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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 2012 Open to Public Inspection
	▶ The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2012 calendar year, or tax year beginning 01-01-2012 , 2012, and ending 12-31-2012

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		
	Number and street (or P O box if mail is not delivered to street address) 729 7th Avenue Suite 10	Room/suite	E Telephone number (212) 221-7300
	City or town, state or country, and ZIP + 4 New York, NY 10019		G Gross receipts \$ 33,161,714
	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	

Part I Summary

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	48
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	48
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	329
	6 Total number of volunteers (estimate if necessary)	6	153
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 15,499,324	Current Year 15,986,602
	9 Program service revenue (Part VIII, line 2g)	12,342,275	11,324,445
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	872,404	937,325
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	286,578	412,511
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	29,000,581	28,660,883
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	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)		14,844,191	15,957,545
16a Professional fundraising fees (Part IX, column (A), line 11e)		0	121,413
b Total fundraising expenses (Part IX, column (D), line 25) ☒ 2,283,611			
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		8,789,220	8,318,392
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		27,124,839	28,357,241
19 Revenue less expenses Subtract line 18 from line 12		1,875,742	303,642
Net Assets or Fund Balances			Beginning of Current Year
	20 Total assets (Part X, line 16)	54,040,116	55,392,925
	21 Total liabilities (Part X, line 26)	27,239,699	25,597,422
	22 Net assets or fund balances Subtract line 21 from line 20	26,800,417	29,795,503

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	*****			2013-11-07	
	Signature of officer			Date	
	connie yoo cfo Type or print name and title				
Paid Preparer Use Only	Prnt/Type preparer's name Scott Thompsett		Preparer's signature		Date
	Firm's name ▶ GRANT THORNTON LLP			Check ☐ if self-employed	PTIN
	Firm's address ▶ 666 THIRD AVENUE NEW YORK, NY 100174057			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

☒

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 are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 10,912,913 including grants of \$ 2,811,691) (Revenue \$ 1,283,183)

Human Services (Social Services + Employment & Training + Health Services) THE FUND HELPED 13,523 PEOPLE THROUGH ITS PROGRAMS AND OVER 400,000 THROUGH ITS ON-LINE TRAINING AND INFORMATION SERVICES THESE COMPREHENSIVE PROGRAMS ARE DESIGNED TO MEET THE CRITICAL NEEDS OF ENTERTAINMENT PROFESSIONALS THROUGHOUT THEIR LIVES (SEE SCHEDULE O)

4b

(Code) (Expenses \$ 10,892,491 including grants of \$ 0) (Revenue \$ 9,517,063)

Skilled Nursing Care & Assisted Living Facility WE OPERATE 124-BEDS OF ASSISTED LIVING AND SKILLED NURSING CARE AT THE LILLIAN BOOTH ACTORS HOME IN ENGLEWOOD, NEW JERSEY LAST YEAR, 152 PEOPLE RESIDED THERE AND RECEIVED HIGH QUALITY CARE THE HOME REALIZED FULL OCCUPANCY WITH SHORT STAYS IN HOSPITALS RESULTING IN "BED HOLDS" (97% OCCUPANCY IN SKILLED NURSING FACILITY AND 95% IN ASSISTED LIVING) THE HOME ACHIEVED THE HIGHEST RATING POSSIBLE, FIVE STARS, FROM THE FEDERAL GOVERNMENT'S DEPARTMENT OF HEALTH (AND WAS RECOGNIZED BY US NEWS & WORLD REPORT AS AMONG THE BEST AND RECEIVED A "PERFECT SURVEY" BY THE STATE OF NEW JERSEY) (SEE SCHEDULE O)

4c

(Code) (Expenses \$ 2,944,873 including grants of \$ 1,148,200) (Revenue \$ 524,199)

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

4d

Other program services (Describe in Schedule O)

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

4e

Total program service expenses

24,750,277

Form 990 (2012)

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 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (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? If "Yes," complete Schedule C, Part 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? If "Yes," complete Schedule C, Part II	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? If "Yes," complete Schedule C, Part III	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? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, 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 	9 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 	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? If "Yes," complete Schedule D, Part VI 	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? If "Yes," complete Schedule D, Part VII 	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? If "Yes," complete Schedule D, Part VIII 	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? If "Yes," complete Schedule D, Part IX 	11d Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	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)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	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 and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	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? If "Yes," complete Schedule F, Parts I and IV	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 United States? If "Yes," complete Schedule F, Parts II and IV	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 United States? If "Yes," complete Schedule F, Parts III and IV	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? If "Yes," complete Schedule G, Part I (see instructions) 	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? If "Yes," complete Schedule G, Part II 	18 Yes	
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 	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization 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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	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 lines 24b through 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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	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 direct or indirect 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, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	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 11b 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.	106	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	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.	329	
2b	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).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
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, securities account, or other financial account)?		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?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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 as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	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?	Yes	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8822?		No
7d	If "Yes," indicate the number of Forms 8822 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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	48	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	48	
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 this 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	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 , 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 ☐ Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	CONNIE YOO 729 SEVENTH AVENUE 10TH FL New York, NY (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 all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

[illegible]

Part VII

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,622,106	0	355,573

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

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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	492,365
THE TRUSTEES OF COLUMBIA UNIVERSITY , 64 NAGIE AVENUE NEW YORK NY 10040	CONTRACT MEDICAL SVC	232,927
ledonne llc , 401 west 22 street NEW YORK NY 10011	production	150,000
GRANT THORNTON LLP , 666 THIRD AVENUE NEW YORK NY 10017	ACCOUNTING SERVICES	137,918
Resource Event Manangement 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

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	382,595				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	1,434,604				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	14,169,403				
	g	Noncash contributions included in lines 1a-1f \$		287,839				
	h	Total. Add lines 1a-1f		15,986,602				
Program Service Revenue	2a	NET PATIENT SERVICE REVENUE	Business Code 900099	7,467,015	7,467,015			
	b	NET RESIDENT SERVICES REVENUE	900099	1,974,037	1,974,037			
	c	HUMAN SERVICES	900099	1,883,393	1,883,393			
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		11,324,445				
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		545,132		545,132	
4		Income from investment of tax-exempt bond proceeds		0				
5		Royalties		0				
6a		Gross rents	(i) Real	(ii) Personal				
		b	Less rental expenses					
		c	Rental income or (loss)	0				0
		d	Net rental income or (loss)					0
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less cost or other basis and sales expenses	3,260,629				37,127
		c	Gain or (loss)	2,874,436				31,127
		d	Net gain or (loss)	386,193				6,000
8a		Gross income from fundraising events (not including \$ 382,595 of contributions reported on line 1c) See Part IV, line 18	a	2,007,779				
b		Less direct expenses	b	1,595,268				
c		Net income or (loss) from fundraising events		412,511			412,511	
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			28,660,883	11,324,445	1,349,836		

Part IX

Statement of Functional Expenses

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

Check if Schedule O contains a response 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.	1,144,162	1,144,162		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	2,815,729	2,815,729		
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.	1,061,484	632,509	247,503	181,472
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	10,521,734	9,476,122	387,885	657,727
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,328,650	1,190,180	48,433	90,037
9	Other employee benefits.	2,105,191	1,935,052	59,077	111,062
10	Payroll taxes.	940,486	837,371	44,663	58,452
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	93,095	83,342	6,133	3,620
c	Accounting.	169,424	66,215	95,066	8,143
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	121,413			121,413
f	Investment management fees.	124,077		124,077	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,428,996	1,190,651	61,887	176,458
12	Advertising and promotion.	25,051	25,051		
13	Office expenses.	686,609	469,720	46,248	170,641
14	Information technology.	275,242	219,234	17,860	38,148
15	Royalties.	0			
16	Occupancy.	1,835,758	1,568,675	103,532	163,551
17	Travel.	170,371	124,475	8,815	37,081
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	214,224	201,181	4,759	8,284
20	Interest.	317,663	270,908	46,129	626
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	1,155,330	1,122,779	12,596	19,955
23	Insurance.	238,827	220,205	7,337	11,285
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	NURSING HOME/ASSISTED LIVING	899,663	899,663		
b	FUNDRAISING EXPENSES	386,364			386,364
c	BAD DEBT EXPENSE	280,166	242,166		38,000
d	COMMUNICATION EXPENSE	17,532	14,887	1,353	1,292
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	28,357,241	24,750,277	1,323,353	2,283,611
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

☐

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		1,473,824	1	1,572,288
	2	Savings and temporary cash investments		63,610	2	18,054
	3	Pledges and grants receivable, net		5,465,009	3	4,316,636
	4	Accounts receivable, net		1,538,286	4	1,902,515
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		260,470	9	464,392
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a27,527,278			
	b	Less accumulated depreciation	10b15,529,192	13,018,853	10c	11,998,086
	11	Investments—publicly traded securities		14,467,350	11	16,312,771
	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		10,052,714	15	11,108,183
	16	Total assets. Add lines 1 through 15 (must equal line 34)		54,040,116	16	55,392,925
Liabilities	17	Accounts payable and accrued expenses		3,489,376	17	4,055,775
	18	Grants payable		0	18	0
	19	Deferred revenue		98,963	19	110,691
	20	Tax-exempt bond liabilities		6,232,038	20	5,954,356
	21	Escrow or custodial account liability Complete Part IV of Schedule D		2,353,842	21	2,593,203
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		1,500,000	23	1,000,000
	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		13,565,480	25	11,883,397
	26	Total liabilities. Add lines 17 through 25		27,239,699	26	25,597,422
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		7,240,099	27	9,550,975
	28	Temporarily restricted net assets		4,328,046	28	3,789,679
	29	Permanently restricted net assets		15,232,272	29	16,454,849
	Organizations that do not follow SFAS 117 (ASC 958), 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		26,800,417	33	29,795,503
	34	Total liabilities and net assets/fund balances		54,040,116	34	55,392,925

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	28,660,883
2	Total expenses (must equal Part IX, column (A), line 25)	2	28,357,241
3	Revenue less expenses Subtract line 2 from line 1	3	303,642
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	26,800,417
5	Net unrealized gains (losses) on investments	5	1,020,505
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	1,670,939
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	29,795,503

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
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	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

Additional Data

Software ID:

Software Version:

EIN: 13-1635251

Name: The Actors' Fund of America

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOSEPH BENINCASA PRESIDENT & CEO (Non-voting)	50 0 10 0	X		X				361,056	0	92,622
BRIAN STOKES MITCHELL CHAIRMAN OF THE BOARD	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
STEVE KALAHER TREASURER	5 0	X		X				0	0	0
LEE H PERLMAN 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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
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
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
JOMARIE 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
GEORGE ZUBER TRUSTEE	1 0	X						0	0	0
BARBARA DAVIS CHIEF OPERaTING OFFICER	50 0 10 0			X				239,408	0	47,158

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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
CONNIE YOO CHIEF FINANCIAL OFFICER	50 0 10 0			X				200,252	0	44,527
TOM EXTON CHIEF ADVANCEMENT OFFICER	50 0			X				189,339	0	31,863
JORDAN STOHL ADMINISTRATOR	50 0					X		148,584	0	33,065
KEITH MCNUTT DIRECTOR OF WESTERN REGION	50 0					X		128,517	0	26,593
ISRAEL DURAN DIRECTOR OF IT	35 0					X		111,710	0	34,727
CAROL WILSON DIRECTOR OF HUMAN RESOURCES	35 0					X		142,020	0	16,095
MARIA BOX DIRECTOR OF NURSING	40 0					X		101,220	0	28,923

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

2012

Open to Public
Inspection

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

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

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

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

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

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

Part II

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	13,718,539	11,858,359	13,938,364	15,174,462	14,646,193	69,335,917
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	13,718,539	11,858,359	13,938,364	15,174,462	14,646,193	69,335,917
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)						3,796,162
6 Public support. Subtract line 5 from line 4						65,539,755

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	13,718,539	11,858,359	13,938,364	15,174,462	14,646,193	69,335,917
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,172,778	699,058	674,708	720,838	545,132	3,812,514
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	2,086,010	1,556,383	3,486,980	2,174,681	2,007,779	11,311,833
11 Total support (Add lines 7 through 10)						84,460,264
12 Gross receipts from related activities, etc. (see instructions)					12	56,086,641
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 2012 (line 6, column (f) divided by line 11, column (f))	14	77.598 %
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	77.837 %
16a 33 1/3% support test—2012. 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—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		
17a 10%-facts-and-circumstances test—2012. 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—2011. 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 IIISupport Schedule for Organizations Described in Section 509(a)(2)

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

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage		
17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2012. 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—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and 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

OMB No 1545-0047

2012

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ 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 education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

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

	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, and not on a historic structure listed in the National Register

3

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

4

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

5

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

☐ 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 section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part XIII, 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1▶\$ _____

(ii) Assets included in Form 990, Part X▶\$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1▶\$ _____

b

Assets included in Form 990, Part X▶\$ _____

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

Cat No 52283D

Schedule D (Form 990) 2012

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

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

☐ 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 XIII 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 XIII Check here if the explanation has been provided in Part XIII

☐

Part V

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

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	7,239,384	6,281,152	5,758,738	4,859,574	4,859,574
b Contributions	948,662	1,121,350	201,001		
c Net investment earnings, gains, and losses	818,814	168,336	644,117	945,078	-1,305,908
d Grants or scholarships					
e Other expenditures for facilities and programs	387,521	331,454	322,704	302,324	302,324
f Administrative expenses					
g End of year balance	8,619,339	7,239,384	6,281,152	5,502,328	3,251,342

2

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

a

Board designated or quasi-endowment

b

Permanent endowment

100 000 %

c

Temporarily restricted endowment

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

3a

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

(i) unrelated organizations

(ii) related organizations

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

b

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

3b

4

Describe in Part XIII 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		21,547,943	10,753,730	10,794,213
c Leasehold improvements		795,431	729,376	66,055
d Equipment		1,677,706	1,345,013	332,693
e Other		3,406,198	2,701,073	705,125
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				11,998,086

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return					
1	Total revenue, gains, and other support per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines 2a through 2d			2e	
3	Subtract line 2e from line 1			3	
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			
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b		4c		
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)			5	
Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return					
1	Total expenses and losses per audited financial statements			1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d			
e	Add lines 2a through 2d			2e	
3	Subtract line 2e from line 1			3	
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			
b	Other (Describe in Part XIII)	4b			
c	Add lines 4a and 4b		4c		
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)			5	
Part XIII Supplemental Information					

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, 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, 2012 AND 2011 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	Under the Accounting Standards Codification Topic 740, "Accounting for Uncertainty in Income Taxes," issued by the Financial Accounting Standards Board ("FASB") guidance was issued which clarifies the accounting for uncertainty in tax positions taken or expected to be taken in a tax return, including issues relating to financial statement recognition and measurement. This standard provides that the tax effects from an uncertain tax position can be recognized in the financial statements only if the position is "more-likely-than-not" to be sustained if the position were to be challenged by a taxing authority. The standard also provides guidance on measurement, classification, interest and penalties, and disclosure. The Actors Fund does not believe it has any uncertain tax positions. The Actors Fund has processes presently in place to ensure the maintenance of its tax-exempt status, to identify and report unrelated income, determine its filing and tax obligations in jurisdictions for which it has nexus, and to review other matters that may be considered tax positions. The tax years ending 2010, 2011 and 2012 remain open to audit for both federal and state purposes.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

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 email 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.

(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 Mgmt LTD 232 MADISON AVENUE SUITE 1107 new york, NY 10016	consultant	Yes		658,361	115,000	543,361
Charity Buzz 437 FIFTH AVENUE FLOOR 11 new york, NY 10016	auction	Yes		29,077	6,413	22,664
Total ▶				687,438	121,413	566,025

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		annual Gala (event type)	Book of Mormon (event type)	51 (total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	658,361	153,840	1,578,173
	2	Less Contributions	110,250	2,443	269,902
	3	Gross income (line 1 minus line 2)	548,111	151,397	1,308,271
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	55,236		56,937
	7	Food and beverages	69,226		49,249
	8	Entertainment	9,658		5,981
	9	Other direct expenses	41,653	5,931	1,301,397
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine line 3, column (d), and line 10 ▶			

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 _____

Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

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

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

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

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

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

Identifier	Return Reference	Explanation
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Grants and Other Assistance to Organizations, Governments and Individuals in the United States

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

The Actors' Fund of America

Employer identification number

13-1635251

Part I General Information on Grants and Assistance

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

☒ Yes

No

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

Part II **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

[illegible]

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

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.
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) FINANCIAL ASSISTANCE	3284	2,815,729			

Part IV

Supplemental Information.

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

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 all 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, etc 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 2012, the Actors Fund made a capital contribution to a related party, the Actors Fund Housing Development Corporation This grant has been reported on both Schedule I & Schedule R All funds granted have been used to meet operating expenses

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

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 ☐ 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)		
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 of the expenses described above? If "No," complete Part III to explain	1bYes	
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?	2Yes	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III ☒ 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		
a Receive a severance payment or change-of-control payment?	4aYes	
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? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4c	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		
a The organization?	5a	No
b Any related organization? If "Yes," to line 5a or 5b, describe in Part III	5b	No
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? If "Yes," to line 6a or 6b, describe in Part III	6b	No
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	7Yes	
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	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 duplicate copies if additional space is needed.

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)JOSEPH BENINCASA PRESIDENT & CEO (Non-voting)	(i) (ii)	293,984 0	0 0	67,072 0	68,947 0	23,675 0	453,678 0	0 0
(2)BARBARA DAVIS CHIEF OPERaTING OFFICER	(i) (ii)	221,413 0	5,000 0	12,995 0	29,483 0	17,675 0	286,566 0	0 0
(3)CONNIE YOO CHIEF FINANCIAL OFFICER	(i) (ii)	184,757 0	5,000 0	10,495 0	26,852 0	17,675 0	244,779 0	0 0
(4)TOM EXTON CHIEF ADVANCEMENT OFFICER	(i) (ii)	189,264 0	0 0	75 0	14,188 0	17,675 0	221,202 0	0 0
(5)JORDAN STOHL ADMINISTRATOR	(i) (ii)	143,509 0	5,000 0	75 0	16,642 0	16,423 0	181,649 0	0 0
(6)KEITH MCNUTT DIRECTOR OF WESTERN REGION	(i) (ii)	127,533 0	0 0	984 0	18,381 0	8,212 0	155,110 0	0 0
(7)CAROL WILSON DIRECTOR OF HUMAN RESOURCES	(i) (ii)	64,236 0	0 0	77,784 0	8,303 0	7,792 0	158,115 0	0 0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

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 2012, 2 first class vouchers were used by trustees. Tax Indemnification and gross-up payment THE ACTORS FUND PROVIDED A TAX GROSS-UP FOR ITS SUPPLEMENTAL RETIREMENT PLAN. These amounts have been reported as taxable wages IN SCHEDULE J, PART II, COLUMN (B)(III) Form 990, Schedule J, Part I, Line 4(a) Carol Wilson, DIRECTOR OF HUMAN RESOURCES, received a severance payment in calendar year 2012. This severance payment has been reflected in Schedule J, Part II, column (b)(III).

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 Part VI.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

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	1,045,644							
2	Amount of bonds legally 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 escrows	0							
7	Issuance costs from proceeds	0							
8	Credit enhancement from proceeds	0							
9	Working capital expenditures from proceeds	0							
10	Capital expenditures from proceeds	7,000,000							
11	Other spent proceeds	0							
12	Other unspent proceeds	0							
13	Year of substantial completion	2010							
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X						
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

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

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b	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	Does the bond issue meet the private security or payment test?								
8a	Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	%		%		%		%	
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?		X						
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?		X						
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?								
b	Exception to rebate?								
c	No rebate due?								
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?		X						
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider	0							
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was a hedge terminated?								

Part IV

Arbitrage (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (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?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?		X						

Part V

Procedures To Undertake Corrective Action

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has 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?	X							

Part VI

Supplemental 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)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
The Actors' Fund of America

Employer identification number
13-1635251

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	9	287,839	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

29

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

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?

31

Yes

32a

Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

32a

Yes

b

If "Yes," describe in Part II

33

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

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

Cat No 51227J

Schedule M (Form 990) (2012)

Part II

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

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

2012

Open to Public Inspection

Name of the organization
The Actors' Fund of America

Employer identification number
13-1635251

Identifier	Return Reference	Explanation
Program Services	Part III, Line 4a - 4d	PROGRAM ACCOMPLISHMENT 1 HUMAN SERVICES THE ACTORS FUND HUMAN SERVICES OFFER COMPREHENSIVE PROGRAMS DESIGNED TO MEET THE CRITICAL NEEDS OF ENTERTAINMENT PROFESSIONALS THROUGHOUT THEIR LIVES IN 2012, THE FUND HELPED 13,523 PEOPLE THROUGH ITS PROGRAMS AND OVER 400,000 THROUGH ITS ON-LINE TRAINING AND INFORMATION SERVICES SOCIAL SERVICES THE FUND'S 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, TRAINING, INFORMATION AND REFERRALS IN ADDITION, FINANCIAL ASSISTANCE IS PROVIDED FOR ESSENTIAL LIVING EXPENSES SUCH AS RENT, UTILITIES OR MEDICAL COSTS IN 2012, THE ACTORS FUND PROVIDED OVER \$2,861,221 IN EMERGENCY FINANCIAL ASSISTANCE AND HELPED 5,024 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 237 PEOPLE IMPACTED BY SUPERSTORM SANDY RECEIVED \$286,594 AND AN ADDITIONAL \$94,649 WAS PROVIDED THROUGH OUR SCREENING FOR THE SAG FOUNDATION IN 2012 THE ACTORS FUND LOS ANGELES OFFICE LAUNCHED ITS VOLUNTEER TAX ASSISTANCE PROGRAM HELPING 68 PEOPLE WITH FREE TAX PREPARATION SERVICES 375 PEOPLE PARTICIPATED IN OUR SHORT-TERM SUPPORT AND EDUCATIONAL GROUPS SUCH AS FINANCIAL WELLNESS, HEALING THE DANCER, STRATEGIES FOR FIGHTING ANXIETY AND DEPRESSION AND THE HIV/AIDS SUPPORT GROUP 624 PEOPLE PARTICIPATED IN OUR SEMINARS ON FINDING AND APPLYING FOR AFFORDABLE HOUSING, BUDGETING, MANAGING DEBT AND INVESTMENTS, CHEMICAL DEPENDENCY IN THE WORKPLACE AWARENESS AND RETIREMENT PLANNING YOUTH SERVICES IN LOS ANGELES, THE ACTORS FUND LOOKING AHEAD PROGRAM ENHANCED THE ABILITY OF PROFESSIONAL YOUNG PERFORMERS, AGES 9-18, OF WHICH 32% ARE HOME-SCHOOLED, TO MAKE SUCCESSFUL TRANSITIONS TO ADULTHOOD BY BUILDING A MORE COHESIVE COMMUNITY FOR THEM AND BY EXPANDING THEIR OPPORTUNITIES TO EXPLORE NEW SOCIAL AND CAREER OPPORTUNITIES THE FUND PROVIDED 14 EDUCATIONAL PROGRAMS, 16 COMMUNITY SERVICE ACTIVITIES, 24 SOCIAL EVENTS, 47 LEADERSHIP DEVELOPMENT WORKSHOPS, AND 70 TRAINING AND 200 MENTAL HEALTH COUNSELING SESSIONS FOR 273 YOUNG PERFORMERS AND 327 OF THEIR PARENTS 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 (AHIRC) 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 2,781 PEOPLE RECEIVED HEALTH INSURANCE COUNSELING IN 2012 IN OUR OFFICES, AHIRC CONDUCTS 88 HEALTH INSURANCE WORKSHOPS AND AN ADDITIONAL 30 WORKSHOPS AROUND THE COUNTRY THE FUND OPERATES A NATIONAL WEB-BASED HEALTH INSURANCE RESOURCE CENTER AND, IN 2012, 398,227 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 2012, THE CLINIC PROVIDED 3,233 FREE MEDICAL VISITS TO 1,485 PEOPLE THE CLINIC'S VOLUNTEER PHYSICIANS PROGRAM - BROADWAY DOCS - CONTRIBUTED 560 MEDICAL VISITS VALUED AT \$121,140 WITH LABORATORY TESTING VALUED AT \$253,027 DONATED BY BIO-REFERENCE LABS EMPLOYMENT AND TRAINING SERVICES THE ACTORS FUND WORK PROGRAM (AWP) ASSISTS ENTERTAINMENT INDUSTRY AND PERFORMING ARTS PROFESSIONALS IN IDENTIFYING AND FINDING SIDELINE WORK AND NEW CAREERS AWP IS A COMPREHENSIVE EMPLOYMENT AND TRAINING PROGRAM COMMITTED TO FOSTERING RESILIENCY AND SELF RELIANCE FOR INDUSTRY PROFESSIONALS, AS WELL AS PROVIDING A RESOURCE FOR REFERRAL OF HIGHLY SKILLED AND CREATIVE WORKERS TO THE LARGER EMPLOYMENT COMMUNITY THROUGH AWP SERVICES, CLIENTS CAN DEVELOP REWARDING SIDELINE CAREERS IN SUCH AREAS AS TEACHING, HEALING PROFESSIONS AND REAL ESTATE OFTEN, WORKING PROFESSIONALS NEED TO WORK OUTSIDE OF THE INDUSTRY TO SUPPORT THE CONTINUING PURSUIT OF INDUSTRY WORK MANY OF THE SKILLS THAT ENTERTAINMENT INDUSTRY PROFESSIONALS HAVE - COMMUNICATION, DISCIPLINE, CREATIVITY, FLEXIBILITY, PROFESSIONALISM - ARE TRANSFERABLE AND HIGHLY VALUED IN THE BROADER LABOR MARKET THE ACTORS FUND WORK PROGRAM HELPS TO IDENTIFY AND APPLY THESE SKILLS TO OTHER WORK SETTINGS THE PROGRAM HAD 3,203 PARTICIPANTS IN 2012 AND PROVIDED 1315 INDIVIDUAL CAREER COUNSELING SESSIONS, HELD 26 SEMINARS WITH 1863 ATTENDEES, 11 WORKSHOPS (MULTIPLE SESSIONS) WITH 615 PARTICIPANTS AND 12 COMPUTER CLASSES WITH 259 ENROLLEES 1,265 NEW JOBS WERE REPORTED BY PROGRAM PARTICIPANTS PROGRAM ACCOMPLISHMENT 2 Skilled Nursing Care & Assisted Living Facility IN 1902, THE ACTORS FUND OPENED A RETIREMENT HOME FOR MEMBERS OF THE ENTERTAINMENT COMMUNITY TODAY, THE FUND PROVIDES 124-BEDS OF ASSISTED LIVING AND SKILLED NURSING CARE AT THE LILLIAN BOOTH ACTORS HOME IN ENGLEWOOD, NEW JERSEY IN 2012, a total of 152 PEOPLE RESIDED AT THE LILLIAN BOOTH ACTORS HOME IN BEAUTIFUL SURROUNDINGS, THE LILLIAN BOOTH HOME PROVIDED HIGH QUALITY CARE FOR SENIORS THROUGH IT 82-BED SKILLED NURSING AND 42-ROOM ASSISTED LIVING FACILITY THE HOME REALIZED 97% OCCUPANCY IN SKILLED NURSING FACILITY AND 95% IN ASSISTED LIVING THE HOME ACHIEVED A 5 STAR RATING - THE HIGHEST RATING POSSIBLE - FROM THE DEPARTMENT OF HEALTH IN 2012, THE HOME RE-ORGANIZED TO STRENGTHEN THE NURSING MANAGEMENT TEAM TO BETTER MEET THE FACILITY'S NEEDS AND IMPROVE EFFICIENCY AND PATIENT CARE IT ENHANCED RESIDENT-CENTERED ACTIVITIES PROGRAMS AND DEVELOPED "INTERGENERATIONAL READING PROGRAM" ALLOWING HIGH FUNCTIONING RESIDENTS TO SHARE VARIOUS SKILLS, KNOWLEDGE AND LIFE EXPERIENCES WITH YOUNGER GENERATIONS RESTRUCTURED ENHANCED UNIT ACTIVITIES WERE SCHEDULED TO INDIVIDUALIZE THE ACTIVITIES ACCORDING TO THE PATIENT'S INTEREST, ABILITIES AND THE LEVEL OF COGNITIVE FUNCTIONING ten STAFF COMPLETED A DEMENTIA CERTIFICATION PROGRAM PROGRAM ACCOMPLISHMENT 3 HOUSING AFFORDABLE, SUPPORTIVE AND SENIOR HOUSING IS A CRITICAL CONCERN FOR MANY IN THE PERFORMING ARTS AND ENTERTAINMENT INDUSTRY THE ACTORS FUND WORKS IN MANY WAYS TO HELP ITS CONSTITUENTS FIND AND SECURE HOUSING THE DOROTHY ROSS FRIEDMAN RESIDENCE (FORMERLY THE AURORA), A 178-UNIT AFFORDABLE, SUPPORTIVE HOUSING RESIDENCE ON WEST 57TH STREET IN MANHATTAN, PROVIDES HOUSING FOR LOW-INCOME ENTERTAINMENT PROFESSIONALS, SENIORS AND PERSONS WITH AIDS IN 2012, 193 PEOPLE RESIDED AT THE FRIEDMAN THE SOCIAL SERVICES AND A VIBRANT ACTIVITIES PROGRAM HELPED RESIDENTS BUILD COMMUNITY, FOCUS ON HEALTH AND WELLNESS AND STAY ENGAGED, CREATIVE AND ACTIVE IN WEST HOLLYWOOD, CA, THE ACTORS FUND, IN PARTNERSHIP WITH WEST HOLLYWOOD COMMUNITY HOUSING CORPORATION, PROVIDES 40 UNITS OF AFFORDABLE HOUSING TO PERSONS WITH HIV/AIDS AT THE PALM VIEW RESIDENCE IN ADDITION TO REGULAR COMMUNITY - BUILDING WORKSHOPS, THE BUILDING OFFED WEEKLY YOGA AND PAINTING CLASSES THE SCHERMERHORN RESIDENCE IN DOWNTOWN BROOKLYN PROVIDES 216 UNITS OF AFFORDABLE, SUPPORTIVE HOUSING FOR LOW-INCOME PROFESSIONALS IN ENTERTAINMENT AND THE COMMUNITY, AS WELL AS FORMERLY HOMELESS INDIVIDUALS WITH HIV/AIDS OR CHRONIC MENTAL ILLNESS CREATED IN A PARTNERSHIP WITH COMMON GROUND COMMUNITY, THE SCHERMERHORN HAS WON NUMEROUS DESIGN AWARDS HOUSED IN THE BUILDING IS THE ACTORS FUND ARTS CENTER, A 2,000 SQ FT BLACK BOX THEATER THAT OFFERS LOW-COST SPACE TO OVER 40 SMALL ARTS GROUPS AND INDIVIDUALS TO REHEARSE AND PERFORM THE ACTORS FUND HOUSING RESOURCE CENTER PROVIDES INFORMATION ON FINDING AFFORDABLE HOUSING, ROOMMATES AND HOME SHARING, TENANTS' RIGHTS, HOUSING COURT AND PURCHASING YOUR FIRST HOME THE HOUSING RESOURCE CENTER ALSO SPONSORS THE HOUSING BULLETIN BOARD WHERE INDUSTRY MEMBERS CAN POST HOUSING AVAILABILITIES AND SEARCH FOR PLACES TO LIVE 249 PEOPLE ATTENDED HOUSING WORKSHOPS IN NYC
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 determining 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 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	Change in value of split-interest agreements \$69,882 Pension expense other than net periodic pension cost (1,510,201) Pension Curtailment gain 3,111,259 Rounding (1) ----- Total \$1,670,939

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

2012

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" to Form 990, Part IV, line 33.)					
(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)							
(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) Actor's Fund Housing Development Corp 729 Seventh Avenue New York, NY 10019 80-0522071	Housing	NY	501(c)(3)	7	Actors' Fund		No

Part III

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) AURORA WEST 57TH CORPORATION 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019 13-3762850	HOUSING	NY	NA	C CORP			100 000 %	Yes	
(2) AURORA HOUSING DEVELOPMENT FUND CO INC 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019 06-1401959	DORMANT	NY	NA	C CORP			100 000 %	Yes	

Part V

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

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity

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 Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

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

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

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

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

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

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

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

s 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

1s

No

No

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-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Actors Fund Housing Development Corporation	B	1,144,162	Cost
(2) Actors Fund Housing Development Corporation	n	146,963	Cost

Schedule R (Form 990) 2012

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