

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form **990**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning , 2013, and ending , 20

B Check if applicable:	<input type="checkbox"/>	Address change	C Name of organization THE ACTORS' FUND OF AMERICA			D Employer identification number	13-1635251
	<input type="checkbox"/>	Name change				Doing Business As	
	<input type="checkbox"/>	Initial return	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 729 SEVENTH AVENUE, 10TH FLOOR				
	<input type="checkbox"/>	Terminated					
<input type="checkbox"/>	Amended return	F Name and address of principal officer: JOSEPH BENINCASA - PRESIDENT 729 SEVENTH AVENUE NEW YORK, NY 10019					
<input type="checkbox"/>	Application pending						
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	G Gross receipts \$ 41,386,543.	
J Website: ▶ WWW.ACTORSFUND.ORG						H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶						H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
						If "No," attach a list. (see instructions)	
						L Year of formation: 1882	M State of legal domicile: NY
						H(c) Group exemption number ▶	

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: WE ARE A NATIONAL HUMAN SERVICES ORG. PROVIDING HOUSING, SOCIAL SVCS, HEALTH SVCS, & EMPLOYMENT/TRAINING PROGRAMS TO ALL PERFORMING ARTS AND ENTERTAINMENT PROFESSIONALS.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	49.
	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 2013 (Part V, line 2a)	5	326.
	6	Total number of volunteers (estimate if necessary)	6	98.
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b	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)	15,986,602.	15,927,472.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	11,324,445.	11,579,764.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	937,325.	1,098,806.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	412,511.	734,291.
			28,660,883.	29,340,333.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,959,891.	3,620,429.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	15,957,545.	16,256,695.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	121,413.	134,446.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,176,723.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,318,392.	8,441,631.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	28,357,241.	28,453,201.	
19	Revenue less expenses. Subtract line 18 from line 12	303,642.	887,132.	
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)	65,366,671.	65,458,385.
	22	Net assets or fund balances. Subtract line 21 from line 20	25,597,422.	19,843,762.
		39,769,249.	45,614,623.	

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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 <input type="checkbox"/> if self-employed	PTIN
	SCOTT THOMPSETT				P00741490
	Firm's name ▶ GRANT THORNTON LLP	Firm's EIN ▶ 36-6055558			
	Firm's address ▶ 666 THIRD AVENUE NEW YORK, NY 10017-4057	Phone no. 212-599-0100			

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2013)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line 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 [X] 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 [X] No If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 10,734,753. including grants of \$ 2,673,561.) (Revenue \$ 1,241,846.) HUMAN SERVICES (SOCIAL SERVICES + EMPLOYMENT & TRAINING + HEALTH SERVICES)

THE FUND HELPED OVER 17,000 PEOPLE THROUGH ITS PROGRAMS AND OVER 400,000 THROUGH ITS ON-LINE TRAINING AND INFORMATION SERVICES. THESE COMPREHENSIVE PROGRAMS ARE DESIGNED TO MEET THE CRITICAL NEEDS OF ENTERTAINMENT PROFESSIONALS THROUGHOUT THEIR LIVES. (SEE SCHEDULE O).

4b (Code:) (Expenses \$ 11,743,340. including grants of \$ 0) (Revenue \$ 9,763,633.) SKILLED NURSING CARE & ASSISTED LIVING FACILITY

WE OPERATE 124-BEDS OF ASSISTED LIVING AND SKILLED NURSING CARE AT THE LILLIAN BOOTH ACTORS HOME IN ENGLEWOOD, NEW JERSEY. LAST YEAR, 144 PEOPLE RESIDED THERE AND RECEIVED HIGH QUALITY CARE. THE HOME REALIZED FULL OCCUPANCY WITH SHORT STAYS IN HOSPITALS RESULTING IN "BED HOLDS" (98% OCCUPANCY IN SKILLED NURSING FACILITY AND 97% IN ASSISTED LIVING). THE HOME ACHIEVED THE HIGHEST RATING POSSIBLE, FIVE STARS, FROM THE FEDERAL GOVERNMENT'S DEPARTMENT OF HEALTH (AND WAS RECOGNIZED BY US NEWS & WORLD REPORT AS AMONG THE BEST AND RECEIVED A "PERFECT SURVEY" BY THE STATE OF NEW JERSEY). (SEE SCHEDULE O)

4c (Code:) (Expenses \$ 2,513,220. including grants of \$ 946,868.) (Revenue \$ 574,285.) HOUSING

AFFORDABLE, SUPPORTIVE AND SENIOR HOUSING IS A CRITICAL CONCERN FOR MANY IN THE PERFORMING ARTS AND ENTERTAINMENT INDUSTRY. THE ACTORS FUND WORKS IN MANY WAYS TO HELP ITS CONSTITUENTS FIND AND SECURE HOUSING. (SEE SCHEDULE O)

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

4e Total program service expenses 24,991,313.

Part IV Checklist of Required Schedules

Table with 3 columns: Question Number, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government 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 or 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 25a.</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 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II.		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for line numbers (1a-14b), descriptions of tax compliance items, and Yes/No response columns. Includes entries for Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 4966, Form 720, and Form 702.

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 or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (49), 1b (48), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA, IL, NJ, NY, PA,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: CONNIE YOO 729 SEVENTH AVE 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 or note to any line in this Part VII.

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOSEPH BENINCASA PRESIDENT & CEO (NON-VOTING)	50.00 10.00	X		X				377,070.	0	103,486.
(2) BRIAN STOKES MITCHELL CHAIRMAN OF THE BOARD	10.00	X		X				0	0	0
(3) MARC GRODMAN, M.D. SECRETARY	5.00	X		X				0	0	0
(4) ABBY SCHROEDER ASSISTANT SECRETARY	5.00	X		X				0	0	0
(5) STEVE KALAFER TREASURER	5.00	X		X				0	0	0
(6) LEE H. PERLMAN ASSISTANT TREASURER	5.00	X		X				0	0	0
(7) PHILIP S. BIRSH VICE CHAIR	5.00	X		X				0	0	0
(8) BEBE NEUWIRTH VICE CHAIR	5.00	X		X				0	0	0
(9) PHILIP J. SMITH VICE CHAIR	5.00	X		X				0	0	0
(10) ALEC BALDWIN TRUSTEE	1.00	X						0	0	0
(11) ANNETTE BENING TRUSTEE	1.00	X						0	0	0
(12) JED W. BERNSTEIN TRUSTEE (THROUGH 05/2013)	1.00	X						0	0	0
(13) JEFFREY BOLTON TRUSTEE	1.00	X						0	0	0
(14) JOHN BREGLIO TRUSTEE	1.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) EBS BURNOUGH TRUSTEE	1.00	X					0	0	0	
(16) JAMES J. CLAFFEY, JR. TRUSTEE	1.00	X					0	0	0	
(17) NANCY COYNE TRUSTEE	1.00	X					0	0	0	
(18) MERLE DEBUSKEY TRUSTEE	1.00	X					0	0	0	
(19) RICK ELICE TRUSTEE	1.00	X					0	0	0	
(20) JANICE REALS ELLIG TRUSTEE	1.00	X					0	0	0	
(21) TERESA EYRING TRUSTEE	1.00	X					0	0	0	
(22) JOYCE GORDON TRUSTEE	1.00	X					0	0	0	
(23) MARC HOSTETTER TRUSTEE	1.00	X					0	0	0	
(24) KEN HOWARD TRUSTEE	1.00	X					0	0	0	
(25) DAVID HENRY HWANG TRUSTEE	1.00	X					0	0	0	
1b Sub-total							377,070.	0	103,486.	
c Total from continuation sheets to Part VII, Section A							1,225,511.	0	303,439.	
d Total (add lines 1b and 1c)							1,602,581.	0	406,925.	

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

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

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶ 4**

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

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

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

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

Section B. Independent Contractors

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

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

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

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

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

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

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

Section B. Independent Contractors

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
48) DAVID WHITE ----- TRUSTEE	1.00	X					0	0	0	
49) B.D. WONG ----- TRUSTEE	1.00	X					0	0	0	
50) NICK WYMAN ----- TRUSTEE	1.00	X					0	0	0	
51) GEORGE ZUBER ----- TRUSTEE	1.00	X					0	0	0	
52) BARBARA DAVIS ----- CHIEF OPERATING OFFICER	50.00 10.00			X			241,227.	0	49,602.	
53) CONNIE YOO ----- CHIEF FINANCIAL OFFICER	50.00 10.00			X			198,218.	0	49,399.	
54) TOM EXTON ----- CHIEF ADVANCEMENT OFFICER	50.00			X			192,349.	0	32,162.	
55) KEITH MCNUTT ----- DIRECTOR OF WESTERN REGION	50.00					X	131,247.	0	27,125.	
56) ISRAEL DURAN ----- DIRECTOR OF IT	35.00					X	113,784.	0	34,917.	
57) TAMAR SHAPIRO ----- DIR. OF SOCIAL SERVICES, NAT.	35.00					X	105,134.	0	40,362.	
58) JORDAN STROHL ----- ADMINISTRATOR	50.00					X	143,055.	0	40,136.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c	591,964.					
	d Related organizations	1d						
	e Government grants (contributions) . .	1e	1,914,700.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	13,420,808.					
	g Noncash contributions included in lines 1a-1f: \$		30,407.					
	h Total. Add lines 1a-1f			15,927,472.				
Program Service Revenue	Business Code							
	2a NET PATIENT SERVICES REVENUE		900099	7,629,677.	7,629,677.			
	b NET RESIDENT SERVICES REVENUE		900099	2,071,873.	2,071,873.			
	c HUMAN SERVICES		900099	1,878,214.	1,878,214.			
	d _____							
	e _____							
	f All other program service revenue							
g Total. Add lines 2a-2f			11,579,764.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			645,337.			645,337.	
	4 Income from investment of tax-exempt bond proceeds . . .			0				
	5 Royalties			0				
	6a Gross rents	(i) Real	(ii) Personal					
		b Less: rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss)			0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		10,671,029.						
		b Less: cost or other basis and sales expenses			10,217,560.			
		c Gain or (loss)			453,469.			
	d Net gain or (loss)			453,469.			453,469.	
	8a Gross income from fundraising events (not including \$ 591,964. of contributions reported on line 1c). See Part IV, line 18	a		2,562,941.				
		b Less: direct expenses	b	1,828,650.				
		c Net income or (loss) from fundraising events			734,291.			734,291.
9a Gross income from gaming activities. See Part IV, line 19	a							
	b Less: direct expenses	b						
	c Net income or (loss) from gaming activities			0				
10a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory			0				
Miscellaneous Revenue			Business Code					
11a _____								
b _____								
c _____								
d All other revenue								
e Total. Add lines 11a-11d				0				
12 Total revenue. See instructions				29,340,333.	11,579,764.		1,833,097.	

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	946,868.	946,868.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	2,673,561.	2,673,561.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	910,333.	540,142.	210,932.	159,259.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	10,967,443.	9,998,874.	360,645.	607,924.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,119,802.	972,276.	70,786.	76,740.
9 Other employee benefits	2,286,643.	2,100,492.	78,703.	107,448.
10 Payroll taxes	972,474.	878,170.	41,676.	52,628.
11 Fees for services (non-employees):				
a Management	0			
b Legal	90,677.	80,308.	4,801.	5,568.
c Accounting	161,448.	63,995.	89,946.	7,507.
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	134,446.			134,446.
f Investment management fees	142,016.		142,016.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	1,407,055.	1,182,176.	53,549.	171,330.
12 Advertising and promotion	20,782.	20,782.		
13 Office expenses	678,174.	453,886.	48,341.	175,947.
14 Information technology	267,912.	206,610.	19,903.	41,399.
15 Royalties	0			
16 Occupancy	1,954,922.	1,690,456.	105,381.	159,085.
17 Travel	169,702.	130,461.	9,972.	29,269.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	221,822.	209,883.	3,338.	8,601.
20 Interest	277,881.	259,251.	17,864.	766.
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,156,996.	1,112,322.	18,225.	26,449.
23 Insurance	236,306.	216,966.	7,960.	11,380.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>NURSING HOME/ASSISTED LIVING</u>	855,099.	855,099.		
b <u>FUNDRAISING EXPENSES</u>	399,815.			399,815.
c <u>BAD DEBT EXPENSES</u>	386,338.	386,338.		
d <u>COMMUNICATION EXPENSES</u>	14,686.	12,397.	1,127.	1,162.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	28,453,201.	24,991,313.	1,285,165.	2,176,723.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,566,816.	1	3,644,813.
	2 Savings and temporary cash investments	18,054.	2	20,372.
	3 Pledges and grants receivable, net	4,316,636.	3	2,262,582.
	4 Accounts receivable, net	1,902,515.	4	2,481,921.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	464,392.	9	240,371.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 27,865,910.		
	b Less: accumulated depreciation	10b 16,609,804.	11,998,086.	10c 11,256,106.
	11 Investments - publicly traded securities	15,318,243.	11	17,354,714.
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	28,781,929.	15	28,197,506.
16 Total assets. Add lines 1 through 15 (must equal line 34)	65,366,671.	16	65,458,385.	
Liabilities	17 Accounts payable and accrued expenses	4,055,775.	17	2,799,010.
	18 Grants payable	0	18	0
	19 Deferred revenue	110,691.	19	267,012.
	20 Tax-exempt bond liabilities	5,954,356.	20	5,663,933.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	2,593,203.	21	2,613,742.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	1,000,000.	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	11,883,397.	25	8,500,065.
	26 Total liabilities. Add lines 17 through 25	25,597,422.	26	19,843,762.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	19,524,721.	27	24,262,125.
	28 Temporarily restricted net assets	3,789,679.	28	3,497,444.
	29 Permanently restricted net assets	16,454,849.	29	17,855,054.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	39,769,249.	33	45,614,623.
	34 Total liabilities and net assets/fund balances	65,366,671.	34	65,458,385.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	29,340,333.
2	Total expenses (must equal Part IX, column (A), line 25)	2	28,453,201.
3	Revenue less expenses. Subtract line 2 from line 1	3	887,132.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	39,769,249.
5	Net unrealized gains (losses) on investments	5	1,548,358.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	3,409,884.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	45,614,623.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 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?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a	X	
3b	X	

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
 Attach to Form 990 or Form 990-EZ.
 Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 a Type I b Type II c Type III-Functionally integrated d Type III-Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

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

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

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

Schedule A (Form 990 or 990-EZ) 2013

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) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2013 (79.83%); 15 Public support percentage from 2012 Schedule A, Part II, line 14 (77.60%); 16a 33 1/3% support test - 2013 (checked); 16b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; 17b 10%-facts-and-circumstances test - 2012; 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

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 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

Table with 3 columns: Description, 2013, 2012. Row 15: Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2012 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2013, 2012. Row 17: Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2012 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2013. 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.

19b 33 1/3% support tests - 2012. 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. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2009	2010	2011	2012	2013	TOTAL
GROSS SPECIAL EVENTS INCOME	1,556,383.	1,644,480.	2,174,681.	2,007,779.	2,562,941.	9,946,264.
POST-RETIREMENT BENEFIT SETTLE		1,842,500.				1,842,500.
TOTALS	<u>1,556,383.</u>	<u>3,486,980.</u>	<u>2,174,681.</u>	<u>2,007,779.</u>	<u>2,562,941.</u>	<u>11,788,764.</u>

Schedule of Contributors

2013

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
 ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

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

Organization type (check one):

Filers of:

Section:

- Form 990 or 990-EZ 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization THE ACTORS' FUND OF AMERICA

Employer identification number
13-1635251

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 4,751,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	----- ----- -----	\$ 424,891.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	----- ----- -----	\$ 878,892.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	----- ----- -----	\$ 393,132.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	----- ----- -----	\$ 375,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	----- ----- -----	\$ 325,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 1,619,092.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE ACTORS' FUND OF AMERICA

Employer identification number
13-1635251

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

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

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

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

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... Yes No, 6 Did the organization inform all grantees... Yes No.

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, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution, 3 Number of conservation easements modified, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Amounts. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report..., 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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

Schedule D (Form 990) 2013

JSA 3E1268 2.000

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

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

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

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

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

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

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

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

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g Balance and expense items.

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

- a Board designated or quasi-endowment 6.3300%
b Permanent endowment 93.1100%
c Temporarily restricted endowment .5600%

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations
(ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

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

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) CASH HELD ON BEHALF OF OTHERS	2,613,742.
(2) INTERCOMPANY RECEIVABLES	337,577.
(3) DEFERRED FINANCING COST	224,784.
(4) ANNUITY FUND INVESTMENTS	2,245,032.
(5) VALUE OF INTEREST IN SPLIT	
(6) INTEREST AGREEMENT	5,102,625.
(7) INTERCOMPANY RECEIVABLE	17,673,746.
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	28,197,506.

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ANNUITY PAYMENT LIABILITY	3,165,352.
(3) POST RETIREMENT BENEFITS OBLIGATION	4,583,178.
(4) MISCELLANEOUS	751,535.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	8,500,065.

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

Part XIII Supplemental Information (continued)

SCHEDULE D, PART IV: ESCROW AND CUSTODIAL ARRANGEMENTS

CASH HELD ON BEHALF OF OTHERS REPRESENTS UNCLAIMED FUNDS ENTRUSTED TO THE ACTORS FUND COLLECTED FROM ENTERTAINMENT EMPLOYERS FOR UNEMANCIPATED MINORS RENDERING ARTISTIC OR CREATIVE SERVICES PURSUANT TO CALIFORNIA LAW (FAMILY CODE SECTIONS 6750-6753). THE ESTABLISHMENT OF SUCH ACCOUNT IS KNOWN AS A "COOGAN ACCOUNT" IN THE INDUSTRY. THE ACTORS FUND HAS BEEN DESIGNATED AS THE TRUSTEE OF THE UNCLAIMED ACCOUNTS. UPON PRESENTATION OF APPROPRIATE DOCUMENTATION, THE ACTORS FUND PAYS THE UNCLAIMED FUNDS TO THE COOGAN ACCOUNT OF THE BENEFICIARY. IF THE BENEFICIARY HAS ATTAINED THE AGE OF 18 (EIGHTEEN) OR IS LEGALLY EMANCIPATED. THE UNCLAIMED FUNDS ARE PAID TO THE BENEFICIARY. IF THE BENEFICIARY IS DECEASED, THE UNPAID FUNDS ARE PAID TO HIS/HER ESTATE. CASH HELD BY THE ACTORS FUND ON BEHALF OF BENEFICIARIES IS OFFSET BY A CORRESPONDING LIABILITY IN THE ACCOMPANYING STATEMENT OF FINANCIAL POSITION. CASH HELD ON BEHALF OF OTHERS CONSIST OF FUNDS INVESTED PRINCIPALLY IN MONEY MARKET FUNDS AND FIXED-INCOME SECURITIES AND AS OF DECEMBER 31, 2013 AND 2012 ARE CLASSIFIED WITHIN LEVEL 1.

SCHEDULE D, PART V: ENDOWMENT FUNDS

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

Part XIII Supplemental Information (continued)

PART X: FIN 48

UNDER THE ACCOUNTING STANDARDS CODIFICATION TOPIC 740, "ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES," ISSUED BY THE FINANCIAL ACCOUNTING STANDARDS BOARD ("FASB") GUIDANCE WAS ISSUED WHICH CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, INCLUDING ISSUES RELATING TO FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT. THIS STANDARD PROVIDES THAT THE TAX EFFECTS FROM AN UNCERTAIN TAX POSITION CAN BE RECOGNIZED IN THE FINANCIAL STATEMENTS ONLY IF THE POSITION IS "MORE-LIKELY-THAN-NOT" TO BE SUSTAINED IF THE POSITION WERE TO BE CHALLENGED BY A TAXING AUTHORITY. THE STANDARD ALSO PROVIDES GUIDANCE ON MEASUREMENT, CLASSIFICATION, INTEREST AND PENALTIES, AND DISCLOSURE. THE ACTORS FUND DOES NOT BELIEVE IT HAS ANY UNCERTAIN TAX POSITIONS. THE ACTORS FUND HAS PROCESSES PRESENTLY IN PLACE TO ENSURE THE MAINTENANCE OF ITS TAX-EXEMPT STATUS; TO IDENTIFY AND REPORT UNRELATED INCOME; DETERMINE ITS FILING AND TAX OBLIGATIONS IN JURISDICTIONS FOR WHICH IT HAS NEXUS; AND TO REVIEW OTHER MATTERS THAT MAY BE CONSIDERED TAX POSITIONS. THE TAX YEARS ENDING 2010, 2011, 2012 AND 2013 REMAIN OPEN TO AUDIT FOR BOTH FEDERAL AND STATE PURPOSES.

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I

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

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

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

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 RESOURCE & EVENT MGMT LTD.	CONSULTANT	X		1,025,550.	115,000.	910,550.
2 CHARITY BUZZ	AUCTION	X		114,230.	19,446.	94,784.
3						
4						
5						
6						
7						
8						
9						
10						
Total				1,139,780.	134,446.	1,005,334.

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

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		ANNUAL GALA	TONY PARTY	51.	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	1,025,550.	210,004.	1,919,351.	3,154,905.
	2 Less: Contributions	390,650.	35,571.	165,743.	591,964.
	3 Gross income (line 1 minus line 2)	634,900.	174,433.	1,753,608.	2,562,941.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	40,844.	7,705.	51,253.	99,802.
	7 Food and beverages	164,841.	42,069.	44,221.	251,131.
	8 Entertainment	9,011.	354.	27,720.	37,085.
	9 Other direct expenses	24,649.	30,120.	1,385,863.	1,440,632.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				1,828,650.
	11 Net income summary. Subtract line 10 from line 3, column (d)				734,291.

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. Subtract line 7 from line 1, column (d)				

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

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

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

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

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

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

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

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

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. 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 729 SEVENTH AVENUE NEW YORK, NY 10019	80-0522071	501(C)(3)	946,868.				HOUSING SUBSIDY
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							
(9) -----							
(10) -----							
(11) -----							
(12) -----							

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

3 Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2013)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 FINANCIAL ASSISTANCE	3,307.	2,673,561.			
2					
3					
4					
5					
6					
7					

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

PART I, LINE 2

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

1. IT IS THE POLICY OF THE ACTORS FUND THAT IT WILL MAKE THE GRANT DIRECTLY PAYABLE TO THE SERVICE PROVIDER, THEREBY ENSURING THAT THE REQUESTED BILLS ARE TIMELY PAID.
2. ON AN EXCEPTIONAL BASIS, GRANTS MAY BE MADE PAYABLE TO AN INDIVIDUAL. WHEN THIS OCCURS, THE GRANTEE MUST PROVIDE PROOF THAT THE GRANT WAS USED FOR THE REQUESTED BILL I.E.; THE GRANTEE MUST PROVIDE A RENT RECEIPT SHOWING PAYMENT, FOOD PURCHASE RECEIPTS, ETC.

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

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

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

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

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

IN 2013, 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

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

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

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

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.
- ▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2013

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	JOSEPH BENINCASA PRESIDENT & CEO (NON-VOTING)	(i) 300,584.	0	76,486.	64,762.	38,724.	480,556.	0
	(ii)	0	0	0	0	0	0	0
2	BARBARA DAVIS CHIEF OPERATING OFFICER	(i) 223,789.	0	17,438.	25,378.	24,224.	290,829.	0
	(ii)	0	0	0	0	0	0	0
3	CONNIE YOO CHIEF FINANCIAL OFFICER	(i) 187,263.	0	10,955.	22,675.	26,724.	247,617.	0
	(ii)	0	0	0	0	0	0	0
4	TOM EXTON CHIEF ADVANCEMENT OFFICER	(i) 192,349.	0	0	9,859.	22,303.	224,511.	0
	(ii)	0	0	0	0	0	0	0
5	KEITH MCNUTT DIRECTOR OF WESTERN REGION	(i) 131,247.	0	0	14,678.	12,447.	158,372.	0
	(ii)	0	0	0	0	0	0	0
6	JORDAN STROHL ADMINISTRATOR	(i) 131,055.	12,000.	0	12,379.	27,757.	183,191.	0
	(ii)	0	0	0	0	0	0	0
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, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE J, PART I, LINE 1A

FIRST-CLASS OR CHARTER TRAVEL

AS PART OF A SPONSORSHIP AGREEMENT, UNITED AIRLINES, INC. PROVIDED THE ACTORS FUND WITH TRAVEL VOUCHERS. IN 2013, 12 FIRST CLASS VOUCHERS WERE USED BY TRUSTEES AND OFFICERS.

TAX INDEMNIFICATION AND GROSS-UP PAYMENT

THE ACTORS FUND PROVIDED A TAX GROSS-UP FOR SUPPLEMENTAL RETIREMENT PLAN FOR THREE OFFICERS THAT HAVE BEEN REPORTED IN SCHEDULE J, PART II, COLUMN (B) (III).

SCHEDULE J, PART II, COLUMN (B)(II)

ONE INDIVIDUAL REPORTED IN SCHEDULE J, PART II, RECEIVED A FIXED BONUS PAYMENT FOR PASSING A NURSING HOME ANNUAL STATE SURVEY (CERTIFICATION EXAMINATION). THIS BONUS WAS AUTHORIZED BY THE COO.

**SCHEDULE K
(Form 990)**

Supplemental Information on Tax-Exempt Bonds

OMB No. 1545-0047

2013

**Open to Public
Inspection**

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Bond Issues

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

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired	1,336,067.							
2 Amount of bonds legally defeased	101,861.							
3 Total proceeds of issue	7,095,621.							
4 Gross proceeds in reserve funds								
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds								
8 Credit enhancement from proceeds								
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds	7,000,000.							
11 Other spent proceeds								
12 Other unspent proceeds								
13 Year of substantial completion	2010							
	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.

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

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

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

FORM 990, SCHEDULE K, LINE 3

FORM 990, SCHEDULE K, PART II, LINE 3

THE AMOUNT REPRESENTED AS THE TOTAL BOND ISSUE - \$7,095,621 INCLUDES
\$95,621 IN THE BOND INTEREST EARNED ON THE BOND HOLDINGS, THIS EXPLAINS
THE DIFFERENCE BETWEEN THE ORIGINAL BOND ISSUE AMOUNT OF \$7,000,000 IN
PART I AND THE \$7,095,621 IN PART II.

FORM 990, SCHEDULE K, PART III, LINE 4

THE ACTORS FUND OF AMERICA IS REPORTING

FORM 990, SCHEDULE K, PART IV, LINE 2

THE ACTORS FUND OF AMERICA IS CURRENTLY IN THE PROCESS OF HAVING A REBATE
CALCULATION COMPLETED BY AN INDEPENDENT THIRD PARTY. THE ORGANIZATION
DOES NOT ANTICIPATE THAT THERE WILL BE ANY REBATE DUE AND WILL DISCLOSE
THE RESULTS FROM THE CALCULATION ON ITS SUCCEEDING YEAR'S FORM 990.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

▶ **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.**
▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

- 2 Enter the amount of tax incurred by 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-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) 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 of assistance	(d) Type of assistance	(e) Purpose 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) 2013

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) JEFF BOLTON	TRUSTEE	139,527.	SEE SCHEDULE O		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

FORM 990, SCHEDULE L, PART IV

BOARD OF TRUSTEES MEMBER, JEFFREY BOLTON, WAS A PARTNER IN THE INVESTMENT FIRM NEUBERGER BERMAN. THE ACTORS' FUND HOLDS INVESTMENTS WITH NEUBERGER BERMAN AND PAID \$139,527 IN INVESTMENT MANAGEMENT FEES TO THE ORGANIZATION. IT SHOULD BE NOTED THAT MR. BOLTON RETIRED FROM NEUBERGER BERMAN IN 2013.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

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	5 .	30,407 .	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

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

Schedule M (Form 990) (2013)

JSA

3E1298 1.000

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ACTORS' FUND OF AMERICA

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2013

**Open to Public
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13-1635251

PART III, LINE 4A - 4D

PROGRAM ACCOMPLISHMENT 1: HUMAN SERVICES (SOCIAL SERVICES + EMPLOYMENT &
TRAINING + HEALTH SERVICES)

THE ACTORS FUND HUMAN SERVICES OFFER COMPREHENSIVE PROGRAMS DESIGNED TO
MEET THE CRITICAL NEEDS OF ENTERTAINMENT PROFESSIONALS THROUGHOUT THEIR
LIVES. IN 2013, THE FUND HELPED 17,541 PEOPLE THROUGH ITS PROGRAMS AND
OVER 400,000 THROUGH ITS ON-LINE TRAINING AND INFORMATION SERVICES.

SOCIAL SERVICES

OUR FREE AND CONFIDENTIAL SOCIAL SERVICES COVER A FULL RANGE OF
CATEGORIES. LICENSED CLINICAL SOCIAL WORKERS ARE AVAILABLE TO PROVIDE
COUNSELING, FINANCIAL ASSISTANCE, PRACTICAL HELP AND SUPPORT TO ADDRESS
THE MANY DIFFICULTIES THAT CAN ARISE THROUGHOUT ONE'S LIFE AND CAREER.

IN 2013, THE ACTORS FUND PROVIDED OVER \$2,690,000 IN EMERGENCY FINANCIAL
ASSISTANCE AND HELPED 3,291 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. 6,267 PEOPLE RECEIVED CLINICAL SERVICES AND EMERGENCY
FINANCIAL ASSISTANCE. 753 PEOPLE PARTICIPATED IN OUR SEMINARS ON FINDING
AND APPLYING FOR AFFORDABLE HOUSING, BUDGETING, MANAGING DEBT AND
INVESTMENTS, CHEMICAL DEPENDENCY IN THE WORKPLACE AWARENESS AND

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

YOUTH SERVICES

IN LOS ANGELES, THE ACTORS FUND LOOKING AHEAD PROGRAM ENHANCED THE ABILITY OF PROFESSIONAL YOUNG PERFORMERS, AGES 9-18, TO MAKE SUCCESSFUL TRANSITIONS TO ADULTHOOD BY BUILDING A MORE COHESIVE COMMUNITY FOR THEM AND BY EXPANDING THEIR OPPORTUNITIES TO EXPLORE NEW SOCIAL AND CAREER OPPORTUNITIES. THE FUND PROVIDED 13 EDUCATIONAL PROGRAMS, 18 COMMUNITY SERVICE ACTIVITIES, 13 SOCIAL EVENTS, 37 LEADERSHIP DEVELOPMENT WORKSHOPS, AND 114 TRAINING AND 153 MENTAL HEALTH COUNSELING SESSIONS FOR 238 YOUNG PERFORMERS AND 191 OF THEIR PARENTS.

HEALTH SERVICES

IN 2013, HEALTH CARE WAS AT THE FOREFRONT OF OUR NATION'S CONSCIOUSNESS-ESPECIALLY WITH THE ROLLOUT OF THE AFFORDABLE CAREACT AT THE END OF THE YEAR. TO HELP MEMBERS OF OUR COMMUNITY TAKE ADVANTAGE OF NEWLY AVAILABLE AFFORDABLE HEALTH INSURANCE PLANS, OUR ARTISTS HEALTH INSURANCE RESOURCE CENTER (AHIRC) HELD A RECORD NUMBER OF SEMINARS AND COUNSELING SESSIONS TO EDUCATE INDIVIDUALS AND SMALL BUSINESSES ABOUT THEIR OPTIONS AND WHAT THEY NEEDED TO DO TO ENROLL. 6,984 PARTICIPANTS ATTENDED OUR FREE HEALTH INSURANCE SEMINARS OR RECEIVED INDIVIDUAL COUNSELING THROUGH OUR ARTISTS HEALTH INSURANCE RESOURCE CENTER. THE FUND OPERATES A NATIONAL WEB-BASED HEALTH INSURANCE RESOURCE CENTER AND, IN 2013, 431,999 PEOPLE VISITED THE WEBSITE.

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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WE ALSO CONTINUED TO PROVIDE FREE MEDICAL CARE TO THOSE IN NEED VIA NEW YORK'S AL HIRSCHFELD FREE HEALTH CLINIC (THE ONLY ONE OF ITS KIND IN MANHATTAN) AND LOS ANGELES'S PERFORMING ARTISTS CLINIC (IN COLLABORATION WITH MUSICARES AND THE VENICE FAMILY CLINIC). IN 2013, THE AL HIRSCHFELD CLINIC PROVIDED 3,161 FREE MEDICAL VISITS TO 1,445 PEOPLE. THE CLINIC'S VOLUNTEER PHYSICIANS PROGRAM - BROADWAY DOCS - CONTRIBUTED 586 MEDICAL VISITS VALUED AT \$130,110 WITH LABORATORY TESTING VALUED AT \$241,872 DONATED BY BIO-REFERENCE LABS.

EMPLOYMENT AND TRAINING SERVICES

THE ACTORS FUND WORK PROGRAM (AWP) ASSISTS ENTERTAINMENT INDUSTRY AND PERFORMING ARTS PROFESSIONALS IN IDENTIFYING AND FINDING SIDELINE WORK AND NEW CAREERS. AWP IS A COMPREHENSIVE EMPLOYMENT AND TRAINING PROGRAM COMMITTED TO FOSTERING RESILIENCY AND SELF RELIANCE FOR INDUSTRY PROFESSIONALS, AS WELL AS PROVIDING A RESOURCE FOR REFERRAL OF HIGHLY SKILLED AND CREATIVE WORKERS TO THE LARGER EMPLOYMENT COMMUNITY. THROUGH AWP SERVICES, CLIENTS CAN DEVELOP REWARDING SIDELINE CAREERS IN SUCH AREAS AS TEACHING, HEALING PROFESSIONS AND REAL ESTATE. OFTEN, WORKING PROFESSIONALS NEED TO WORK OUTSIDE OF THE INDUSTRY TO SUPPORT THE CONTINUING PURSUIT OF INDUSTRY WORK. MANY OF THE SKILLS THAT ENTERTAINMENT INDUSTRY PROFESSIONALS HAVE - COMMUNICATION, DISCIPLINE, CREATIVITY, FLEXIBILITY, PROFESSIONALISM - ARE TRANSFERABLE AND HIGHLY VALUED IN THE BROADER LABOR MARKET. THE ACTORS FUND WORK PROGRAM HELPS TO IDENTIFY AND APPLY THESE SKILLS TO OTHER WORK SETTINGS. THE PROGRAM HAD 3,378 PARTICIPANTS IN 2013 AND PROVIDED 1,261 INDIVIDUAL CAREER

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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COUNSELING SESSIONS, HELD 28 SEMINARS WITH 2,224 ATTENDEES, 10 WORKSHOPS (MULTIPLE SESSIONS) WITH 774 PARTICIPANTS AND 12 COMPUTER CLASSES WITH 270 ENROLLEES. 922 NEW JOBS WERE REPORTED BY PROGRAM PARTICIPANTS.

PROGRAM ACCOMPLISHMENT 2: SKILLED NURSING CARE & ASSISTED LIVING FACILITY

IN 1902, THE ACTORS FUND OPENED A RETIREMENT HOME FOR MEMBERS OF THE ENTERTAINMENT COMMUNITY. TODAY, THE FUND PROVIDES 124-BEDS OF ASSISTED LIVING AND SKILLED NURSING CARE AT THE LILLIAN BOOTH ACTORS HOME IN ENGLEWOOD, NEW JERSEY. IN 2013, A TOTAL OF 144 PEOPLE RESIDED AT THE LILLIAN BOOTH ACTORS HOME. IN BEAUTIFUL SURROUNDINGS, THE LILLIAN BOOTH HOME PROVIDED HIGH QUALITY CARE FOR SENIORS THROUGH IT 82-BED SKILLED NURSING AND 42-ROOM ASSISTED LIVING FACILITY. THE HOME REALIZED 98% OCCUPANCY IN SKILLED NURSING FACILITY AND 97% IN ASSISTED LIVING. THE HOME ACHIEVED A 5 STAR RATING - THE HIGHEST RATING POSSIBLE - FROM THE DEPARTMENT OF HEALTH.

PROGRAM ACCOMPLISHMENT 3: HOUSING

AFFORDABLE, SUPPORTIVE AND SENIOR HOUSING IS A CRITICAL CONCERN FOR MANY IN THE PERFORMING ARTS AND ENTERTAINMENT INDUSTRY. THE ACTORS FUND WORKS IN MANY WAYS TO HELP ITS CONSTITUENTS FIND AND SECURE HOUSING.

THE DOROTHY ROSS FRIEDMAN RESIDENCE (FORMERLY THE AURORA), A 178-UNIT AFFORDABLE, SUPPORTIVE HOUSING RESIDENCE ON WEST 57TH STREET IN

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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MANHATTAN, PROVIDES HOUSING FOR LOW-INCOME ENTERTAINMENT PROFESSIONALS, SENIORS AND PERSONS WITH AIDS. IN 2013, 194 PEOPLE RESIDED AT THE FRIEDMAN. THE SOCIAL SERVICES AND A VIBRANT ACTIVITIES PROGRAM HELPED RESIDENTS BUILD COMMUNITY, FOCUS ON HEALTH AND WELLNESS AND STAY ENGAGED, CREATIVE AND ACTIVE.

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

THE SCHERMERHORN RESIDENCE IN DOWNTOWN BROOKLYN PROVIDES 216 UNITS OF AFFORDABLE, SUPPORTIVE HOUSING FOR LOW-INCOME PROFESSIONALS IN ENTERTAINMENT AND THE COMMUNITY, AS WELL AS FORMERLY HOMELESS INDIVIDUALS WITH HIV/AIDS OR CHRONIC MENTAL ILLNESS. CREATED IN A PARTNERSHIP WITH COMMON GROUND COMMUNITY, THE SCHERMERHORN HAS WON NUMEROUS DESIGN AWARDS. HOUSED IN THE BUILDING IS THE ACTORS FUND ARTS CENTER, A 2,000 SQ FT BLACK BOX THEATER THAT OFFERS LOW-COST SPACE TO OVER 40 SMALL ARTS GROUPS AND INDIVIDUALS TO REHEARSE AND PERFORM.

THE ACTORS FUND HOUSING RESOURCE CENTER PROVIDES INFORMATION ON FINDING AFFORDABLE HOUSING, ROOMMATES AND HOME SHARING, TENANTS' RIGHTS, HOUSING COURT AND PURCHASING YOUR FIRST HOME. THE HOUSING RESOURCE CENTER ALSO SPONSORS THE HOUSING BULLETIN BOARD WHERE INDUSTRY MEMBERS CAN POST

Name of the organization THE ACTORS' FUND OF AMERICA	Employer identification number 13-1635251
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HOUSING AVAILABILITIES AND SEARCH FOR PLACES TO LIVE. 231 PEOPLE ATTENDED
HOUSING WORKSHOPS IN NYC.

FORM 990, PART VI, LINE 2

PRESIDENT & CEO, JOSEPH BENINCASA, SERVES ON THE BOARD OF DIRECTORS OF
BIO-REFERENCE LABORATORIES, A CORPORATION WHOSE CHAIRMAN AND CEO IS DR.
MARC GRODMAN WHO SERVES AS AN ACTORS FUND TRUSTEE.

MANY ACTORS FUND TRUSTEES ARE EMPLOYED IN THE ENTERTAINMENT INDUSTRY.
FROM TIME TO TIME, THESE INDIVIDUALS ENTER INTO BUSINESS ARRANGEMENTS OR
NEGOTIATE UNION-LABOR CONTRACTS. THESE RELATIONSHIPS ARE FLUID
THROUGHOUT ANY GIVEN YEAR AND SO IDENTIFYING EACH AND EVERY ONE IS VERY
DIFFICULT. THESE BUSINESS RELATIONSHIPS HAVE NO IMPACT ON THE ACTORS
FUND'S DAILY ACTIVITIES.

PROCESS USED TO REVIEW FORM 990

PART VI, SECTION B, LINE 11

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

CONFLICT OF INTEREST POLICY MONITORING & ENFORCEMENT

PART VI, SECTION B, LINE 12

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

PROCESS FOR DETERMINING COMPENSATION

PART VI, SECTION B, LINE 15 A AND B

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

AVAILABILITY OF DOCUMENTS TO THE PUBLIC

PART VI, SECTION C, LINE 19

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

OTHER CHANGES IN NET ASSETS

PART XI, LINE 9

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

CHANGE IN VALUE OF SPLIT-INTEREST AGREEMENTS	\$ 421,681
PENSION EXPENSE OTHER THAN NET PERIODIC	
PENSION COST	2,988,203

TOTAL	\$3,409,884
	=====

ATTACHMENT 1

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
GENESIS REHABILITATION SERVICES W0225 PO BOX 7777 PHILADELPHIA, PA 19175	REHAB SERVICES	459,570.
THE TRUSTEES OF COLUMBIA UNIVERSITY 64 NAGIE AVENUE NEW YORK, NY 10040	CONTRACT MEDICAL SVC	243,580.
GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING SERVICES	239,199.
RESOURCE & EVENT MANAGEMENT LTD. 232 MADISON AVENUE NEW YORK, NY 10016	FUNDRAISING	135,000.

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**
- ▶ **Attach to Form 990.** ▶ **See separate instructions.**
- ▶ **Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.**

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

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" 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)	07	ACTORS' FUND	X	
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2013

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	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) AURORA WEST 57TH CORPORATION ----- 13-3762850 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019	HOUSING	NY	N/A	C CORP	0	0	100.0000	X	
(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	X	
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

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

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

	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 related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ACTORS FUND HOUSING DEVELOPMENT CORP	B	946,868.	COST
(2) ACTORS FUND HOUSING DEVELOPMENT CORP	N	133,755.	COST
(3)			
(4)			
(5)			
(6)			

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

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