

Return of Organization Exempt From Income Tax

2008

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2008 calendar year, or tax year beginning , 2008, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization THE ACTORS' FUND OF AMERICA Doing Business As _____ Number and street (or P.O. box if mail is not delivered to street address) Room/suite 729 7TH AVENUE City or town, state or country, and ZIP + 4 NEW YORK, NY 10019	D Employer identification number 13-1635251 E Telephone number (212) 221-7300
	F Name and address of principal officer: JOSEPH BENINCASA 729 SEVENTH AVENUE 10TH FL NEW YORK, NY 10019		G Gross receipts \$ 34,177,465. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	J Website: WWW.ACTORSFUND.ORG K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of formation: 1882 M State of legal domicile: NY	

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: THE ACTORS FUND, A HUMAN SERVICES ORGANIZATION, PROVIDES HOUSING, SOCIAL SERVICES, HEALTH SERVICES, AND EMPLOYMENT/TRAINING PROGRAMS FOR PROFESSIONALS IN PERFORMING ARTS & THE ENTERTAINMENT INDUSTRY.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	54
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	54
	5	Total number of employees (Part V, line 2a)	5	277
	6	Total number of volunteers (estimate if necessary)	6	182
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	NONE
b	Net unrelated business taxable income from Form 990-T, line 34	7b	NONE	
Revenue	8	Contribution and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	13,076,586.	13,718,539.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	9,844,776.	12,072,072.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,434,766.	125,888.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	160,244.	252,367.
	12		25,516,372.	26,168,866.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,804,229.	3,886,442.
	14	Benefits paid to or for members (Part IX, column (A), line 4)		NONE
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	11,584,727.	13,182,114.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		110,500.
	b	Total fundraising expenses, Part IX, column (D), line 25		2,113,118.
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	8,828,047.	8,434,994.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	23,217,003.	25,614,050.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	2,299,369.	554,816.
	20	Total assets (Part X, line 16)	Beginning of Year	End of Year
	21	Total liabilities (Part X, line 26)	64,631,571.	59,201,520.
	22	Net assets or fund balances. Subtract line 21 from line 20.	21,490,207.	25,353,570.
22		43,141,364.	33,847,950.	

Part II Signature Block

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

Sign Here	Signature of officer _____ Date _____	
	Type or print name and title _____	

Paid Preparer's Use Only	Preparer's signature ▶ _____ Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017-4011	Date _____ EIN ▶ 36-6055558 Phone no. ▶ 212-599-0100	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions) P00903460
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May the IRS discuss this return with the preparer shown above? (See instructions) Yes No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2008)

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

SEE STATEMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 11,522,026. including grants of \$ 602,050.) (Revenue \$ 11,042,442.)

HOUSING - THE LILLIAN BOOTH ACTORS HOME IN ENGLEWOOD, NJ OPERATES 124 BEDS SKILLED NURSING AND ASSISTED LIVING CARE FACILITY. THE AURORA IS A 178 UNIT LOW-INCOME SHARED HOUSING FACILITY EQUIPPED WITH ONSITE SOCIAL SERVICES. OTHER HOUSING PARTNERSHIPS INCLUDE SCHERMERHORN HOUSE IN BROOKLYN, NY AND THE PALM VIEW IN WEST HOLLYWOOD, CA.

4b (Code:) (Expenses \$ 7,977,164. including grants of \$ 3,866,818.) (Revenue \$ 1,029,630.)

SOCIAL SERVICES PROGRAMS - PROVIDED OVER \$3.8 MILLION IN EMERGENCY FINANCIAL ASSISTANCE AND ASSISTED 5,591 PEOPLE IN 2008. PROVIDES FREE, CONFIDENTIAL COUNSELING, ADVOCACY, CASE MANAGEMENT, EDUCATION AND SUPPORT SERVICES, AND MENTAL HEALTH AND CHEMICAL DEPENDENCY SERVICES. PROGRAMS INCLUDE HIV/AIDS, SENIORS AND DISABLED, FINANCIAL WELLNESS, A PROGRAM FOR INJURED DANCERS AND A WOMEN'S HEALTH INITIATIVE.

4c (Code:) (Expenses \$ 1,501,848. including grants of \$ NONE) (Revenue \$ NONE)

HEALTH SERVICES PROGRAM - THE ARTISTS HEALTH INSURANCE RESOURCE CENTER PROVIDES DIRECT COUNSELING AND WORKSHOPS AND A WEBSITE, WWW.AHIRC.ORG, WITH OVER 6,000 RESOURCES AND STATE-BY-STATE INFORMATION AND SERVED 2,247 PEOPLE IN 2008 AND CLOSE TO 600,000 THROUGH WEB RESOURCES. THE FUND'S AL HIRSCHFELD FREE HEALTH CLINIC IN NEW YORK SERVED 1,298 PEOPLE IN 2008.

4d Other program services. (Describe in Schedule O.) SEE STATEMENT 2 (Expenses \$ 1,348,586. including grants of \$ 19,624.) (Revenue \$ NONE)

4e Total program service expenses \$ 22,349,624. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	<input checked="" type="checkbox"/>	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		<input checked="" type="checkbox"/>
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		<input checked="" type="checkbox"/>
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input checked="" type="checkbox"/>	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	<input checked="" type="checkbox"/>	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	<input checked="" type="checkbox"/>	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the U.S.?		<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>	<input checked="" type="checkbox"/>	
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	<input checked="" type="checkbox"/>	
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<input checked="" type="checkbox"/>	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		<input checked="" type="checkbox"/>
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		<input checked="" type="checkbox"/>
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		<input checked="" type="checkbox"/>
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	<input checked="" type="checkbox"/>	
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	<input checked="" type="checkbox"/>	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>	<input checked="" type="checkbox"/>	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		<input checked="" type="checkbox"/>
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		<input checked="" type="checkbox"/>
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		<input checked="" type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 12b regarding IRS filings and tax compliance.

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include questions about voting members, family relationships, management delegation, organizational changes, asset diversions, members/stockholders, governing body decisions, meeting documentation, local chapters, Form 990 review, and officer reachability.

Section B. Policies

Table with 3 columns: Question, Yes, No. Rows include questions about conflict of interest policy, disclosure requirements, whistleblower policy, document retention, compensation review, and joint venture arrangements.

Section C. Disclosure

Table with 3 columns: Question, Yes, No. Rows include questions about state filing requirements, public inspection of forms, website availability, and organization contact information.

Part VIII Statement of Revenue

13-1635251

			(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	296,280.			
	d Related organizations	1d				
	e Government grants (contributions) . .	1e	151,835.			
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	13,270,424.			
	g Noncash contributions included in lines 1a-1f: \$		44,259.			
	h Total. Add lines 1a-1f ▶		13,718,539.			
Program Service Revenue			Business Code			
	2a NET PATIENT SERVICE REVENUE	900099	6,951,755.	6,951,755.		
	b HUMAN SERVICES	900099	1,029,630.	1,029,630.		
	c HOUSING	900099	2,504,717.	1,697,827.		806,890.
	d NET RESIDENT SERVICE REVENUE	900099	1,585,970.	1,585,970.		
	e _____					
	f All other program service revenue					
g Total. Add lines 2a-2f ▶		12,072,072.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		807,547.			807,547.
	4 Income from investment of tax-exempt bond proceeds . . . ▶		NONE			
	5 Royalties ▶		NONE			
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶			NONE		
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory		5,493,297.			
	b Less: cost or other basis and sales expenses		6,174,956.			
	c Gain or (loss)		-681,659.			
	d Net gain or (loss) ▶			-681,659.		-681,659.
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18. a		2,086,010.			
	b Less: direct expenses b		1,833,643.			
c Net income or (loss) from fundraising events ▶			252,367.		252,367.	
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 ▶			NONE			
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. ▶			NONE			
Miscellaneous Revenue		Business Code				
11a _____						
b _____						
c _____						
d All other revenue						
e Total. Add lines 11a-11d ▶			NONE			
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶			26,168,866.	11,265,182.		1,185,145.

Part IX Statement of Functional Expenses

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

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

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	NONE			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	3,877,442.	3,877,442.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	9,000.	9,000.		
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	1,247,475.	673,260.	419,154.	155,061.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages	8,640,138.	7,848,336.	200,882.	590,920.
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	854,921.	729,881.	53,447.	71,593.
9 Other employee benefits	1,642,766.	1,554,058.	20,158.	68,550.
10 Payroll taxes	796,814.	702,355.	37,432.	57,027.
11 Fees for services (non-employees):				
a Management	NONE			
b Legal	105,826.	49,077.	8,080.	48,669.
c Accounting	28,488.	19,615.	8,567.	306.
d Lobbying	NONE			
e Professional fundraising services. See Part IV, line 17	110,500.			110,500.
f Investment management fees	146,364.		146,364.	
g Other	1,203,169.	1,006,176.	48,815.	148,178.
12 Advertising and promotion	23,235.	23,235.		
13 Office expenses	745,683.	532,488.	41,253.	171,942.
14 Information technology	296,365.	239,699.	17,993.	38,673.
15 Royalties	NONE			
16 Occupancy	1,823,572.	1,582,101.	97,494.	143,977.
17 Travel	173,498.	126,491.	11,923.	35,084.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	135,384.	124,170.	3,566.	7,648.
20 Interest	NONE			
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	1,281,404.	1,223,370.	23,710.	34,324.
23 Insurance	248,169.	226,587.	10,081.	11,501.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a FUNDRAISING & PUBLIC RELATIO	496,445.	74,891.	2,389.	419,165.
b FACILITY EXPENSES -----	1,108,598.	1,108,598.		
c SUBSIDIZED HOUSING -----	602,050.	602,050.		
d MISCELLANEOUS -----	16,744.	16,744.		
e -----				
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	25,614,050.	22,349,624.	1,151,308.	2,113,118.
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,257,431.	1	936,555.
	2 Savings and temporary cash investments	7,738,104.	2	3,151,776.
	3 Pledges and grants receivable, net	1,135,419.	3	652,818.
	4 Accounts receivable, net	1,404,494.	4	1,493,765.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	16,313,447.	7	17,353,878.
	8 Inventories for sales or use		8	
	9 Prepaid expenses and deferred charges	285,096.	9	361,755.
	10a Land, buildings, and equipment: cost basis	10a 27,132,973.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D.	10b 12,961,797.	10,460,653.	10c 14,171,176.
	11 Investments - publicly traded securities	13,777,865.	11	13,033,957.
	12 Investments - other securities. See Part IV, line 11	2,450,000.	12	NONE
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	9,809,062.	15	8,045,840.
16 Total assets. Add lines 1 through 15 (must equal line 34)	64,631,571.	16	59,201,520.	
Liabilities	17 Accounts payable and accrued expenses	4,159,218.	17	3,716,351.
	18 Grants payable		18	
	19 Deferred revenue	3,364,953.	19	3,421,977.
	20 Tax-exempt bond liabilities	7,000,000.	20	7,000,000.
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable		24	
	25 Other liabilities. Complete Part X of Schedule D	6,966,036.	25	11,215,242.
	26 Total liabilities. Add lines 17 through 25.	21,490,207.	26	25,353,570.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	28,964,555.	27	20,904,649.
	28 Temporarily restricted net assets	2,718,387.	28	2,845,075.
	29 Permanently restricted net assets	11,458,422.	29	10,098,226.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	43,141,364.	33	33,847,950.
	34 Total liabilities and net assets/fund balances	64,631,571.	34	59,201,520.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to lines 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?	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits?		

Public Charity Status and Public Support

2008

Open to Public Inspection

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

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

Department of the Treasury
Internal Revenue Service

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

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

The organization is not a private foundation because it is: (Please check only one organization.)

- 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). (Attach Schedule H.)
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 [X] 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). (see instructions)
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
a Type I b Type II c Type III - Functionally Integrated d Type III - Other
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box.
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the 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 organizations the organization supports.

Table with 7 main columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization in col. (i) listed in your governing document?, (v) Did you notify the organization in col. (i) of your support?, (vi) Is the organization in col. (i) organized in the U.S., (vii) Amount of support. Includes a sub-table for 11g(i), 11g(ii), 11g(iii) with Yes/No columns.

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.)

Section A. Public Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1-3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (See instructions.); 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.

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

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) 61.78%; 15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f 62.65%; 16a 33 1/3% support test - 2008; 16b 33 1/3% support test - 2007; 17a 10%-facts-and-circumstances test - 2008; 17b 10%-facts-and-circumstances test - 2007; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Line Number, Percentage. Rows include: 15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)); 16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line Number, Percentage. Rows include: 17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)); 18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h.

- 19a 33 1/3% support tests - 2008. 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 - 2007. 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.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2008

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

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

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

Special Rules

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

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

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

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 3,727,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 2,554,570.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 385,477.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 985,914.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Name of the organization

Employer identification number

THE ACTORS' FUND OF AMERICA

13-1635251

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees...

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). 2 Complete lines 2a-2d if the organization held a qualified conservation contribution... 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06. 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year. 4 Number of states where property subject to conservation easement is located. 5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? Yes No. 6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year. 7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year. 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? Yes No. 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1. (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included in Form 990, Part VIII, line 1. b Assets included in Form 990, Part X.

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

- 3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|---|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

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

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	6,428,071.				
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	6,428,071.				

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment ▶ _____ %
 - b Permanent endowment ▶ 100.0000 %
 - c Term endowment ▶ _____ %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|---------------------------------------|--------------------------|-------------------------------------|
| (i) unrelated organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) related organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 4 Describe in Part XIV the intended uses of the organization's endowment funds.

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		100,000.		100,000.
b Buildings		21,077,925.	8,288,900.	12,789,025.
c Leasehold improvements		789,981.	629,652.	160,329.
d Equipment		2,263,131.	1,853,035.	410,096.
e Other		2,901,936.	2,190,210.	711,726.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				14,171,176.

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	26,168,866.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	25,614,050.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	554,816.
4	Net unrealized gains (losses) on investments	4	-3,025,610.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-6,822,620.
9	Total adjustments (net). Add lines 4-8	9	-9,848,230.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	-9,293,414.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	25,112,817.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-3,025,610.
b	Donated services and use of facilities	2b	282,282.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	1,833,643.
e	Add lines 2a through 2d	2e	-909,685.
3	Subtract line 2e from line 1	3	26,022,502.
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	146,364.
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	146,364.
5	Total revenue. Add lines 3 and 4c . (This should equal Form 990, Part I, line 12.)	5	26,168,866.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	34,406,228.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	282,282.
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	8,656,260.
e	Add lines 2a through 2d	2e	8,938,542.
3	Subtract line 2e from line 1	3	25,467,686.
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	146,364.
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	146,364.
5	Total expenses. Add lines 3 and 4c . (This should equal Form 990, Part I, line 18.)	5	25,614,050.

Part XIV Supplemental Information

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

SEE PAGE 5

Part XIV Supplemental Information (continued)

ENDOWMENTS

PART V

ENDOWMENT FUNDS THAT ARE MAINTAINED TO PROVIDE A PERMANENT SOURCE OF INCOME, WITH THE STIPULATION THAT PRINCIPAL MUST BE INVESTED AND KEPT INTACT IN PERPETUITY, WHILE ONLY THE INCOME GENERATED CAN BE USED BY THE ORGANIZATION.

FIN 48

PART X

ON JANUARY 1, 2007, THE ACTORS' FUND ADOPTED THE PROVISIONS OF FASB INTERPRETATION NO. 48, "ACCOUNTING FOR UNCERTAINTY IN INCOMES TAXES" ("FIN 48"). FIN 48 REQUIRES THAT A TAX POSITION BE RECOGNIZED OR DERECOGNIZED BASED ON A "MORE LIKELY THAN NOT" THRESHOLD. THIS APPLIES TO POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. THE ADOPTION OF FIN 48 HAD NO IMPACT ON THE ACTORS' FUND'S 2008 STATEMENT OF FINANCIAL POSITION OR STATEMENT OF ACTIVITIES. THE ACTORS' FUND DOES NOT BELIEVE ITS FINANCIAL STATEMENTS INCLUDE ANY UNCERTAIN TAX POSITIONS.

RECONCILIATION OF NET ASSETS

PART XI

CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS	(1,550,519)
PENSION EXPENSE OTHER THAN NPPC:	(2,822,101)
DERECOGNITION OF INTEREST IN SCHERMERHORN HDFC	(2,450,000)

	(6,822,620)

Part XIV Supplemental Information (continued)

RECONCILIATION OF REVENUE

PART XII, LINE 2D

SPECIAL EVENTS EXPENSE: (1,833,643)

RECONCILIATION OF EXPENSES

PART XIII, LINE 2D

SPECIAL EVENTS EXPENSE: (1,833,643)

DERECOGNITION OF INTEREST

IN SCHEREMERHORN HDFC: (2,450,000)

CHANGE IN VALUE OF SPLIT

INTEREST AGREEMENTS: (1,550,519)

PENSION EXPENSE OTHER THAN

NET PERIODIC PENSION

COST: (2,822,101)

8,656,263

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

▶ Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

OMB No. 1545-0047

2008

**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
- b** Email solicitations
- c** Phone solicitations
- d** In-person solicitations
- e** Solicitation of non-government grants
- f** Solicitation of government grants
- g** Special fundraising events

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

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name 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			
CATHY MCNAMARA INC	ANNUAL GALA	X		847,083.	55,000.	792,083.
KOMPOLT	ONLINE AUCTION	X		165,460.	30,000.	135,460.
COMMUNITY COUNSELLING SVC	FUNDRAISING CAMPAIGN		X	NONE	180,000.	NONE
Total				1,012,543.	265,000.	927,543.

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

CA, IL, NJ, NY, PA

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))
		ANNUAL GALA (event type)	ALL ABOUT EVE (event type)	37 (total number)	
Revenue	1 Gross receipts	847,083.	161,968.	1,373,239.	2,382,290.
	2 Less: Charitable contributions	NONE	25,450.	270,830.	296,280.
	3 Gross revenue (line 1 minus line 2)	847,083.	136,518.	1,102,409.	2,086,010.
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Other direct expenses	266,661.	73,442.	1,493,540.	1,833,643.
	8 Direct expense summary. Add lines 4 through 7 in column (d)				(1,833,643.)
9 Net income summary. Combine lines 3 and 8 in column (d)					252,367.

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

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

	Yes	No
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?	9a	
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers?	11	
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?	12	

13 Indicate the percentage of gaming activity operated in:

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

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

Name ▶ -----

Address ▶ -----

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? **15a**

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

c If "Yes," enter name and address:

Name ▶ -----

Address ▶ -----

16 Gaming manager information:

Name ▶ -----

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ -----

Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? **17a**

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
FINANCIAL ASSISTANCE	3,266	3,877,442.			

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

GRANTS _____

PART I, LINE 2 _____

THE ACTORS' FUND HAS A CONTRACT WITH NYC HIV/AIDS SERVICES ADMINISTRATION _____

WHERE WE BILL EXPENSES INCURRED TO THE CITY. AURORA ASSOCIATES LP HANDLES _____

THE OPERATIONS MANAGEMENT OF THE AURORA BUILDING. EXPENSES INCURRED ARE _____

BILLED TO US AND THEN BILLED TO THE CITY. THE ACTORS FUND RECEIVES THE _____

GRANT MONEY FOR BOTH AFA AND AURORA ASSOCIATES LP. _____

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Questions Regarding Compensation

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

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

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

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

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

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

a Receive a severance payment or change of control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

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

a The organization?

b Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

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

a The organization?

b Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

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

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
JOSEPH BENINCASA	(i)	284,940.	NONE	NONE	8,148.	22,188.	315,276.	
	(ii)	NONE					NONE	NONE
ANTHONY LOPEZ LINUS	(i)	200,799.	NONE	NONE	5,635.	12,205.	218,639.	
	(ii)	NONE					NONE	NONE
BARBARA DAVIS	(i)	177,057.	NONE	NONE	5,089.	22,188.	204,334.	
	(ii)	NONE					NONE	NONE
INA CLARK	(i)	160,889.	NONE	NONE	4,665.	6,834.	172,388.	
	(ii)	NONE					NONE	NONE
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization: **THE ACTORS' FUND OF AMERICA**
Employer Identification number: **13-1635251**

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BRIAN STOKES MITCHELL PRESIDENT	1.	X					NONE	NONE	NONE	
PHILIP J SMITH 1ST VICE PRESIDENT	1.	X					NONE	NONE	NONE	
LYNN REDGRAVE 2ND VICE PRESIDENT	1.	X					NONE	NONE	NONE	
BEBE NEUWIRTH 3RD VICE PRESIDENT	1.	X					NONE	NONE	NONE	
PHILIP S BIRSH 4TH VICE PRESIDENT	1.	X					NONE	NONE	NONE	
CHARLES HOLLERITH JR SECRETARY	1.	X					NONE	NONE	NONE	
JOHN A DUNCAN JR TREASURER	1.	X					NONE	NONE	NONE	
JED W BERNSTEIN TRUSTEE	1.	X					NONE	NONE	NONE	
JEFFREY BOLTON TRUSTEE	1.	X					NONE	NONE	NONE	
JOHN BREGLIO TRUSTEE	1.	X					NONE	NONE	NONE	
J NICHOLAS COUNTER III TRUSTEE	1.	X					NONE	NONE	NONE	
NANCY COYNE TRUSTEE	1.	X					NONE	NONE	NONE	
MISHA DABICH TRUSTEE	1.	X					NONE	NONE	NONE	
MERLE DEBUSKEY TRUSTEE	1.	X					NONE	NONE	NONE	
RICK ELICE TRUSTEE	1.	X					NONE	NONE	NONE	
JOHN ERMAN TRUSTEE	1.	X					NONE	NONE	NONE	
JOYCE GORDON TRUSTEE	1.	X					NONE	NONE	NONE	
MARC GRODMAN MD TRUSTEE	1.	X					NONE	NONE	NONE	
JOHN C HALL JR TRUSTEE	1.	X					NONE	NONE	NONE	
ANITA JAFFE TRUSTEE	1.	X					NONE	NONE	NONE	
KATE EDELMAN JOHNSON TRUSTEE	1.	X					NONE	NONE	NONE	

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

Schedule J-2 (Form 990) 2008

JSA
8E1294 1.000

**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization: **THE ACTORS' FUND OF AMERICA** Employer Identification number: **13-1635251**

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
STEVE KALAFER TRUSTEE	1.	X					NONE	NONE	NONE	
ROCCO LANDESMAN TRUSTEE	1.	X					NONE	NONE	NONE	
STEWART LANE TRUSTEE	1.	X					NONE	NONE	NONE	
ALAN LEVEY TRUSTEE	1.	X					NONE	NONE	NONE	
PAUL LIBIN TRUSTEE	1.	X					NONE	NONE	NONE	
KRISTEN MADSEN TRUSTEE	1.	X					NONE	NONE	NONE	
KEVIN MCCOLLUM TRUSTEE	1.	X					NONE	NONE	NONE	
AUDRA MCDONALD TRUSTEE	1.	X					NONE	NONE	NONE	
MIKE MEARIAN TRUSTEE	1.	X					NONE	NONE	NONE	
KATHARINE MINEHART TRUSTEE	1.	X					NONE	NONE	NONE	
JAMES L NEDERLANDER TRUSTEE	1.	X					NONE	NONE	NONE	
MARTHA NELSON TRUSTEE	1.	X					NONE	NONE	NONE	
PHYLLIS NEWMAN TRUSTEE	1.	X					NONE	NONE	NONE	
JACK OBRIEN TRUSTEE	1.	X					NONE	NONE	NONE	
DALE C OLSON TRUSTEE	1.	X					NONE	NONE	NONE	
AJ POCOCK TRUSTEE	1.	X					NONE	NONE	NONE	
JANE POWELL TRUSTEE	1.	X					NONE	NONE	NONE	
HAROLD PRINCE TRUSTEE	1.	X					NONE	NONE	NONE	
ABBY SCHROEDER TRUSTEE	1.	X					NONE	NONE	NONE	
THOMAS C SHORT TRUSTEE	1.	X					NONE	NONE	NONE	
DAVID STEINER TRUSTEE	1.	X					NONE	NONE	NONE	

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

Schedule J-2 (Form 990) 2008

JSA
8E1294 1.000

**SCHEDULE J-2
(Form 990)**

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Name of the Organization: **THE ACTORS' FUND OF AMERICA** Employer Identification number: **13-1635251**

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
EDWARD D TUREN TRUSTEE	1.	X					NONE	NONE	NONE	
TOM VIOLA TRUSTEE	1.	X					NONE	NONE	NONE	
SCOTT WEINER TRUSTEE	1.	X					NONE	NONE	NONE	
JOSEPH H WENDER TRUSTEE	1.	X					NONE	NONE	NONE	
BD WONG TRUSTEE	1.	X					NONE	NONE	NONE	
MARK ZIMMERMAN TRUSTEE	1.	X					NONE	NONE	NONE	
GEORGE ZUBER TRUSTEE	1.	X					NONE	NONE	NONE	
ALEC BALDWIN TRUSTEE	1.	X					NONE	NONE	NONE	
MICHAEL KERKER TRUSTEE	1.	X					NONE	NONE	NONE	
CHARLOTTE ST MARTIN TRUSTEE	1.	X					NONE	NONE	NONE	
HONEY WALDMAN TRUSTEE	1.	X					NONE	NONE	NONE	
JOMARIE WARD TRUSTEE	1.	X					NONE	NONE	NONE	
JOSEPH BENINCASA EXECUTIVE DIRECTOR	40.			X			284,940.	NONE	30,336.	
ANTHONY LOPEZ LINUS SR DIRECTOR OF FIN AND ADMIN	40.			X			200,799.	NONE	17,840.	
BARBARA DAVIS DEPUTY EXECUTIVE DIRECTOR	40.			X			177,057.	NONE	27,277.	
INA CLARK SR DIRECTOR OF DEVELOPMENT	40.				X		160,889.	NONE	11,499.	
CONNIE YOO CORPORATE CONTROLLER	40.				X		102,045.	NONE	25,200.	
SUZANNE TOBAK SR DIRECTOR OF ADVANCEMENT	40.				X		124,343.	NONE	15,000.	
ISRAEL DURAN DIRECTOR OF IT	40.				X		109,773.	NONE	25,326.	
JORDAN STROHL ADMINISTRATOR	40.				X		113,728.	NONE	22,491.	

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

Schedule J-2 (Form 990) 2008

Supplemental Information on Tax-Exempt Bonds

2008

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information on Schedule O (Form 990).**

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

Part I Bond Issues (Required for 2008)

(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	
						Yes	No	Yes	No
A NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY	22-2045817		12/11/2007	7,000,000.	BUILDING AND STRUCTURES		X		X
B									
C									
D									
E									

Part II Proceeds (Optional for 2008)

1 Total proceeds of issue	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
2 Gross proceeds in reserve funds										
3 Proceeds in refunding or defeasance escrows										
4 Other unspent proceeds										
5 Issuance costs from proceeds										
6 Working capital expenditures from proceeds										
7 Capital expenditures from proceeds										
8 Year of substantial completion										
9 Were the bonds issued as part of a current refunding issue?		X								
10 Were the bonds issued as part of an advance refunding issue?		X								
11 Has the final allocation of proceeds been made?		X								
12 Does the organization maintain adequate books and records to support the final allocation of proceeds?		X								

Part III Private Business Use (Optional for 2008)

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

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

Part III Private Business Use (Continued)

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

Part IV Arbitrage (Optional for 2008)

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

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Non-Cash Contributions

▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

OMB No. 1545-0047

2008

**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	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
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	7	54,249.	AVERAGE MARKET VALUE
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests				
12 Securities-Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate-Residential				
16 Real estate-Commercial				
17 Real estate-Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

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

Schedule M (Form 990) 2008

JSA

8E1298 1.000

Part II

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

Area with horizontal dashed lines for supplemental information.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ **Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.**

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

OTHER PROGRAM SERVICES

PART III, LINE 4D

THE ACTORS FUND EMPLOYMENT AND TRAINING PROGRAM RECOGNIZES THE EPISODIC

NATURE OF WORK IN THE PERFORMING ARTS AND ENTERTAINMENT COMMUNITY. THE

ACTORS FUND WORK PROGRAM (AWP) ASSISTED 2,489 PEOPLE IN 2008 AND PROVIDES

CAREER COUNSELING, JOB TRAINING AND JOB DEVELOPMENT THAT UTILIZE

TRANSFERRABLE SKILLS.

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

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI

SECTION A: GOVERNING BODY

LINE 10 - THE DRAFT 990 WAS PRESENTED TO THE BUDGET AND FINANCE COMMITTEE OR EXECUTIVE COMMITTEE BEFORE BEING FILED.

SECTION B: POLICIES

LINE 12 - THE AFA HAS A WRITTEN CONFLICT OF INTEREST POLICY FOR EMPLOYEES AND TRUSTEES. THE OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES ARE REQUIRED TO COMPLETE THE CONFLICT OF INTEREST POLICY FORM AND SIGN ON AN ANNUAL BASIS AT A MINIMUM, AND INFORM THE ORGANIZATION WHEN THE CONFLICT OF INTEREST CIRCUMSTANCES ARISE.

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

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

SECTION C: DISCLOSURE

LINE 19 - THE FINANCIAL STATEMENTS ARE POSTED ON THE ACTORS' FUND

WEBSITE. THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND

FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2008

**Open to Public
Inspection**

▶ **Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **See separate instructions.**

Name of the organization

THE ACTORS' FUND OF AMERICA

Employer identification number

13-1635251

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(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

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

Schedule R (Form 990) 2008

Part III Identification of Related Organizations Taxable as a Partnership

(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, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations?		(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?	
							Yes	No		Yes	No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(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
AURORA WEST 57TH CORPORATION ----- 13-3762850 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019	HOUSING	NY	N/A	C CORP	-20,165.	NONE	100.0000
AURORA HOUSING DEVELOPMENT FUND CO INC ----- 06-1401959 729 7TH AVENUE 10TH FLOOR NEW YORK, NY 10019	DORMANT	NY	N/A	C CORP	NONE	NONE	100.0000

Part V Transactions With Related Organizations

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

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

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(s)	(B) Transaction type (a-r)	(C) Amount involved
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION
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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.

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

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DESCRIPTION -----	GRANTS -----	EXPENSES -----	REVENUE -----
THE ACTORS FUND EMPLOYMENT AND TRAINING PROGRAM (SEE SCHEDULE O)	19,624.	1,348,586.	NONE
TOTALS	----- 19,624. -----	----- 1,348,586. -----	----- NONE -----

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

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
OA PETERSON CONSTRUCTION CO INC PO BOX 106 78 NORTH WILLOW STREET MONTCLAIR, NJ 07042	CONTRACTOR	3,744,963.
GENESIS REHABILITATION SERVICES W0225 PO BOX 7777 PHILADELPHIA, PA 19175-0225	REHAB SERVICES	351,926.
COLUMBIA UNIVERSITY 64 NAGLE AVENUE NEW YORK, NY 10040	CONTRACT MEDICAL SVC	200,604.
COMMUNITY COUNSELLING SERVICES CO LLC 461 FIFTH AVENUE NEW YORK, NY 10017	FUNDRAISING CONS	180,000.
GRANT THORNTON LLP 666 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING SERVICES	113,313.
TOTAL COMPENSATION		4,590,806.