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

A For the 2011 calendar year, or tax year beginning 05-01-2011 and ending 04-30-2012			
B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☒ Terminated ☐ Amended return ☐ Application pending	C Name of organization SCREEN ACTORS GUILD INC		D Employer identification number 95-1202270
	Doing Business As		E Telephone number (323) 549-6889
	Number and street (or P O box if mail is not delivered to street address) 5757 WILSHIRE BLVD	Room/suite	G Gross receipts \$ 53,477,405
	City or town, state or country, and ZIP + 4 LOS ANGELES, CA 900363600		
	F Name and address of principal officer DAVID WHITE 5757 WILSHIRE BLVD LOS ANGELES, CA 900363600		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) (5) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527			
J Website: WWW.SAG.ORG			
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other		L Year of formation 1933	M State of legal domicile CA

Part I	Summary
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Activities & Governance	1 Briefly describe the organization's mission or most significant activities 1 NEGOTIATION AND ENFORCEMENT OF COLLECTIVE BARGAINING AGREEMENTS THAT ESTABLISH EQUITABLE LEVELS OF COMPENSATION, BENEFITS, AND WORKING CONDITIONS FOR PERFORMERS 2 THE COLLECTION OF COMPENSATION FOR EXPLOITATION OF THEIR RECORDED PERFORMANCES AND PROTECTION AGAINST UNAUTHORIZED USE		
	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	71
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	71
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	430
6 Total number of volunteers (estimate if necessary)	6	0	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	213,291	
b Net unrelated business taxable income from Form 990-T, line 34	7b	70,051	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
		0	0
	9 Program service revenue (Part VIII, line 2g)	51,805,232	49,483,441
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	739,147	860,908
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,051,857	1,858,803
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	54,596,236	52,203,152
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
	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)	33,219,846	31,375,723
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ☐ 0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	25,412,009	23,515,342
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	58,631,855	54,891,065
	19 Revenue less expenses Subtract line 18 from line 12	-4,035,619	-2,687,913
	Net Assets or Fund Balances		Beginning of Current Year
20 Total assets (Part X, line 16)		131,721,138	0
21 Total liabilities (Part X, line 26)		115,638,616	0
22 Net assets or fund balances Subtract line 21 from line 20		16,082,522	0

Part II Signature Block

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

Sign Here	***** Signature of officer			2013-03-14 Date	
	ARIANNA OZZANTO CFO Type or print name and title				
Paid Preparer's Use Only	Preparer's signature	JOANN WOODSON	Date	Check if self-employed ☐	Preparer's taxpayer identification number (see instructions) P01293745
	Firm's name (or yours if self-employed), address, and ZIP + 4	CALIBRE CPA GROUP PLLC 7501 WISCONSIN AVENUE SUITE 1200 WE BETHESDA, MD 20814			EIN 47-0900880
					Phone no (202) 331-9880

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

SEE SCHEDULE O

2

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

Yes

No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes

No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ including grants of \$) (Revenue \$)

THE GUILD HOLDS FUNDS IN TRUST FOR MEMBERS IN SECONDARY MARKETS

4b

(Code) (Expenses \$ including grants of \$) (Revenue \$)

THE GUILD HOLDS AN ANNUAL AWARD SHOW TO HONOR SCREEN ACTORS FOR THEIR ACCOMPLISHMENTS

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

ACTIVITIES OF THE CONSERVATORY COMMITTEE PROVIDE EDUCATION IN THE CRAFT OF ACTING, IN THE FORM OF SEMINARS, WORKSHOPS, LECTURES, ETC

(Code) (Expenses \$ including grants of \$) (Revenue \$)

OPTIONAL PARTICIPATION FOR MEMBERS IN THE FILM SOCIETY MEMBERS CAN JOIN FOR THE PURPOSE OF REVIEWING FILMS

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e

Total program service expenses \$

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		No
2	Is the organization required to complete Schedule B, Schedule of Contributors(see instructions)?		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I.		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? If "Yes," complete Schedule C, Part II		
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III.	Yes	
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I.		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? If "Yes," complete Schedule D, Part II.		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.		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? If "Yes," complete Schedule D, Part IV.	Yes	
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V.		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	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? If "Yes," complete Schedule D, Part VII.		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? If "Yes," complete Schedule D, Part VIII.		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		No
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		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? If "Yes," complete Schedule F, Part I		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 ? If "Yes," complete Schedule F, Part II and IV		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 ? If "Yes," complete Schedule F, Part III and IV		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? If "Yes," complete Schedule G, Part I		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H		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		

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		No
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		No
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		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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		
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		
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		No
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	Yes	
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	Yes	
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		No
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		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
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 137		
b	Enter the number of Forms W-2G included in line 1a <i>Enter -0-</i> 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, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return 	2a 430		
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		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? 	3a	Yes	
b	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>	3b	Yes	
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		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided? 	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 	7c		
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		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	7f		
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? <i>If "No," provide an explanation in Schedule O</i> . . .	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	71		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	71
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	Yes
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	Yes
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	Yes
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	Yes
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	Yes
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	No
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	No
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	No
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	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed CA
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. DAVID METZ 5757 WILSHIRE BLVD LOS ANGELES, CA 90036 (323) 549-6689

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)	▼	2,483,988	0	695,516

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. 10

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)	(B)	(C)
Name and business address	Description of services	Compensation
BUSH GOTTLIEB SINGER LOPEZ 500 CENTRAL AVENUE GLENDALE, CA 91203	LEGAL	657,997
RUOHAI WANG 3719 CASTLE FALLS DRIVE MANUEL, TX 77578	IT CONSULTING	169,555
JUSTRIGHT SOLUTIONS 5800 GREEN VALLEY CIRCLE CULVER CITY, CA 90230	IT CONSULTING	149,945
SPIVAK LIPTON 1700 BROADWAY NEW YORK, NY 10019	LEGAL	118,863

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 4

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						
	d	Related organizations	1d						
	e	Government grants (contributions)	1e						
	f	All other contributions, gifts, grants, and similar amounts not included above	1f						
	g	Noncash contributions included in lines 1a-1f \$ _____							
	h	Total. Add lines 1a-1f							
Program Service Revenue			Business Code						
	2a	MEMBERSHIP DUES	900099	46,534,055	46,534,055				
	b	AWARDS SHOW INCOME	900099	2,313,720	2,313,720				
	c	FILM SOCIETY	900099	555,579	555,579				
	d	CONSERVATORY	900099	80,087	80,087				
	e								
	f	All other program service revenue							
	g	Total. Add lines 2a-2f		49,483,441					
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		611,024			611,024		
	4	Income from investment of tax-exempt bond proceeds . .							
	5	Royalties							
	6a	Gross rents	(i) Real	(ii) Personal					
			653,955						
			b	Less rental expenses	0				
			c	Rental income or (loss)	653,955				
	d	Net rental income or (loss)		653,955			653,955		
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
			1,524,137						
			b	Less cost or other basis and sales expenses	1,274,253				
			c	Gain or (loss)	249,884				
	d	Net gain or (loss)		249,884			249,884		
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a						
	b	Less direct expenses	b						
	c	Net income or (loss) from fundraising events . .							
	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 . .							
	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 . .							
Miscellaneous Revenue		Business Code							
11a	LIQUIDATED DAMAGES	900099	394,869	394,869					
b	FOREIGN LEVIES	900099	243,211	243,211					
c	ADVERTISING	511120	213,291		213,291				
d	All other revenue		353,477	353,477					
e	Total. Add lines 11a-11d		1,204,848						
12	Total revenue. See Instructions		52,203,152	50,474,998	213,291	1,514,863			

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				
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	1,874,614			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	21,486,487			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	2,557,284			
9	Other employee benefits	3,687,363			
10	Payroll taxes	1,769,975			
11	Fees for services (non-employees)				
a	Management				
b	Legal	1,105,818			
c	Accounting	184,000			
d	Lobbying	332,895			
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	2,431,872			
12	Advertising and promotion	15,228			
13	Office expenses	3,143,057			
14	Information technology	1,573,494			
15	Royalties				
16	Occupancy	6,797,890			
17	Travel	1,027,964			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	855,670			
20	Interest				
21	Payments to affiliates	581,183			
22	Depreciation, depletion, and amortization	1,636,351			
23	Insurance	484,373			
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	UNRELATED BUSINESS INCO	22,684			
b	CONTRACT PAYMENTS	2,093,322			
c	MISCELLANEOUS	589,176			
d	CREDIT CARD FEES	404,806			
e					
f	All other expenses	235,559			
25	Total functional expenses. Add lines 1 through 24f	54,891,065			
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			10,946,994	1	0
	2	Savings and temporary cash investments			95,273,021	2	0
	3	Pledges and grants receivable, net				3	0
	4	Accounts receivable, net			69,250	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				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				6	0
	7	Notes and loans receivable, net				7	0
	8	Inventories for sale or use				8	0
	9	Prepaid expenses and deferred charges			716,946	9	0
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a	0			
	b	Less: accumulated depreciation	10b		7,380,871	10c	0
	11	Investments—publicly traded securities			16,318,792	11	0
	12	Investments—other securities. See Part IV, line 11			1,000,000	12	0
	13	Investments—program-related. See Part IV, line 11				13	0
	14	Intangible assets				14	0
	15	Other assets. See Part IV, line 11			15,264	15	0
16	Total assets. Add lines 1 through 15 (must equal line 34)			131,721,138	16	0	
Liabilities	17	Accounts payable and accrued expenses			10,201,961	17	
	18	Grants payable				18	
	19	Deferred revenue			10,163,634	19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			95,273,021	21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D				25	
	26	Total liabilities. Add lines 17 through 25			115,638,616	26	0
	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			16,082,522	27	0
28		Temporarily restricted net assets				28	
29		Permanently restricted net assets				29	
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			16,082,522	33	0
34	Total liabilities and net assets/fund balances			131,721,138	34	0	

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	52,203,152
2	Total expenses (must equal Part IX, column (A), line 25)	2	54,891,065
3	Revenue less expenses Subtract line 2 from line 1	3	-2,687,913
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	16,082,522
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-13,394,609
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	0

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?		No
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		

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2011

Open to Public Inspection

If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes,” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization SCREEN ACTORS GUILD INC	Employer identification number 95-1202270
---	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV	
2	Political expenditures	▶ \$ _____
3	Volunteer hours	_____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$ _____
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$ _____
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
b	If "Yes," describe in Part IV	

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$ _____
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities	▶ \$ _____
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$ _____
4	Did the filing organization file Form 1120-POL for this year?	☐ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A
- Check
- ☐
- if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check
- ☐
- if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ Yes ☐ No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1	Yes
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	No
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	No

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	2a	
a	Current year		
b	Carryover from last year		
c	Total		
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	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
SCREEN ACTORS GUILD INC

Employer identification number
95-1202270

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

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations

4

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

5

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

☐ Yes

☐ No

Part IV

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

1a

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

☐ Yes

☒ No

b

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

	Amount
1c	95,273,021
1d	5,170,737
1e	100,443,758
1f	0

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				
b	Contributions				
c	Investment earnings or losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

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

Yes

No

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				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				0

Schedule D (Form 990) 2011

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	152,203,152
2	Total expenses (Form 990, Part IX, column (A), line 25)	54,891,065
3	Excess or (deficit) for the year Subtract line 2 from line 1	-2,687,913
4	Net unrealized gains (losses) on investments	-52,240
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV)	-13,342,369
9	Total adjustments (net) Add lines 4 - 8	-13,394,609
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	-16,082,522

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	152,150,912
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12	
a	Net unrealized gains on investments2a-52,240	
b	Donated services and use of facilities2b	
c	Recoveries of prior year grants2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d2e-52,240	352,203,152
3	Subtract line 2e from line 1	
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 7b4a	
b	Other (Describe in Part XIV)4b	
c	Add lines 4a and 4b4c0	552,203,152
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	154,891,065
2	Amounts included on line 1 but not on Form 990, Part IX, line 25	
a	Donated services and use of facilities2a	
b	Prior year adjustments2b	
c	Other losses2c	
d	Other (Describe in Part XIV)2d	
e	Add lines 2a through 2d2e0	354,891,065
3	Subtract line 2e from line 1	
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 7b4a	
b	Other (Describe in Part XIV)4b	
c	Add lines 4a and 4b4c0	554,891,065
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, 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
	PART IV, LINE 2B	PRODUCERS' PRODUCTION AND RESIDUAL DEPOSITS ARE HELD IN TRUST TO ENSURE PAYMENT OF PEFORMERS SALARIES AND RESIDUALS. PERFORMERS' RESIDUAL PAYMENTS, SETTLEMENTS AND FOREIGN ROYALTIES ARE HELD IN TRUST PENDING DISTRIBUTION TO PERFORMERS.
PART XI, LINE 8 - OTHER ADJUSTMENTS		TRANSFER NET ASSETS IN MERGER -13,342,369

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
SCREEN ACTORS GUILD INC

Employer identification number
95-1202270

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 ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
1b 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	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?	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 ☐ Independent compensation consultant ☐ Form 990 of other organizations ☒ Written employment contract ☐ Compensation survey or study ☒ 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		
4a Receive a severance payment or change-of-control payment?		No
4b Participate in, or receive payment from, a supplemental nonqualified retirement plan?		No
4c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		No
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		
5a The organization?		
5b Any related organization? If "Yes," to line 5a or 5b, describe in Part III		
6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
6a The organization?		
6b Any related organization? If "Yes," to line 6a or 6b, describe in Part III		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III		
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III		
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

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) DAVID WHITE	(i)	464,007	0	0	37,121	92,801	593,929	0
	(ii)	0	0	0	0	0	0	0
(2) ARIANNA OZZANTO	(i)	222,572	0	0	17,806	44,514	284,892	0
	(ii)	0	0	0	0	0	0	0
(3) DUNCAN CRABTREE-IRELAND	(i)	261,367	0	0	20,909	52,273	334,549	0
	(ii)	0	0	0	0	0	0	0
(4) RAY RODRIGUEZ	(i)	243,036	0	0	19,443	48,607	311,086	0
	(ii)	0	0	0	0	0	0	0
(5) JOHN MCGUIRE	(i)	273,561	0	0	21,885	54,712	350,158	0
	(ii)	0	0	0	0	0	0	0
(6) ERIN A GRIFFIN	(i)	219,432	0	0	17,555	43,886	280,873	0
	(ii)	0	0	0	0	0	0	0
(7) JUDYTHE I SIMMONS	(i)	198,380	0	0	15,870	39,676	253,926	0
	(ii)	0	0	0	0	0	0	0
(8) PAMELA ANN GREENWALT	(i)	206,095	0	0	16,488	41,219	263,802	0
	(ii)	0	0	0	0	0	0	0
(9) THOMAS J LA GRUA	(i)	198,633	0	0	15,891	39,727	254,251	0
	(ii)	0	0	0	0	0	0	0
(10) KOUSHA VAZIRI	(i)	196,905	0	0	15,752	39,381	252,038	0
	(ii)	0	0	0	0	0	0	0

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
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Liquidation, Termination, Dissolution or Significant Disposition of Assets

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
SCREEN ACTORS GUILD INC

Employer identification number

95-1202270

Part I Liquidation, Termination or Dissolution. Complete if the organization answered "Yes" to Form 990, Part IV, line 31, or Form 990-EZ, line 36. Use Part III if additional space is needed.

		Yes	No
2	Did or will any officer, director, trustee, or key employee of the organization		
a	Become a director or trustee of a successor or transferee organization?	Yes	
b	Become an employee of, or independent contractor for, a successor or transferee organization?	Yes	
c	Become a direct or indirect owner of a successor or transferee organization?		No
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's liquidation, termination, or dissolution?	Yes	
e	If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III ►		

Part I Liquidation, Termination or Dissolution (continued)

Note. If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B), line 16 (Total assets) and line 26 (Total liabilities) should equal -0-

3

Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III

3

Yes

4a

Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?

4a

No

b

If "Yes," did the organization provide such notice?

4b

No

5

Did the organization discharge or pay all liabilities in accordance with state laws?

5

Yes

6a

Did the organization have any tax-exempt bonds outstanding during the year?

6a

No

b

Did the organization discharge or defease tax-exempt bond liabilities in accordance with the Internal Revenue Code and state laws?

6b

No

c

If "Yes" to line 6b describe in Part III how the organization defeased or otherwise settled these liabilities. If "No," explain in Part III

Part II Sale, Exchange, Disposition or Other Transfer of More Than 25% of the Organization's Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Use Part III if additional space is needed.

1	(a)Description of asset(s) distributed or transaction expenses paid	(b)Date of distribution	(c)Fair market value of asset(s) distributed or amount of transaction expenses	(d)Method of determining FMV for asset(s) distributed or transaction expenses	(e)EIN of recipient	(f)Name and address of recipient	(g)IRC section of recipient(s) (if tax-exempt) or type of entity

2

Did or will any officer, director, trustee, or key employee of the organization

a

Become a director or trustee of a successor or transferee organization?

2a

Yes

b

Become an employee of, or independent contractor for, a successor or transferee organization?

2b

Yes

c

Become a direct or indirect owner of a successor or transferee organization?

2c

No

d

Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?

2d

Yes

e

If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III

Part III **Supplemental Information.** Complete to provide the information required by Parts I and II,
and any additional information.

Identifier	Return Reference	Explanation
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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 SCREEN ACTORS GUILD INC	Employer identification number 95-1202270
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Identifier	Return Reference	Explanation
ORGANIZATION MISSION STATEMENT	FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION	1 NEGOTIATION AND ENFORCEMENT OF COLLECTIVE BARGAINING AGREEMENTS THAT ESTABLISH EQUITABLE LEVELS OF COMPENSATION, BENEFITS, AND WORKING CONDITIONS FOR PERFORMERS 2 THE COLLECTION OF COMPENSATION FOR EXPLOITATION OF PERFORMERS' RECORDED PERFORMANCES AND PROTECTION AGAINST UNAUTHORIZED USE
	FORM 990, PART VI, SECTION A, LINE 6	THE ORGANIZATION HAS MEMBERS
	FORM 990, PART VI, SECTION A, LINE 7A	THE NATIONAL BOARD OF DIRECTORS IS THE HIGHEST POLICY BODY OF THE ORGANIZATION IT IS ELECTED BY THE MEMBERSHIP
	FORM 990, PART VI, SECTION A, LINE 7B	APPROVAL OF CERTAIN ISSUES MAY BE REFERRED TO MEMBERSHIP FOR REFERENDUM VOTE
	FORM 990, PART VI, SECTION B, LINE 11	THE CFO AND CONTROLLER REVIEW THE 990 FOR MISSTATEMENTS OR ERRORS AND THE AMOUNTS REPORTED ARE COMPARED TO THE AUDITED FINANCIALS THE 990 IS DISTRIBUTED TO THE FINANCE COMMITTEE FOR DISCUSSION AND REVIEW THE FORM IS ALSO AVAILABLE UPON REQUEST TO ANY BOARD MEMBER
	FORM 990, PART VI, SECTION B, LINE 12C	THE POLICY IS REVIEWED ANNUALLY BY THE HUMAN RESOURCE DEPARTMENT AND UPDATED AS NECESSARY EXEMPTIONS, IF ANY, WOULD HAVE TO BE APPROVED BY THE NED OR GENERAL COUNSEL FOR EMPLOYEES AND ARE SUBJECT TO CONSTITUTIONAL REVIEW FOR MEMBERS SAG IS NOT AWARE OF ANY EXEMPTIONS AT THIS TIME
	FORM 990, PART VI, SECTION B, LINE 15	A COMMITTEE COMPOSED OF NATIONAL BOARD MEMBERS REVIEWS AND COMPARES THE NED'S COMPENSATION WITH COMPENSATION FOR COMPARABLE POSITIONS, AND MAKES A RECOMMENDATION TO THE FULL BOARD FOR APPROVAL THE ULTIMATE AUTHORITY RESIDES WITH THE NATIONAL BOARD
	FORM 990, PART VI, SECTION C, LINE 19	UPON REQUEST, THESE DOCUMENTS ARE MADE AVAILABLE TO THE PUBLIC
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -52,240 TRANSFER NET ASSETS IN MERGER -13,342,369 TOTAL TO FORM 990, PART XI, LINE 5 -13,394,609
	FORM 990, PART XI, LINE 2C	THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR
		SCHEDULE N, PART I, LINE 1, COL (A) ASSETS CASH 8391394 INVESTMENTS 17785611 ACCTS RECEIVABLE & PREPAIDS 618769 FUNDS HELD IN TRUST 100443758 PROPERTY & EQUIPMENT 7357071 LIABILITIES ACCOUNTS PAYABLE & ACCRUED EXPENSES 14508461 DEFERRED RENT 6302015 LIABILITY - FUNDS HELD IN TRUST 100443758 NET ASSETS 13342369

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
SCREEN ACTORS GUILD INC

Employer identification number
95-1202270

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

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) SCREEN ACTORS GUILD AWARDS LLC 5757 WILSHIRE BLVD LOS ANGELES, CA 90036 26-1703514	AWARDS SHOW PRESENTATION	CA	2,313,720	3,883,715	SCREEN ACTORS GUILD INC
(2) GUILD INTELLECTUAL PROPERTY REALIZATION LLC 5757 WILSHIRE BLVD LOS ANGELES, CA 90036 27-0902453	RECOVER ASSIGNED DEBTS AND DISBURSE SUMS OWED TO GUILD MEMBERS	CA	0	220,590	SCREEN ACTORS GUILD INC

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) SCREEN ACTORS GUILD 401(K) RETIREMENT PLAN 5757 WILSHIRE BLVD LOS ANGELES, CA 90036 95-1202270	PROVIDES RETIREMENT BENEFITS	CA	401				No

Part III

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

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

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

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

No

No

No

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)			
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2011

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	
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Additional Data

Software ID:
Software Version:
EIN: 95-1202270
Name: SCREEN ACTORS GUILD INC

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

4d. Other program services			
(Code	) (Expenses \$	including grants of \$	) (Revenue \$
OPTIONAL PARTICIPATION FOR MEMBERS IN THE FILM SOCIETY MEMBERS CAN JOIN FOR THE PURPOSE OF REVIEWING FILMS			

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			
KEN HOWARD PRESIDENT	1 00	X		X				0	0	0
AMY AQUINO SECRETARY/TREASURER	1 00	X		X				0	0	0
NED VAUGHN 1ST VICE PRESIDENT	1 00	X		X				0	0	0
MIKE HODGE 2ND VICE PRESIDENT	1 00	X		X				0	0	0
DAVID HARTLEY-MARGOLIN 3RD VICE PRESIDENT	1 00	X		X				0	0	0
ABBY DYLAN DIRECTOR	1 00	X						0	0	0
ADAM ARKIN DIRECTOR	1 00	X						0	0	0
ANNE SWARD DIRECTOR	1 00	X						0	0	0
ANNE-MARIE JOHNSON DIRECTOR	1 00	X						0	0	0
ART LYNCH DIRECTOR	1 00	X						0	0	0
ARYE GROSS DIRECTOR	1 00	X						0	0	0
ASSAF COHEN DIRECTOR	1 00	X						0	0	0
BILL MOOTOS DIRECTOR	1 00	X						0	0	0
CECE DUBOIS DIRECTOR	1 00	X						0	0	0
CLARK GREGG DIRECTOR	1 00	X						0	0	0
CLYDE KUSATSU DIRECTOR	1 00	X						0	0	0
DW MOFETT DIRECTOR	1 00	X						0	0	0
DAVE COREY DIRECTOR	1 00	X						0	0	0
DAVID JOLLIFFE DIRECTOR	1 00	X						0	0	0
DAWNN LEWIS DIRECTOR	1 00	X						0	0	0
DEBRA NELSON DIRECTOR	1 00	X						0	0	0
DON AHLES DIRECTOR	1 00	X						0	0	0
DULE HILL DIRECTOR	1 00	X						0	0	0
ED HARRIS DIRECTOR	1 00	X						0	0	0
ED KELLY DIRECTOR	1 00	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			
EZRA KNIGHT DIRECTOR	1 00	X						0	0	0
GABRIELLE CARTERIS DIRECTOR	1 00	X						0	0	0
HELEN MCNUTT DIRECTOR	1 00	X						0	0	0
HILL HARPER DIRECTOR	1 00	X						0	0	0
JASON GEORGE DIRECTOR	1 00	X						0	0	0
JAY POTTER DIRECTOR	1 00	X						0	0	0
JEFF GARLIN DIRECTOR	1 00	X						0	0	0
JENNY O'HARA DIRECTOR	1 00	X						0	0	0
JOE D'ANGERIO DIRECTOR	1 00	X						0	0	0
JOHN CARTER BROWN DIRECTOR	1 00	X						0	0	0
KATE FLANNERY DIRECTOR	1 00	X						0	0	0
L SCOTT CALDWELL DIRECTOR	1 00	X						0	0	0
LEWIS BLACK DIRECTOR	1 00	X						0	0	0
LIZ ZAZZI DIRECTOR	1 00	X						0	0	0
MARCIA STRASSMAN DIRECTOR	1 00	X						0	0	0
MARCIA WALLACE DIRECTOR	1 00	X						0	0	0
MARISOL NICHOLS DIRECTOR	1 00	X						0	0	0
MARTIN SHEEN DIRECTOR	1 00	X						0	0	0
MARY MCDONALD-LEWIS DIRECTOR	1 00	X						0	0	0
MAUREEN DONNELLY DIRECTOR	1 00	X						0	0	0
MICHAEL O'KEEFE DIRECTOR	1 00	X						0	0	0
MICHELLE ALLSOPP DIRECTOR	1 00	X						0	0	0
MIMI COZZENS DIRECTOR	1 00	X						0	0	0
MONICA TROMBETTA DIRECTOR	1 00	X						0	0	0
NANCY DUERR DIRECTOR	1 00	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			
NANCY GILES DIRECTOR	1 00	X						0	0	0
NANCY TRAVIS DIRECTOR	1 00	X						0	0	0
REBECCA DAMON DIRECTOR	1 00	X						0	0	0
RICHARD MASUR DIRECTOR	1 00	X						0	0	0
ROBERT NELSON DIRECTOR	1 00	X						0	0	0
RON PERLMAN DIRECTOR	1 00	X						0	0	0
ROY COSTLEY DIRECTOR	1 00	X						0	0	0
SAM FREED DIRECTOR	1 00	X						0	0	0
SAM ROBARDS DIRECTOR	1 00	X						0	0	0
SCOTT BAKULA DIRECTOR	1 00	X						0	0	0
SCOTT ROGERS DIRECTOR	1 00	X						0	0	0
SHARON WASHINGTON DIRECTOR	1 00	X						0	0	0
STEPHEN COLLINS DIRECTOR	1 00	X						0	0	0
STEPHEN F SCHMIDT DIRECTOR	1 00	X						0	0	0
STEVEN A FRIED DIRECTOR	1 00	X						0	0	0
SUE-ANNE MORROW DIRECTOR	1 00	X						0	0	0
SUZANNE BURKHEAD DIRECTOR	1 00	X						0	0	0
TODD HISSONG DIRECTOR	1 00	X						0	0	0
TOM CHANTLER DIRECTOR	1 00	X						0	0	0
TONY SHALHOUB DIRECTOR	1 00	X						0	0	0
DAVID WHITE NATIONAL EXECUTIVE DIRECTO	40 00			X				464,007	0	129,922
ARIANNA OZZANTO CFO	40 00			X				222,572	0	62,320
DUNCAN CRABTREE-IRELAND DNED & GENERAL COUNSEL	40 00				X			261,367	0	73,182
RAY RODRIGUEZ DNED - CONTRACTS	40 00				X			243,036	0	68,050
JOHN MCGUIRE SENIOR ADVISOR	40 00				X			273,561	0	76,597

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			
ERIN A GRIFFIN CIO	40 00					X		219,432	0	61,441
JUDYTHE I SIMMONS NEW YORK EXECUTIVE DIRECTO	40 00					X		198,380	0	55,546
PAMELA ANN GREENWALT COMMUNICATIONS EXECUTIVE D	40 00					X		206,095	0	57,707
THOMAS J LA GRUA CONTRACTS EXECUTIVE DIRECT	40 00					X		198,633	0	55,618
KOUSHA VAZIRI NATL DIRECTOR, SOFTWARE AP	40 00					X		196,905	0	55,133