

ANNUAL FUNDING NOTICE
for the
AFTRA RETIREMENT PLAN

Introduction

This notice includes important information about the funding status of your pension plan (“the Plan”) and general information about the benefit payments guaranteed by the Pension Benefit Guaranty Corporation (PBGC), a federal insurance agency. All traditional pension plans (called “defined benefit pension plans”) must provide this notice every year regardless of their funding status. This notice does not mean that the Plan is terminating. It is provided for informational purposes and you are not required to respond in any way. This notice is for the plan year beginning December 1, 2009 and ending November 30, 2010 (referred to hereafter as “Plan Year”).

How Well Funded Is Your Plan?

Under federal law, the Plan must report how well it is funded by using a measure called the “funded percentage.” This percentage is obtained by dividing the Plan’s assets by its liabilities on the valuation date for the plan year. In general, the higher the percentage, the better funded the plan. Your Plan’s funded percentage for the Plan Year and each of the two preceding plan years is set forth in the chart below, along with a statement of the value of the Plan’s assets and liabilities for the same period.

	2009	2008	2007
Valuation Date	December 1, 2009	December 1, 2008	December 1, 2007
Funded Percentage	88.8%	86.1%	102.9%
Value of Assets	\$1,940,452,903	\$1,808,794,195	\$2,070,949,867
Value of Liabilities	\$2,185,222,780	\$2,100,612,566	\$2,012,748,604

Transition Data

Due to a change in the law governing the information required to be included in the Annual Funding Notice, we have changed the information we report to you. The Annual Funding Notice that you received in prior years was not required to include the funded percentage shown above for plan years before 2008. Instead, under the law in effect for those years, the Plan reported the “current liability funded percentage” which was measured using different, more conservative, assumptions than the funded percentages shown above. Specifically, the funded percentages shown above were measured using an interest rate of 8.00%, which is the long-term expected return on the Plan’s assets, reflecting the Plan’s actual mix of stocks, bonds, and other investments. By contrast, the “current liability funded percentages”, included in the previous Funding Notices, were measured using a lower interest rate, which assumed that the Plan’s assets are invested entirely in bonds. In the Notice you received in November 2009, the Plan’s “current liability funded percentage” as of the December 1, 2007 valuation date was 77.7 percent, the Plan’s assets were \$2,070,949,867, and the Plan’s liabilities were \$2,665,545,434.

Year-End Fair Market Value of Assets

The asset values in the chart above are measured as of the valuation date for the plan year and are actuarial values, not market values. Because market values can fluctuate daily based on factors in the marketplace, such as changes in the stock market, pension law allows plans to use actuarial values that are designed to smooth out those fluctuations for funding purposes. The asset values below are market values

and are measured as of the last day of the plan year, rather than as of the valuation date. Substituting the market value of assets for the actuarial value used in the above chart would show a clearer picture of a plan's funded status as of the valuation date. The fair market value of the Plan's assets as of the last day of the plan year and each of the two preceding plan years is shown in the following table:

	November 30, 2010	November 30, 2009	November 30, 2008
Fair Market Value of Assets	\$1,705,812,463 (approximate)	\$1,617,044,086	\$1,507,328,496

Critical or Endangered Status

Under federal pension law a plan generally will be considered to be in "endangered" status if, at the beginning of the plan year, the funded percentage of the plan is less than 80 percent or in "critical" status if the funded percentage of the plan is less than 65 percent (other factors may also apply). If a pension plan enters endangered status, the trustees of the plan are required to adopt a funding improvement plan. Similarly, if a pension plan enters critical status, the trustees of the plan are required to adopt a rehabilitation plan. Rehabilitation and funding improvement plans establish steps and benchmarks for pension plans to improve their funding status over a specified period of time.

The Plan was not in endangered or critical status in the Plan Year.

Participant Information

The total number of participants in the Plan as of the Plan's valuation date, December 1, 2009, was 41,698. Of this number, 14,499 were active participants, 8,001 were retired or separated from service and receiving benefits, and 19,198 were retired or separated from service and entitled to future benefits.

Funding & Investment Policies

Every pension plan must have a procedure for establishing a funding policy to carry out plan objectives. A funding policy relates to the level of assets needed to pay for benefits promised under the plan currently and over the years. The funding policy of the Plan is to meet the minimum funding requirements of the Employee Retirement Income Security Act of 1974.

Once money is contributed to the Plan, the money is invested by plan officials called fiduciaries, who make specific investments in accordance with the Plan's investment policy. Generally speaking, an investment policy is a written statement that provides the fiduciaries who are responsible for plan investments with guidelines or general instructions concerning various types or categories of investment management decisions. The investment policy of the Plan is to maximize the total rate of return over the long term, subject to preservation of capital, by diversifying the allocation of capital among professional investment managers with complimentary or diverse investment styles in domestic equity securities, international equity securities, domestic fixed income instruments and other asset classes as may be deemed prudent.

Under the Plan's investment policy, the Plan's assets were allocated among the following categories of investments, as of the end of the Plan Year. These allocations are percentages of total assets:

Asset Allocations	Percentage
1. Cash (Interest-bearing and non-interest bearing)	1.1%
2. U.S. Government securities	0.7%
3. Corporate debt instruments (other than employer securities):	
Preferred	0.0%
All other	17.0%
4. Corporate stocks (other than employer securities):	
Preferred	0.1%
Common	44.9%
5. Partnership/joint venture interests	7.5%
6. Real estate (other than employer real property)	12.0%
7. Loans (other than to participants)	0.0%
8. Participant loans	0.0%
9. Value of interest in common/collective trusts	4.0%
10. Value of interest in pooled separate accounts	0.0%
11. Value of interest in master trust investment accounts	0.0%
12. Value of interest in 103-12 investment entities	0.0%
13. Value of interest in registered investment companies (e.g., mutual funds)	6.2%
14. Value of funds held in insurance co. general account (unallocated contracts)	0.0%
15. Employer-related investments:	
Employer Securities	0.0%
Employer real property	
16. Buildings and other property used in plan operation	0.0%
17. Other	6.5%

For information about the Plan's investment in any of the following types of investments as described in the chart above - common/collective trusts, pooled separate accounts, master trust investment accounts, or 103-12 investment entities - contact the Plan Administrator, AFTRA Retirement Fund, 261 Madison Avenue, New York, NY 10016, (212) 499-4800.

Events Having a Material Effect on Assets or Liabilities

Federal law requires the plan administrator to provide in this notice a written explanation of events, taking effect in the current plan year, which are expected to have a material effect on plan liabilities or assets. Material effect events are occurrences that tend to have a significant impact on a plan's funding condition. An event is material if it, for example, is expected to increase or decrease Total Plan Assets or Plan Liabilities by five percent or more. For the plan year beginning on December 1, 2010 and ending on November 30, 2011, there are no events expected to have such an effect.

Right to Request a Copy of the Annual Report

A pension plan is required to file with the US Department of Labor an annual report (called the Form 5500) that contains financial and other information about the plan. Copies of the annual report are available from the US Department of Labor, Employee Benefits Security Administration's Public Disclosure Room at 200 Constitution Avenue, NW, Room N-1513, Washington, DC 20210, or by calling 202.693.8673. For 2009 and subsequent plan years, you may obtain an electronic copy of the Plan's annual report by going to www.efast.dol.gov and using Form 5500 search function. (Note, however, that

this Plan's 2009 Form 5500 will not be available online through EFAST until later in 2011, since this Plan's plan year starts on December 1 rather than January 1). Or you may obtain a copy of the Plan's annual report by making a written request to the Plan Administrator, AFTRA Retirement Fund, 261 Madison Avenue, 8th Floor, New York, NY 10016. The charge to cover copying costs will be \$43.75 for the AFTRA Retirement Fund, and/or \$.25 for any page thereof. Individual information, such as the amount of your accrued benefit under the Plan, is not contained in the annual report. If you are seeking information regarding your benefits under the Plan, contact the plan administrator identified below under "Where to Get More Information."

Summary of Rules Governing Plans in Reorganization and Insolvent Plans

Federal law has a number of special rules that apply to financially troubled multiemployer plans. The plan administrator is required by law to include a summary of these rules in the annual funding notice. Under so-called "plan reorganization rules," a plan with adverse financial experience may need to increase required contributions and may, under certain circumstances, reduce benefits that are not eligible for the PBGC's guarantee (generally, benefits that have been in effect for less than 60 months). If a plan is in reorganization status, it must provide notification that the plan is in reorganization status and that, if contributions are not increased, accrued benefits under the plan may be reduced or an excise tax may be imposed on contributing employers (or both). The plan is required to furnish this notification to each contributing employer and the labor organization.

Despite these special plan reorganization rules, a plan in reorganization could become insolvent. A plan is insolvent for a plan year if its available financial resources are not sufficient to pay benefits when due for that plan year. An insolvent plan must reduce benefit payments to the highest level that can be paid from the plan's available resources. If such resources are not enough to pay benefits at the level specified by law (see Benefit Payments Guaranteed by the PBGC, below), the plan must apply to the PBGC for financial assistance. The PBGC will loan the plan the amount necessary to pay benefits at the guaranteed level. Reduced benefits may be restored if the plan's financial condition improves.

A plan that becomes insolvent must provide prompt notice of its status to participants and beneficiaries, contributing employers, labor unions representing participants, and PBGC. In addition, participants and beneficiaries also must receive information regarding whether, and how, their benefits will be reduced or affected, including loss of a lump sum option. This information will be provided for each year the plan is insolvent.

Benefit Payments Guaranteed by the PBGC

The maximum benefit that the PBGC guarantees is set by law. Only benefits that you have earned a right to receive and that cannot be forfeited (called "vested benefits") are guaranteed. Specifically, the PBGC guarantees a monthly benefit payment equal to 100 percent of the first \$11 of the Plan's monthly benefit accrual rate, plus 75 percent of the next \$33 of the accrual rate, times each year of credited service. The PBGC's maximum guarantee, therefore, is \$35.75 per month times a participant's years of credited service.

Example 1: If a participant with 10 years of credited service has an accrued monthly benefit of \$500, the accrual rate for purposes of determining the PBGC guarantee would be determined by dividing the monthly benefit by the participant's years of service ($\$500/10$), which equals \$50. The guaranteed amount for a \$50 monthly accrual rate is equal to the sum of \$11 plus \$24.75 ($.75 \times \$33$), or \$35.75. Thus, the participant's guaranteed monthly benefit is \$357.50 ($\35.75×10).

Example 2: If the participant in Example 1 has an accrued monthly benefit of \$200, the accrual rate for purposes of determining the guarantee would be \$20 (or \$200/10). The guaranteed amount for a \$20 monthly accrual rate is equal to the sum of \$11 plus \$6.75 (.75 x \$9), or \$17.75. Thus, the participant's guaranteed monthly benefit would be \$177.50 (\$17.75 x 10).

The PBGC guarantees pension benefits payable at normal retirement age and some early retirement benefits. In calculating a person's monthly payment, the PBGC will disregard any benefit increases that were made under the plan within 60 months before the earlier of the plan's termination or insolvency (or benefits that were in effect for less than 60 months at the time of termination or insolvency). Similarly, the PBGC does not guarantee pre-retirement death benefits to a spouse or beneficiary (e.g., a qualified pre-retirement survivor annuity) if the participant dies after the plan terminates, benefits above the normal retirement benefit, disability benefits not in pay status, or non-pension benefits, such as health insurance, life insurance, death benefits, vacation pay, or severance pay.

Where to Get More Information

For more information about this notice, you may contact:

AFTRA Retirement Fund Office
Attn: Plan Administrator
261 Madison Avenue, 8th Floor
New York, NY 10016
(212) 499-4800

For identification purposes, the official plan number is 001, the plan sponsor's name is the Board of Trustees of the AFTRA Retirement Fund and the plan sponsor's employer identification number or "EIN" is 13-6414972.

For more information about the PBGC and multiemployer benefit guarantees, go to PBGC's website, www.pbgc.gov.