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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2011 Open to Public Inspection
	▶ The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011			
B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization The Actors' Fund of America		D Employer identification number 13-1635251
	Doing Business As		E Telephone number (212) 221-7300
	Number and street (or P O box if mail is not delivered to street address) 729 7th Avenue	Room/suite	G Gross receipts \$ 44,776,844
	City or town, state or country, and ZIP + 4 New York, NY 10019		
	F Name and address of principal officer Joseph Benincasa 729 SEVENTH AVENUE 10TH FL New York, NY 10019		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (Insert no) ☐ 4947(a)(1) or ☐ 527			
J Website: www.actorsfund.org			
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other		L Year of formation 1882	M State of legal domicile NY

Part I	Summary
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Activities & Governance	1 Briefly describe the organization's mission or most significant activities The Actors Fund is a national human services organization providing housing, social services, health services, and employment/training programs to all performing arts and entertainment professionals			
	2 Check this box ☐ 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	50	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	50	
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	266	
	6 Total number of volunteers (estimate if necessary)	6	516	
7a Total unrelated business revenue from Part VIII, column (C), line 12		7a	0	
b Net unrelated business taxable income from Form 990-T, line 34		7b	0	
Revenue			Prior Year	Current Year
	8	Contributions and grants (Part VIII, line 1h)	13,055,896	15,499,324
	9	Program service revenue (Part VIII, line 2g)	11,739,283	12,342,275
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	884,957	872,404
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-1,262,218	286,578
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	24,417,918	29,000,581
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	3,052,502	3,491,428
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	13,960,151	14,844,191
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	20,000	0
	b	Total fundraising expenses (Part IX, column (D), line 25) ☒ 2,184,098		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	9,686,987	8,789,220
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	26,719,640	27,124,839
	19	Revenue less expenses Subtract line 18 from line 12	-2,301,722	1,875,742
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20	Total assets (Part X, line 16)	51,880,433	54,040,116
	21	Total liabilities (Part X, line 26)	23,246,552	27,239,699
	22	Net assets or fund balances Subtract line 21 from line 20	28,633,881	26,800,417

Part II	Signature Block
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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			2012-12-27 Date	
	Connie Yoo Chief Financial Officer Type or print name and title				
Paid Preparer's Use Only	Preparer's signature		Date	Check if self-employed ☐	Preparer's taxpayer identification number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 100174057			EIN
					Phone no (212) 599-0100

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

Part III

Statement of Program Service Accomplishments

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

1

Briefly describe the organization's mission

The Actors Fund is a nationwide human services organization that helps all professionals in performing arts and entertainment The Fund is a safety net, providing programs and services for those who are in need, crisis or transition

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes

checked

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

checked

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 and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 13,429,399 including grants of \$ 969,903) (Revenue \$ 11,250,782)

Housing See Schedule O

4b

(Code) (Expenses \$ 6,887,652 including grants of \$ 2,490,077) (Revenue \$ 1,058,278)

Social Services See Schedule o

4c

(Code) (Expenses \$ 1,848,881 including grants of \$ 0) (Revenue \$ 10,197)

Health Services See schedule o

(Code) (Expenses \$ 1,522,528 including grants of \$ 31,448) (Revenue \$ 23,018)

actors fund work program see schedule O

4d

Other program services (Describe in Schedule O)

(Expenses \$ 1,522,528 including grants of \$ 31,448) (Revenue \$ 23,018)

4e

Total program service expenses \$ 23,688,460

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i> 	1	Yes
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? 	2	Yes
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>	4	No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>	5	No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i> 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i> 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i> 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i> 	9	Yes
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> 	10	Yes
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	11a	Yes
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> 	11b	No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> 	11c	Yes
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> 	11d	Yes
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e	Yes
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	Yes
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i> 	12a	No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i> 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</i>	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II and IV.</i>	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Part III and IV.</i>	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> 	17	Yes
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i> 	18	Yes
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i> 	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>	20a	No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 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>	23	Yes	
24a	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 questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	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>	25a		No
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>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
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>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
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 owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
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>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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>	32		No
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>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	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>	35b	Yes	
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>	36		No
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>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance			
Check if Schedule O contains a response to any question in this Part V ☐			
		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a	134
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements filed for the calendar year ending with or within the year covered by this return. .	2a	266
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a	No
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8	
9 Sponsoring organizations maintaining donor advised funds.			
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter			
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b	
11 Section 501(c)(12) organizations. Enter			
a	Gross income from members or shareholders.	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a	
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b	
c	Enter the aggregate amount of reserves on hand.	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b	

Part VI

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1a	50		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	50
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

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

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 Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☒ Own website ☐ Another's website ☒ Upon request
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. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. CONNIE YOO 729 SEVENTH AVENUE 10TH FL New York, NY 10019 (212) 221-7300

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

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 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 organizations compensated any current or former officer, director, or trustee

[illegible]

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	1,218,666	0	239,147

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. **6**

		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>	3	No
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>	4	Yes
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>	5	No

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
GENESIS REHABILITATION SERVICES W0225 PO BOX 7777 PHILADELPHIA, PA 191750225	REHAB SERVICES	437,288
THE TRUSTEES OF COLUMBIA UNIVERSITY 64 NAGIE AVENUE NEW YORK, NY 10040	CONTRACT MEDICAL SVC	245,530
GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING SERVICES	199,390
Curtis Ginsberg Architects LLP 299 Broadway NEW YORK, NY 10007	Architecture	170,530
Resource Event Management LTD 232 madison avenue NEW YORK, NY 10016	Fundraising	115,000
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 5		

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	285,949				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	29,785				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	15,183,590				
	g	Noncash contributions included in lines 1a-1f \$ 545,685						
	h	Total. Add lines 1a-1f		15,499,324				
Program Service Revenue			Business Code					
	2a	NET PATIENT SERVICE REVENUE	900099	7,620,820	7,620,820			
	b	NET RESIDENT SERVICES REVENUE	900099	1,807,543	1,807,543			
	c	HUMAN SERVICES	900099	2,913,912	2,913,912			
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		12,342,275				
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		720,838			720,838	
	4	Income from investment of tax-exempt bond proceeds . .		0				
	5	Royalties		0				
	6a	(i) Real		(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7a	(i) Securities		(ii) Other				
		14,039,726						
		13,888,160						
		151,566						
	d	Net gain or (loss)		151,566			151,566	
	8a	Gross income from fundraising events (not including \$ 285,949 of contributions reported on line 1c) See Part IV, line 18	a	2,174,681				
	b	Less direct expenses	b	1,888,103				
	c	Net income or (loss) from fundraising events . .		286,578			286,578	
	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		29,000,581	12,342,275	0	1,158,982		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)
Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	969,903	969,903		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	2,521,525	2,521,525		
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	995,580	592,308	234,327	168,945
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	9,730,751	8,764,216	319,633	646,902
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	1,332,677	1,182,529	53,157	96,991
9	Other employee benefits	1,914,989	1,780,923	54,535	79,531
10	Payroll taxes	870,194	772,746	39,399	58,049
11	Fees for services (non-employees)				
a	Management	0			
b	Legal	115,486	83,936	3,738	27,812
c	Accounting	174,540	66,113	96,313	12,114
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	175,342		175,342	
g	Other	1,304,034	1,103,561	60,849	139,624
12	Advertising and promotion	19,144	19,144		
13	Office expenses	670,266	465,904	44,426	159,936
14	Information technology	285,537	235,558	17,842	32,137
15	Royalties	0			
16	Occupancy	2,027,803	1,749,743	101,239	176,821
17	Travel	154,318	108,101	8,096	38,121
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	258,616	244,875	4,685	9,056
20	Interest	320,825	304,802	16,023	
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	1,254,566	1,216,631	13,733	24,202
23	Insurance	232,410	213,338	7,035	12,037
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	FUNDRAISING EXPENSES	499,751			499,751
b	NURSING HOME/ASSISTED LIVING	1,271,607	1,271,607		
c	OTHER	24,975	20,997	1,909	2,069
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	27,124,839	23,688,460	1,252,281	2,184,098
26	Joint costs. Check here ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			905,110	1	1,473,824
	2	Savings and temporary cash investments			441,095	2	63,610
	3	Pledges and grants receivable, net			3,031,685	3	5,465,009
	4	Accounts receivable, net			1,471,550	4	1,538,286
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			0	5	0
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L			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			384,183	9	260,470
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	27,434,793			
	b	Less: accumulated depreciation	10b	14,415,940	14,039,417	10c	13,018,853
	11	Investments—publicly traded securities			14,231,981	11	14,467,350
	12	Investments—other securities. See Part IV, line 11			0	12	0
	13	Investments—program-related. See Part IV, line 11			7,700,000	13	7,700,000
	14	Intangible assets			0	14	0
	15	Other assets. See Part IV, line 11			9,675,412	15	10,052,714
	16	Total assets. Add lines 1 through 15 (must equal line 34)			51,880,433	16	54,040,116
Liabilities	17	Accounts payable and accrued expenses			3,372,424	17	3,489,376
	18	Grants payable			0	18	0
	19	Deferred revenue			1,420,647	19	98,963
	20	Tax-exempt bond liabilities			6,498,928	20	6,232,038
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			2,158,550	21	2,353,842
	22	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			0	23	1,500,000
	24	Unsecured notes and loans payable to unrelated third parties			0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			9,796,003	25	13,565,480
	26	Total liabilities. Add lines 17 through 25			23,246,552	26	27,239,699
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			12,684,750	27	7,240,099
	28	Temporarily restricted net assets			4,769,502	28	4,328,046
	29	Permanently restricted net assets			11,179,629	29	15,232,272
	Organizations that do not follow SFAS 117, check here ☐ 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			28,633,881	33	26,800,417
	34	Total liabilities and net assets/fund balances			51,880,433	34	54,040,116

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	29,000,581
2	Total expenses (must equal Part IX, column (A), line 25)	2	27,124,839
3	Revenue less expenses Subtract line 2 from line 1	3	1,875,742
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	28,633,881
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-3,709,206
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	26,800,417

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ 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?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 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	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
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	

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization The Actors' Fund of America	Employer identification number 13-1635251
---	--

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

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

1

☐

A church, convention of churches, or association of churches **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 Se**section 509(a)(4).**

11

☐

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

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

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

f

☐

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

g

☐

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

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the 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 support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 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						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	13,076,586	13,718,539	11,858,359	13,938,364	15,174,462	67,766,310
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	13,076,586	13,718,539	11,858,359	13,938,364	15,174,462	67,766,310
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						3,795,330
6 Public Support. Subtract line 5 from line 4						63,970,980

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	13,076,586	13,718,539	11,858,359	13,938,364	15,174,462	67,766,310
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,709,403	1,172,778	699,058	674,708	720,838	4,976,785
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	139,143	2,086,010	1,556,383	3,486,980	2,174,681	9,443,197
11 Total support (Add lines 7 through 10)						82,186,292
12 Gross receipts from related activities, etc (See instructions)					12	53,266,563
13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage		
14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	77 837 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	64 581 %
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization		
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		

Part IIIPart III

Support Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6.)						

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage			
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15		
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17		
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization			
b 33 1/3% support tests—2010. 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.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545-0047

2011

Open to Public Inspection

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.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No	

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

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4

Number of states where property subject to conservation easement is located ► _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
► \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

► \$ _____

(ii) Assets included in Form 990, Part X

► \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

► \$ _____

b

Assets included in Form 990, Part X

► \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2011

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☒ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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

☒ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V

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

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	6,281,152	5,758,738	4,859,574	4,859,574	
b Contributions	1,121,350	201,001			
c Investment earnings or losses	168,336	644,117	945,078	-1,305,908	
d Grants or scholarships					
e Other expenditures for facilities and programs	331,454	322,704	302,324	302,324	
f Administrative expenses					
g End of year balance	7,239,384	6,281,152	5,502,328	3,251,342	

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶ 100 000 %

c

Term endowment ▶

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

4

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

Part VI

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		100,000		100,000
b Buildings		21,498,096	9,912,161	11,585,935
c Leasehold improvements		795,431	715,381	80,050
d Equipment		1,610,278	1,187,686	422,592
e Other		3,430,988	2,600,712	830,276
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				13,018,853

Schedule D (Form 990) 2011

Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	29,000,581
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	27,124,839
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	1,875,742
4	Net unrealized gains (losses) on investments	4	-473,133
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-3,236,073
9	Total adjustments (net) Add lines 4 - 8	9	-3,709,206
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-1,833,464

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	27,315,274
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-473,133
b	Donated services and use of facilities	2b	326,138
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-1,347,970
e	Add lines 2a through 2d	2e	-1,494,965
3	Subtract line 2e from line 1	3	28,810,239
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	175,342
b	Other (Describe in Part XIV)	4b	15,000
c	Add lines 4a and 4b	4c	190,342
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	29,000,581

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	29,148,740
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	326,138
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	1,888,103
e	Add lines 2a through 2d	2e	2,214,241
3	Subtract line 2e from line 1	3	26,934,499
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	175,342
b	Other (Describe in Part XIV)	4b	14,998
c	Add lines 4a and 4b	4c	190,340
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	27,124,839

Part XIVSupplemental Information

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

Identifier	Return Reference	Explanation
Escrow and Custodial Arrangements	Schedule D, Part IV	CASH HELD ON BEHALF OF OTHERS REPRESENTS UNCLAIMED FUNDS ENTRUSTED TO THE ACTORS FUND COLLECTED FROM ENTERTAINMENT EMPLOYERS FOR UNEMANCIPATED MINORS RENDERING ARTISTIC OR CREATIVE SERVICES PURSUANT TO CALIFORNIA LAW (FAMILY CODE Sections 6750-6753) THE ESTABLISHMENT OF SUCH ACCOUNT IS KNOWN AS THE 'COOGAN ACCOUNT' IN THE INDUSTRY THE ACTORS FUND HAS BEEN DESIGNATED AS THE TRUSTEE OF THE UNCLAIMED ACCOUNTS UPON PRESENTATION OF APPROPRIATE DOCUMENTATION, THE ACTORS FUND PAYS THE UNCLAIMED FUNDS TO THE COOGAN ACCOUNT OF THE BENEFICIARY IF THE BENEFICIARY HAS ATTAINED THE AGE OF 18 (EIGHTEEN) OR IS LEGALLY EMANCIPATED THE UNCLAIMED FUNDS ARE PAID TO THE BENEFICIARY IF THE BENEFICIARY IS DECEASED, THE UNPAID FUNDS ARE PAID TO HIS/HER ESTATE CASH HELD BY THE ACTORS FUND ON BEHALF OF BENEFICIARIES IS OFFSET BY A CORRESPONDING LIABILITY IN THE ACCOMPANYING STATEMENT OF FINANCIAL POSITION CASH HELD ON BEHALF OF OTHERS CONSIST OF FUNDS INVESTED PRINCIPALLY IN MONEY MARKET FUNDS AND FIXED-INCOME SECURITIES AND AS OF DECEMBER 31, 2011 AND 2010 ARE CLASSIFIED WITHIN LEVEL 1 Endowment Funds Schedule D, Part V The Actors' Fund of america holds an endowment fund The endowment fund is maintained to provide a permanent source of income to support the housing, residency and social service programs of the Actors Fund The endowment is managed so that its principal must be invested and kept intact in perpetuity The Fund's income is used by the Actors Fund to support charitable programs, special events and its overall charitable mission
Fin 48	Part X	In July 2006, new guidance was issued in the area of "Accounting for Uncertainty in Income Taxes " The new standard clarifies the accounting for uncertainty in tax positions taken or expected to be taken in a tax return, including issues relating to financial statement recognition and measurement This standard provides that the tax effects from an uncertain tax position can be recognized in the financial statements only if the position is "more-likely-than-not" to be sustained if the position were to be challenged by a taxing authority The standard also provides guidance on measurement, classification, interest and penalties, and disclosure Management does not believe that The Actors Fund has any uncertain tax positions The Actors Fund has processes presently in place to ensure the maintenance of its tax-exempt status, to identify and report unrelated income, determine its filing and tax obligations in jurisdictions for which it has nexus, and to review other matters that may be considered tax positions The tax years ending 2008, 2009, 2010, and 2011 remain open to audit for both federal and state purposes
Reconciliation of net assets	Schedule D, Part XI, line 8	Change in value of split-interest agreements \$(529,468) Pension expense other than net periodic pension cost \$(2,644,263) Excess of consideration paid over net assets acquired in acquisition of AALP \$(62,342) ----- Total \$(3,236,073) Reconciliation of revenue Schedule D, part XII, line 2d Special event expenses reclassified to Part VIII \$1,888,103 Change in value of split interest agreements \$(529,468) Pension expense other than NPPC \$(2,644,263) Excess of consideration paid over net Assets acquired in acquisition of AALP \$(62,342) ----- Total \$(1,347,970) Form 990, Schedule D, Part XII, Line 4(b) Grants to Related Party Eliminated in Consolidation \$15,000 Form 990, Schedule D, Part XIII, Line 2(d) Reconciliation of expense Special event expenses reclassified to Part VIII \$1,888,103 Schedule D, Part XIII, Line 4B Grants to Related Party Eliminated in Consolidation \$15,000 Rounding \$(2) ----- Total \$14,998
Schedule D, Parts XI, XII & XIII		The Actors' Fund of America's audited financial statements are prepared on a consolidated basis and include the activities of its affiliated organization, the Actors Fund Housing Development Corporation (which files its own standalone Form 990) For purposes of the reconciliations in Schedule D, the Actors' Fund is reconciling back to its standalone financial information presented in the audited financial report and not to the consolidated totals

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

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

OMB No 1545-0047

2011

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.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a ☒ Mail solicitations

e ☒ Solicitation of non-government grants

b ☒ Internet and e-mail solicitations

f ☒ Solicitation of government grants

c ☐ Phone solicitations

g ☒ Special fundraising events

d ☐ In-person solicitations
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ Yes ☐ No
- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(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			
Resource Event management LTD 232 madison ave New York, NY 10016	consultant	Yes		997,964	115,000	882,964
Total ▶				997,964	115,000	882,964

- 3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.
- CA, IL, NJ, NY, PA

Part II Fundraising Events.

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		annual gala (event type)	book of mormon (event type)	40 (total number)	(Add col (a) through col (c))
Revenue	1	Gross receipts	997,964	255,836	1,206,830
	2	Less Charitable contributions	128,250	1,744	155,955
	3	Gross income (line 1 minus line 2)	869,714	254,092	1,050,875
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs	34,955	71,036	105,991
	7	Food and beverages	106,859	16,353	78,245
	8	Entertainment	8,568	75,818	84,386
	9	Other direct expenses	142,845	31,146	1,322,278
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine lines 3 and 10 in column (d). ▶			
					286,578

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			
	2	Cash prizes			
Direct Expenses	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	☐ Yes ☐ No	☐ Yes ☐ No	☐ Yes ☐ No
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					()
8 Net gaming income summary Combine lines 1 and 7 in 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 _____

10a 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

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

Name ▶

Address ▶

15a

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

Yes

No

b

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

c

If "Yes," enter name and address

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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
Professional Fundraising Fees	Part I, Line 2b	The Actors Fund Paid \$115,000 in fees to professional fundraising organizations, it is reported as an offset against special event revenue on Part VIII, Line 8(b) rather than as an expense item on Part IX, Line 11(e)

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
The Actors' Fund of America

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

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

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number
13-1635251

Part I General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed. ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code 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 Corpc/o The Actors Fund 729 7th avenue New York, NY 10019	80-0522071	501(c)(3)	969,903		n/a	n/a	Housing Subsidy

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

0

Part III

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

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) FINANCIAL ASSISTANCE	3046	2,521,525			

Part IV

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

Identifier	Return Reference	Explanation
Grants	Part I, Line 2	The Actors Fund has implemented several protocols to ensure that all grant recipients use the funds in the manner intended 1 At times, the Actors Fund will make the grant directly payable to the service provider, thereby ensuring that the requested bills are timely paid 2 On an exceptional basis, grants may be made payable to an individual When this occurs, the grantee must provide proof that the grant was used for the requested bill i e , the grantee must provide a rent receipt showing payment, food purchase receipts 3 For all grantees that receive assistance on a continual basis, they are required to meet with their counselor to review budgets and financial need 4 On a quarterly basis, accounting provides social services with a list of uncashed checks that are reviewed by counselor and grantee If checks continue to go uncashed, Social Services will stop providing assistance In 2011, the Actors Fund made a capital contribution to a related party, the Actors Fund Housing Development Corporation This grant has been reported on both Schedule I & Schedule R All funds granted have been used to meet operating expenses

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
The Actors' Fund of America

Employer identification number
13-1635251

Part I

Questions Regarding Compensation

		Yes	No
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		
	☒ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☒ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	☒ Compensation committee ☐ Written employment contract ☒ Independent compensation consultant ☒ Compensation survey or study ☐ Form 990 of other organizations ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	No
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	No
b	Any related organization?	6b	No
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	No
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space 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, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JOSEPH BENINCASA	(i)	263,756	0	69,580	51,889	24,761	409,986	0
	(ii)	0	0	0	0	0	0	0
(2) BARBARA DAVIS	(i)	202,165	0	14,696	14,449	23,966	255,276	0
	(ii)	0	0	0	0	0	0	0
(3) CONNIE YOO	(i)	156,466	0	0	7,527	22,978	186,971	0
	(ii)	0	0	0	0	0	0	0
(4) TOM EXTON	(i)	182,897	0	0	7,527	17,411	207,835	0
	(ii)	0	0	0	0	0	0	0
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III **Supplemental Information**

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

Identifier	Return Reference	Explanation
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 2011, 5 first class vouchers were used by trustees. Tax Indemnification and gross-up payment. THE ACTORS FUND PROVIDED A TAX GROSS-UP FOR SUPPLEMENTAL RETIREMENT PLAN FOR TWO OFFICERS THAT HAVE BEEN REPORTED IN SCHEDULE J, PART II, COLUMN (B) (III).
Form 990, Schedule J, Part I, Line 1		As part of a Sponsorship agreement, United Airlines, Inc. gifted The Actors Fund with first-class travel vouchers. In 2011, 5 first class vouchers were used by trustees.

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
The Actors' Fund of America

Supplemental Information on Tax Exempt Bonds

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

OMB No 1545-0047

2011

Open to Public Inspection

Employer identification number

13-1635251

Part I

Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool 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

Part II

Proceeds

		A		B		C		D	
1	Amount of bonds retired	767,962							
2	Amount of bonds defeased	101,861							
3	Total proceeds of issue	7,095,621							
4	Gross proceeds in reserve funds	0							
5	Capitalized interest from proceeds	0							
6	Proceeds in refunding escrow	0							
7	Issuance costs from proceeds	0							
8	Credit enhancement from proceeds	0							
9	Working capital expenditures from proceeds	0							
10	Capital expenditures from proceeds	7,000,000							
11	Other spent proceeds	0							
12	Other unspent proceeds	0							
13	Year of substantial completion	2010							
		Yes	No						
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						

Part IIIPrivate Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		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	0 %							
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6	Total of lines 4 and 5								
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IVArbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2	Is the bond issue a variable rate issue?		X						
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X						
b	Name of provider	0							
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								
4a	Were gross proceeds invested in a GIC?		X						
b	Name of provider	0							
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X						
6	Did the bond issue qualify for an exception to rebate?		X						

Part VProcedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations ☒ Yes ☐ No

Part VISupplemental Information

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

Identifier	Return Reference	Explanation
Form 990, Schedule K, line 3	0	The amount represented as the total bond issue- &7,095,621 includes \$95,621 in the bond interest earned on the bond holdings, this explains the difference between the original bond issue amount of \$7,000,000 in part I and the \$7,095,621 in part II

SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2011

Open to Public Inspection

►Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

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) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining 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	8	545,685	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 Acknowledgement29

30a 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?

30a

Yes

No

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?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?

32a

Yes

b If "Yes," describe in Part II

33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II

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

Cat No 51227J

Schedule M (Form 990) 2011

Part III

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

Identifier	Return Reference	Explanation
Schedule M, Line 32		To the extent that the organization receives non-cash contributions (i e securities), the Actors Fund will utilize a third party broker to dispose of the securities

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization The Actors' Fund of America	Employer identification number 13-1635251
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Identifier	Return Reference	Explanation
Program Services	Part III, Line 4a - 4d	PROGRAM ACCOMplISHMENT 1 HOUSING Affordable, supportive and senior housing is a critical concern for many in the performing arts and entertainment industry The actors fund works in many ways to help its constituents find and secure housing In 1902, the actors fund opened a retirement home for members of the entertainment community Today, the fund provides 124-beds of assisted living and skilled nursing care at the Lillian Booth Actors home in Englewood, New Jersey In 2011, 154 people resided at the Lillian Booth Actors Home The Dorothy Ross Friedman Residence (formerly the Aurora), a 178-unit affordable, supportive housing residence on West 57th street in Manhattan, provides housing for low-income entertainment professionals, seniors and persons with AIDS In 2011, 196 people resided at the Friedman In West Hollywood, CA, The Actors Fund provides 40 units of affordable housing to persons with HIV/AIDS at the Palm View Residence 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 The Actors Fund housing resource center provides information on finding affordable housing, roommate and home sharing, tenants' rights, housing court and purchasing your first home The housing resource center also sponsors the housing bulletin board where industry members can post housing availabilities and search for places to live 160 people attended the Finding Affordable Housing workshops in NYC PROGRAM ACCOMplISHMENT 2 SOCIAL SERVICES The Actors Fund social services offer comprehensive programs designed to meet the critical needs of entertainment professionals throughout their lives Social Services help people develop the skills and resources needed to manage the financial, emotional and health demands inherent in the variable work life of the performing arts Social workers provide crisis intervention, individual and family counseling, needs assessments, support services, education, information and referrals In addition, financial assistance is provided for essential living expenses such as rent, utilities or medical costs In 2011, The Actors Fund provided over \$2,580,000 in emergency financial assistance and helped 4,965 people through the following programs the entertainment assistance program, the AIDS initiative, seniors and disabled program, women's health initiative, chemical dependency program, mental health program, financial wellness, the dancers' resource, the American Comedy Fund and Howl' Helps PROGRAM ACCOMplISHMENT 3 HEALTH SERVICES It is central to the mission of The Actors Fund to respond to, and to anticipate, the needs of the entertainment and performing arts communities Paramount among those needs is health care The Artist Health Insurance Resource Center helps to increase access to health care for uninsured and underinsured arts workers by providing health insurance counseling and information on accessing health care for the un-insured 3,025 people received health insurance counseling in 2011 In our offices, AHIRC conducts 54 health insurance workshops and an additional 45 workshops around the country The Fund operates a national web based health insurance resource center and in 2011, 350,000 people visited the website Our website www ahirc org has over 6,000 resources and state-by-state information The Al Hirschfeld Free Health Clinic not only provides excellent primary care for people who are uninsured but also constantly seeks access to affordable testing and specialist services for its clients In 2011, the AHFHC provided 2,941 free medical visits to 1,386 people The clinic's volunteer physicians program - Broadway docs - contributed 435 medical visits valued at \$107,840 with laboratory testing valued at \$218,298 donated by Bio-reference labs PROGRAM ACCOMplISHMENT 4 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, administrative support, healing professions and real estate Often, working professionals need to work outside of the industry to support the continuing pursuit of industry work Many of the skills that entertainment industry professionals have - communication, discipline, creativity, flexibility, professionalism- are highly valued in the broader labor market The Actors Fund Work Program helps to identify and apply these skills to other work settings The program had 2,870 participants in 2011
Process used to review form 990	Part VI, Section B, line 11	The form 990 was prepared by a nationally renowned accounting firm in conjunction with the organization's financial department A copy of the draft Form 990 was circulated to the full Board of Trustees for discussion and comment Each Board member was provided ample opportunity to comment on the information contained in the 990 prior to its filing with the Internal Revenue Service Conflict of interest policy monitoring & Enforcement Part VI, section B, Line 12 The Actors Fund has a written conflict of interest policy for employees and trustees The officers, directors, trustees, and key employees are required to complete the conflict of interest policy form and sign on an annual basis at a minimum, and inform the organization when the conflict of interest circumstances arise Process for determing compensation Part VI, Section B, Line 15 Each year an independent compensation consultant validates the organization's competitive position in the marketplace by region, organizations with a similar mission, size of organization, and operational budget Executive Director, Senior Directors and employees increases are based on position grades and individual performance All 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
Other Changes in Net Assets	Part XI, Line 5	Unrealized gain/(loss) (473,133) Change in value of split-interest agreements (529,468) Pension expense other than net periodic pension cost (2,644,263) Excess of consideration paid over net assets acquired in acquisition of AALP (62,342) Intercompany expenditure eliminated in consolidation 310,000 ----- Total (3,399,206)
Form 990, Part VII - Related party Hours worked		Three Officers reported on the Actors' fund of America form 990, Part VII, provide services to the subsidiary organization, Actors Fund Housing Development Corporation These individuals spend approximately 10 hours per week providing services to the related organization
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME JOSEPH BENINCASA TITLE PRESIDENT & CEO (Non-voting) HOURS 10
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME BARBARA DAVIS TITLE CHIEF OPERATING OFFICER HOURS 10
HOURS DEVOTED FOR RELATED ORGANIZATION	FORM 990 PART VII	NAME CONNIE YOO TITLE CHIEF FINANCIAL OFFICER HOURS 10

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
The Actors' Fund of America

Employer identification number
13-1635251

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

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

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 organization	
						Yes	No
(1) Actor's Fund Housing Development Corp 729 Seventh Avenue New York, NY 10019 80-0522071	Housing	NY	501(c)(3)	7	Actors' Fund	Yes	

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) Dispropportionate 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	

Part IV

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) AURORA WEST 57TH CORPORATION 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019 13-3762850	HOUSING	NY	NA	C CORP	2,856,681	0	100 000 %
(2) AURORA HOUSING DEVELOPMENT FUND CO INC 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019 06-1401959	DORMANT	NY	NA	C CORP	0	0	100 000 %
(3) Schermerhorn Housing Corporation 505 Eighth Avenue New York, NY 10018			N/A				

Part V

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

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

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 (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

No

Yes

Yes

No

No

No

No

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

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) Actors Fund Housing Development Corporation	B	969,903	Cost
(2) Actors Fund Housing Development Corporation	N	116,366	Cost
(3)			
(4)			
(5)			
(6)			

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.

[illegible]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation
Related Organizations	Schedule R, Part IV	The Actors' Fund is the parent organization of the Actors Fund Housing Development Corporation ("AFHDC") AFHDC is the 100% owner of the disregarded entity, Friedman Residence, LLC that is reported on Part I of the Schedule R

Additional Data

Software ID:
Software Version:
EIN: 13-1635251
Name: The Actors' Fund of America

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

4d. Other program services
(Code) (Expenses \$ 1,522,528 including grants of \$ 31,448) (Revenue \$ 23,018) actors fund work program see schedule O

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOSEPH BENINCASA PRESIDENT & CEO (Non-voting)	50 0	X		X				333,336	0	76,650
BRIAN STOKES MITCHELL CHAIRMAN	10 0	X		X				0	0	0
MARC GRODMAN MD SECRETARY	5 0	X		X				0	0	0
ABBY SCHROEDER ASSISTANT SECRETARY	5 0	X		X				0	0	0
JOHN A DUNCAN JR TREASURER	5 0	X		X				0	0	0
STEVE KALAHER ASSISTANT TREASURER	5 0	X		X				0	0	0
PHILIP S BIRSH VICE CHAIR	5 0	X		X				0	0	0
BEBE NEUWIRTH VICE CHAIR	5 0	X		X				0	0	0
PHILIP J SMITH VICE CHAIR	5 0	X		X				0	0	0
ALEC BALDWIN TRUSTEE	1 0	X						0	0	0
ANNETTE BENING TRUSTEE	1 0	X						0	0	0
JED W BERNSTEIN TRUSTEE	1 0	X						0	0	0
JEFFREY BOLTON TRUSTEE	1 0	X						0	0	0
JOHN BREGLIO TRUSTEE	1 0	X						0	0	0
EBS BURNOUGH TRUSTEE	1 0	X						0	0	0
JAMES J CLAFFEY JR TRUSTEE	1 0	X						0	0	0
NANCY COYNE TRUSTEE	1 0	X						0	0	0
MERLE DEBUSKEY TRUSTEE	1 0	X						0	0	0
RICK ELICE TRUSTEE	1 0	X						0	0	0
JANICE REALS ELLIG TRUSTEE	1 0	X						0	0	0
JOYCE GORDON TRUSTEE	1 0	X						0	0	0
MARC HOSTETTER TRUSTEE	1 0	X						0	0	0
KEN HOWARD TRUSTEE	1 0	X						0	0	0
DAVID HENRY HWANG TRUSTEE	1 0	X						0	0	0
ANITA JAFFE TRUSTEE	1 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
KATE EDELMAN JOHNSON TRUSTEE	1 0	X						0	0	0
MICHAEL KERKER TRUSTEE	1 0	X						0	0	0
STEWART F LANE TRUSTEE	1 0	X						0	0	0
PAUL LIBIN TRUSTEE	1 0	X						0	0	0
MATTHEW LOEB TRUSTEE	1 0	X						0	0	0
KRISTEN MADSEN TRUSTEE	1 0	X						0	0	0
KEVIN MCCOLLUM TRUSTEE	1 0	X						0	0	0
LIN-MANUEL MIRANDA TRUSTEE	1 0	X						0	0	0
JAMES L NEDERLANDER TRUSTEE	1 0	X						0	0	0
MARTHA NELSON TRUSTEE	1 0	X						0	0	0
PHYLLIS NEWMAN TRUSTEE	1 0	X						0	0	0
DALE C OLSON TRUSTEE	1 0	X						0	0	0
LEE H PERLMAN TRUSTEE	1 0	X						0	0	0
HAROLD PRINCE TRUSTEE	1 0	X						0	0	0
ROBERTA REARDON TRUSTEE	1 0	X						0	0	0
CHARLOTTE ST MARTIN TRUSTEE	1 0	X						0	0	0
THOMAS SCHUMACHER TRUSTEE	1 0	X						0	0	0
DAVID STEINER TRUSTEE	1 0	X						0	0	0
EDWARD D TUREN TRUSTEE	1 0	X						0	0	0
TOM VIOLA TRUSTEE	1 0	X						0	0	0
HONEY WALDMAN TRUSTEE	1 0	X						0	0	0
JO MARIE WARD TRUSTEE	1 0	X						0	0	0
JOSEPH H WENDER TRUSTEE	1 0	X						0	0	0
BD WONG TRUSTEE	1 0	X						0	0	0
NICK WYMAN TRUSTEE	1 0	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
GEORGE ZUBER TRUSTEE	1 0	X						0	0	0
BARBARA DAVIS CHIEF OPERATING OFFICER	50 0			X				216,861	0	38,415
CONNIE YOO CHIEF FINANCIAL OFFICER	50 0			X				156,466	0	30,505
TOM EXTON CHIEF ADVANCEMENT OFFICER	50 0			X				182,897	0	24,938
JORDAN STROHL ADMINISTRATOR	50 0					X		115,970	0	27,495
KEITH MCNUTT DIRECTOR OF WESTERN REGION	35 0					X		112,876	0	13,605
ISRAEL DURAN DIRECTOR OF IT	35 0					X		100,260	0	27,539