTRACTOR	629,682.
GENESIS REHABILITATION SERVICES W0225 PO BOX 7777 PHILADELPHIA, PA 19175-0225	REHAB SERVICES	431,700.
COMMUNITY COUNSELING SERVICES CO LLC 461 FIFTH AVENUE NEW YORK, NY 10017	FUNDRAISING CONSULT	352,500.
THE TRUSTEES OF COLUMBIA UNIVERSITY 64 NAGIE AVENUE NEW YORK, NY 10040	CONTRACT MEDICAL SVC	215,830.
GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING SERVICES	149,504.
TOTAL COMPENSATION		<u><u>1,779,216.</u></u>

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2010

**Open to Public
Inspection**

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

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

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

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

Schedule R (Form 990) 2010

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) AURORA WEST 57TH CORPORATION 13-3762850 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019	HOUSING	NY	N/A	C CORP	-1,030,184.	0.	100.0000
(2) AURORA HOUSING DEVELOPMENT FUND CO INC 06-1401959 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019	DORMANT	NY	N/A	C CORP	0.	0.	100.0000
(3) SCHERMERHORN HOUSING CORPORATION 505 EIGHTH AVENUE NEW YORK, NY 10018			N/A				
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

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

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

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

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

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

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

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

Part VII Supplemental Information

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

RELATED ORGANIZATIONS**SCHEDULE R, PART IV**

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