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Form 990

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

► 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 04-01-2008 and ending 03-31-2009

B Check if applicable	C Name of organization WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION		D Employer identification number 15-0533551
<input type="checkbox"/> Address change	E Telephone number (888) 994-3863		
<input type="checkbox"/> Name change	F Doing Business As		
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address) 10045 RIVERSIDE DRIVE 3RD FLOOR	Room/suite	G Gross receipts \$ 13,680,777
<input type="checkbox"/> Termination	H City or town, state or country, and ZIP + 4 TOLUCA LAKE, CA 91602		
<input type="checkbox"/> Amended return	I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) <input type="checkbox"/> (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<input type="checkbox"/> Application pending	J Web site: ► wrinstitute.org		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	K Type of organization <input type="checkbox"/> Corporation <input type="checkbox"/> trust <input type="checkbox"/> association <input type="checkbox"/> other ►		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (If "No," attach a list See instructions)
			H(c) Group Exemption Number ►
			L Year of Formation
			M State of legal domicile

Part I Summary

1 Briefly describe the organization's mission or most significant activities SUPPORTS MEDICAL RESEARCH ON DEBILITATING PULMONARY DISORDERS AND PROVIDES PULMONARY REHABILITATION AT MEDICAL CENTERS ACROSS THE UNITED STATES EDUCATES THE GENERAL PUBLIC ON TOPICS OF HEALTH AND FITNESS PROVIDES SOCIAL AND FINANCIAL SERVICES FOR THE THEATRICAL COMMUNITY	
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 48
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 0
5 Total number of employees (Part V, line 2a)	5 8
6 Total number of volunteers (estimate if necessary)	6 87
7a Total gross unrelated business revenue from Part VIII, line 12, column (C) . . .	7a 0
b Net unrelated business taxable income from Form 990-T, line 34 . . .	7b

8 Contributions and grants (Part VIII, line 1h)	Prior Year 4,450,276	Current Year 5,834,003
9 Program service revenue (Part VIII, line 2g)		0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	753,143	-313,813
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-865	-709,550
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,817,073	4,810,640

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,979,917	3,952,758
14 Benefits paid to or for members (Part IX, column (A), line 4)		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	773,702	838,532
16a Professional fundraising fees (Part IX, column (A), line 11e)		0
b (Total fundraising expenses, Part IX, column (D), line 25 684,427)		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,628,439	1,493,400
18 Total expenses—add lines 13-17 (must equal Part IX, line 25, column (A))	5,382,058	6,284,690
19 Revenue less expenses Subtract line 18 from line 12	435,015	-1,474,050

20 Total assets (Part X, line 16)	Beginning of Year 24,009,088	End of Year 20,235,511
21 Total liabilities (Part X, line 26)		1,019,414
22 Net assets or fund balances Subtract line 21 from line 20	22,775,807	19,216,097

Part II Signature Block

Please Sign Here	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		
	***** Signature of officer TODD R VRADENBURG Executive Director Type or print name and title	Date 2009-02-11	

Paid Preparer's Use Only	Preparer's signature Mark A Ladesich CPA	Date	Check if self-employed <input checked="" type="checkbox"/>	Preparer's PTIN (See Gen Inst)
	Firm's name (or yours if self-employed), address, and ZIP + 4 301 E Colorado Blvd Ste 624 Pasadena, CA 911011918			EIN ►
				Phone no ► (626) 685-2777

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

Form 990, Part III, Line 1 - Briefly describe the organization's mission:

The mission of the Will Rogers Motion Picture Pioneers Foundation is to perpetuate the memory of Will Rogers by promoting and engaging in cardiopulmonary programs, as well as, public health education, under the name of Will Rogers Institute, and provide social service assistance to eligible members of the theatrical entertainment industry through the Motion Picture Pioneers Assistance Fund. About The Will Rogers Institute The Will Rogers Institute is a program of the Will Rogers Motion Picture Pioneers Foundation. Originally a hospital for tuberculosis-stricken Vaudevillians, The Will Rogers Memorial Hospital (established in 1936) became a national training facility for doctors treating patients with tuberculosis and the Will Rogers Institute was created. Currently, the WRI perpetuates the legacy of Will Rogers as a national charitable health program dedicated to the support of research in debilitating lung disorders, medical school training fellowships, distributors of free health educ

Part III Statement of Program Service Accomplishments (See the instructions.)**1** Briefly describe the organization's mission
See Additional Data Table

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 (4) organizations and 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 \$ 806,180 including grants of \$) (Revenue \$)
Health EducationThe Will Rogers Institute, a program of the Will Rogers Motion Picture Pioneers Foundation, strives to educate the public about its pulmonary research and fellowship programs coupled with how to lead a healthy lifestyle. The WRI continues to distribute public service announcements on an annual basis, for both theatrical and television audiences. Print public service announcements and a CD with twelve different health topics for radio have been continually distributed. Celebrities, all who donated their time to help the Institute, hosted the public service announcements. The 2007 public service announcement on "Teen Stress" hosted by the Muppets and Terri Hatcher continued to receive air play (approximately 300 air plays). The annual summer theatrical public service announcement, hosted by Geena Davis played on over 12,000 movie screens. Radio spots on a variety of health and pulmonary topics continue to play on over 1,000 stations. The Will Rogers Institute's web site received over 100,000 visitor hits for the fiscal year. In response, the Institute distributed 40,000 free educational booklets. The health topics included asthma, tuberculosis, smoking, chronic bronchitis, emphysema, lung cancer, fitness, stress, nutrition and a new comprehensive booklet, made in partnership with the University of Minnesota Medical School, called "Managing Your Chronic COPD". In addition to the COPD booklet, the WRI has joined the efforts of the COPD Coalition (a National Institutes of Health campaign) to help educate the country on the epidemic of COPD, the 4th leading cause of death in the USA. In 2008, WRI joined in a partnership with the National Boys and Girls Club and created the Be Healthy, Be Fit, Be Great Award. The award is given annually to a local branch of the Boys and Girls Club that has shown exemplary methods of promoting healthy and active lifestyles. The first award was given to the Boys and Girls Club of Monterey County (California). The local club received a \$5,000 grant to implement its triple play program, which promotes nutrition, health and fitness to members and their families. Will Rogers Institute Information can be found at www.wrinstitute.org Will Rogers EducationThe WRMPF, as well as being a health charity, also has the mission of perpetuating the memory of the great humanitarian Will Rogers. In the current fiscal year, the WRMPF provided partnership funding to help preserve the quality and function of the Will Rogers Memorial Museum in Claremore, Oklahoma, which receives over 100,000 visitors per year. WRMPF also works with the Will Rogers Ranch Foundation in Los Angeles, California and worked in partnership with that organization to produce a free public movie night at the Will Rogers State Park, attended by over 300 people (showing a classic Will Rogers movie), as well as, took an active role in helping the Ranch Foundation develop a membership program and build its organizational structure. Will Rogers information can be found at www.wrpioneers.org

4b (Code) (Expenses \$ 3,380,194 including grants of \$) (Revenue \$)
ResearchThe Will Rogers Institute (WRI) is operated as a program for WRMPF (Will Rogers Motion Picture Pioneers Foundation), which is the primary program funding pulmonary research at prestigious hospitals and universities across the United States. The Institute continued funding of three research laboratories: Burke Rehabilitation Hospital, University of Southern California School of Medicine and University of California Los Angeles Medical School, in addition to funding 17 fellowships and special gifts to medical schools and hospitals, in pulmonary research. Current sponsored programs at the three main laboratories include treatment of lung infections by newly discovered natural antibiotics known as defensins at UCLA, new strategies for treatment of lung injury and pulmonary edema from air pollution and other lung insults at USC, and pulmonary rehabilitation at Burke. The objective for funding research fellowships in lung diseases at many major universities throughout the United States is to help train future leaders of lung research and thoracic specialists. The following medical schools and hospitals receive research fellowships and special gifts: University of Southern California, University of Colorado, Emory University, University of California, San Francisco, University of California, Los Angeles, University of Massachusetts, University of Minnesota, University of Pennsylvania, University of Texas, Northwestern University, University of Wisconsin, and New York University. The WRI program is also funding unique research and training programs at Patricia Neal Rehabilitation Center (Knoxville, TN), Children's Mercy Hospital (Kansas City, MO), the ALS Association (joint partnership), and the American Association of Health Educators. In 2008, WRI continued for the second year, the Annual Prize for Outstanding Contributions to Lung Research. The annual prize will be awarded on a yearly basis to an eminent scientist for a body of extraordinary and meritorious research contributing to the advancement of lung health. In 2008, the prize was given to Dr. Peter Agre, a winner of the Nobel Prize in Chemistry for his discovery of aquaporins. Again, the honoree received a personal stipend of \$50,000. Currently, WRI offers the most prestigious prize and recognition offered to a person specializing in research that has a direct impact on pulmonary health, in the United States. For fiscal year 2008/09, WRI continued funding the purchase of neonatal ventilator equipment at hospitals across the USA. Not only did WRI continue to fund this vital program, the budget was increased from approximately \$100,000 in 2007/08 to \$400,000 in 2008/09. The list of recipient hospitals is as follows: Children's Hospital Boston, Cooks Children's Hospital in Fort Worth, Texas, Children's Hospital Knoxville, The Medical Center in Columbus Georgia, Prentice Women's Hospital in Chicago, Mercy Hospital in Knoxville, Sinai Children's Hospital in Chicago, University of Tennessee Medical Center

4c (Code) (Expenses \$ 1,093,541 including grants of \$) (Revenue \$)
Patient Assistance ProgramThe Pioneer Assistance Fund, another program of the Will Rogers Motion Picture Pioneers Foundation, provides industry veterans of the theatrical community (exhibition, distribution and trade services) with financial assistance for health and welfare issues. In the fiscal year, the Fund provided long-term assistance to 38 clients and short-term assistance to 243 clients. Client ailments included bone, joint and muscle disorders, brain, spinal cord and nerve disorders, heart and blood vessel disorders, lung and airway disorders, mental health issues, and financial hardship, to name a few. The average age for long-term assistance recipient is 73, while the majority of short-term clients fall into the age group of 40-59 years of age. In 2008, The Assistance Program published a book and educational pamphlets to help clients and their families manage health care and aging issues. The book is The 4 Steps to Long-Term Care Planning, published in partnership with the National Care Planning Council. The educational pamphlets are: There's No Place Like Home, authored by the National Institute on Aging; Five Wishes, a how-to guide for planning for long-term health care, authored by Aging With Dignity; Planning Your Advance Health-care Directive, a publication by Channing Bete Company

4d Other program services (Describe in Schedule O)
(Expenses \$) (including grants of \$) (Revenue \$)
4e Total program service expenses \$ 5,279,915 Must equal Part IX, Line 25, column (B).

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II

5 Section 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? If "Yes," complete Schedule C, Part III

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? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

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? If "Yes," complete Schedule D, Parts XI, XII, and XIII

13 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the U.S.?

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.? If "Yes," complete Schedule F, Part I

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III

17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I

18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H

21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II

22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III

23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J

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? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25

b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?

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?

d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?

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? If "Yes," complete Schedule L, Part I

b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I

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? If "Yes," complete Schedule L, Part II

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? If "Yes," complete Schedule L, Part III

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8		No
9		No
10	Yes	
11	Yes	
12	Yes	
13		No
14a		No
14b		No
15		No
16	Yes	
17		No
18	Yes	
19		No
20		No
21	Yes	
22	Yes	
23	Yes	
24a		No
24b		No
24c		No
24d		No
25a		No
25b		No
26		No
27		No

Part IV Checklist of Required Schedules (Continued)

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)? If "Yes," complete Schedule L, Part IV
- b** Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV
- 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? If "Yes," complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II

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? If "Yes," complete Schedule R, Part I

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1

35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2

36 501(c)(3) organizations Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2

37 Did the organization conduct more than 5 percent of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI

	Yes	No
28a		No
28b		No
28c		No
29		No
30		No
31		No
32		No
33		No
34		No
35		No
36		No
37		No

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable	1a	21
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	8
2b	If at least one is reported in 2a, did the organization file all required federal employment tax returns? <i>Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.</i>	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	No
3b	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>	3b	No
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
4b	If "Yes," enter the name of the foreign country _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
5c	If "Yes," to 5a or 5b, did the organization file Form 8886-T, <i>Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction</i> ?	5c	No
6a	Did the organization solicit any contributions that were not tax deductible?	6a	No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	No
7	<i>Organizations that may receive deductible contributions under section 170(c).</i>	7a	Yes
7a	Did the organization provide goods or services in exchange for any quid pro quo contribution of \$75 or more?	7b	Yes
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	0
7d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	No
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7h	No
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	8	No
8	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</i> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	<i>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</i>	9a	No
9a	Did the organization make any taxable distributions under section 4966?	9b	No
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	<i>Section 501(c)(7) organizations.</i> Enter	10a	
10a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	<i>Section 501(c)(12) organizations.</i> Enter	11a	
11a	Gross income from members or shareholders	11b	
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	<i>Section 4947(a)(1) non-exempt charitable trusts.</i> Is the organization filing Form 990 in lieu of Form 1041?	12a	No
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

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

For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

	Yes	No
1a Enter the number of voting members of the governing body . . .	1a	48
b Enter the number of voting members that are independent . . .	1b	0
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	No
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	No
6 Does the organization have members or stockholders?	6	No
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	No
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a the governing body?	8a	Yes
b each committee with authority to act on behalf of the governing body?	8b	Yes
9a Does the organization have local chapters, branches, or affiliates?	9a	No
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b	No
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	Yes
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11	No

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No", go to line 13	12a	Yes
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes
13 Does the organization have a written whistleblower policy?	13	Yes
14 Does the organization have a written document retention and destruction policy?	14	Yes
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision		
a The organization's CEO, Executive Director, or top management official?	15a	Yes
b Other officers or key employees of the organization?	15b	Yes
Describe the process in Schedule O		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable Federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	No

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed	WV , WI , WA , VA , UT , TN , SC , RI , PA , OR , OK , OH , NY , NM , NJ , NH , ND , NC , MS , MO , MN , MI , ME , MD , LA , KY , KS , IL , GA , FL , DC , CT , CA , AZ , AR , AL , AK
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you make these available. Check all that apply	
<input checked="" type="checkbox"/> own website <input checked="" type="checkbox"/> another's website <input checked="" type="checkbox"/> upon request	
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table	
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization	
TODD R VRADENBURG 10045 RIVERSIDE DRIVE TOLUCA LAKE, CA 91602 (818) 755-2300	

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

Section A Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

* List all of the organization's **current** officers, directors, trustees (whether individuals or organizations) and key employees regardless of amount of compensation, and current key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid

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

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

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

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

Check this box if the organization did not compensate any officer, director, trustee or key employee.

Additional Data

Software ID:
Software Version:
EIN: 15-0533551
Name: WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099MISC)	(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			
WAYNE LEWELLEN , Trustee	1 00	X					0	0	0
TRAVIS REID , Vice President	1 00	X		X			0	0	0
TOM SHERAK , Trustee	1 00	X					0	0	0
TODD R VRADENBURG , EXECUTIVE DIREC	50 00			X			281,115	0	22,344
TED COOPER , Trustee	1 00	X					0	0	0
STEWART HARNELL , Trustee	1 00	X					0	0	0
STEVEN FRIEDLANDER , Trustee	1 00	X					0	0	0
STEVE RAPAPORT , Vice President	1 00	X		X			0	0	0
STEVE ELZER , Trustee	1 00	X					0	0	0
SHEILA DELOACH , Trustee	1 00	X					0	0	0
RORY BRUER , Chairman	1 00	X		X			0	0	0
ROBERT SUNSHINE , Vice President	1 00	X		X			0	0	0
ROBERT LENIHAN , Trustee	1 00	X					0	0	0
RICK SANDS , Trustee	1 00	X					0	0	0
RICHARD M FAY , Vice President	1 00	X		X			0	0	0
NIKKI ROCCO , Vice President	1 00	X		X			0	0	0
NICK CARPOU , Trustee	1 00	X					0	0	0
NANCY KLUETER , Trustee	1 00	X					0	0	0
MICHAEL PADE , Vice President	1 00	X		X			0	0	0
MICHAEL L CAMPBELL , Trustee	1 00	X					0	0	0
MARY ANN ANDERSON , Trustee	1 00	X					0	0	0
LEW O'NEIL , Trustee	1 00	X					0	0	0
KURT C HALL , Trustee	1 00	X					0	0	0
JOHN LUNDIN , Trustee	1 00	X					0	0	0
JOHN FITHIAN , Trustee	1 00	X					0	0	0
JOE SYUFY , Trustee	1 00	X					0	0	0
JIM THARP , Trustee	1 00	X					0	0	0
JIM ORR , Trustee	1 00	X					0	0	0
JEROME A FORMAN , Trustee	1 00	X					0	0	0
JEFF GOLDSTEIN , Secretary	1 00	X		X			0	0	0

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099MISC)	(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			
HANK LIGHTSTONE , Trustee	1 00	X					0	0	0
GREG DUNN , Trustee	1 00	X					0	0	0
FRED BEIERSDORF , Trustee	1 00	X					0	0	0
ERIK LOMIS , Trustee	1 00	X					0	0	0
DENISE K GURIN , Trustee	1 00	X					0	0	0
DAVID TUCKERMAN , Trustee	1 00	X					0	0	0
DAVID GAREL , Vice President	1 00	X	X				0	0	0
DANIEL R FELLMAN , Trustee	1 00	X					0	0	0
CLARK WOODS , Treasurer	1 00	X	X				0	0	0
CHUCK VIANE , Trustee	1 00	X					0	0	0
CHRIS LEROY , Trustee	1 00	X					0	0	0
CHRIS ARONSON , Vice President	1 00	X	X				0	0	0
CHARLES GOLDWATER , Trustee	1 00	X					0	0	0
CARL WAGNER , Trustee	1 00	X					0	0	0
BRUCE SNYDER , President	1 00	X	X				0	0	0
BRUCE J OLSON , Trustee	1 00	X					0	0	0
BERT LIVINGSTON , Trustee	1 00	X					0	0	0
ANN-ELIZABETH CROTTY , Trustee	1 00	X					0	0	0

Part VII Continued

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ►1

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	No
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	Yes
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

Part
VIII

Statement of Revenue

		(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a			
	b Membership dues	1b 37,424			
	c Fundraising events	1c 1,139,295			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 4,657,284			
	g Noncash contributions included in lines 1a-1f \$				
	h Total (Add lines 1a-1f)		5,834,003		
Program Service Revenue	2a	Business Code			
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		\$ 0		
	3 Investment income (including dividends, interest other similar amounts)		632,737		632,737
4 Income from investment of tax-exempt bond proceeds		0			
5 Royalties		0			
6a Gross Rents	(I) Real	(II) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)			0		
7a	(I) Securities	(II) Other			
b Gross amount from sales of assets other than inventory	7,085,867				
c Less cost or other basis and sales expenses	8,032,417				
d Gain or (loss)	-946,550				
d Net gain or (loss)			-946,550		-946,550
8a Gross income from fundraising events (not including \$ <u>128,170</u> of contributions reported on line 1c) See Part IV, line 18 Attach Schedule G if total exceeds \$15,000	a	1,139,295			
b Less direct expenses	b	837,720			
c Net income or (loss) from fundraising events			-709,550		-709,550
9a Gross income from gaming activities See part IV, line 19 Complete Schedule G if total exceeds \$15,000	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities			0		
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory			0		
Miscellaneous Revenue		Business Code			
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		\$ 0			
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		4,810,640			-1,023,363

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).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	3,271,250	3,271,250		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	675,542	675,542		
3 Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16	5,966	5,966		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	286,693	186,351	50,171	50,171
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	374,760	232,498		85,877
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	34,766	21,902	5,563	7,301
9 Other employee benefits	99,576	62,733	15,932	20,911
10 Payroll taxes	42,737	26,924	6,838	8,975
11 Fees for services (non-employees)				
a Management	0			
b Legal	7,465		7,465	
c Accounting	52,855		52,855	
d Lobbying	0			
e Professional fundraising See Part IV, line 17 . . .	0			
f Investment management fees	121,905	90,210	6,095	25,600
g Other	0			
12 Advertising and promotion	0			
13 Office expenses	14,362	5,177	3,793	5,392
14 Information technology	0			
15 Royalties	0			
16 Occupancy	63,489	21,163	21,163	21,163
17 Travel	61,743	34,354	12,732	14,657
18 Payments of travel or entertainment expenses for any Federal, state or local public officials	0			
19 Conferences, conventions and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	12,470	4,988	3,741	3,741
23 Insurance	33,231	11,077	11,077	11,077
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 Printing and Publications	66,750	17,073	13,288	36,389
b MOVIE TRAILER PROD COSTS	71,810			71,810
c INDIRECT EVENT COSTS	104,835			104,835
d HEALTH EDUCATION	544,006	544,006		
e DONOR RECOGNITION	117,692			117,692
f All other expenses	220,787	68,701	53,250	98,836
25 Total functional expenses. Add lines 1 through 24f	6,284,690	5,279,915	320,348	684,427
26 Joint Costs. Check <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
1	Cash—non-interest-bearing	252,406	1 3,692,903
2	Savings and temporary cash investments	7,707,756	2 2,092,137
3	Pledges and grants receivable, net	102,200	3 900,000
4	Accounts receivable, net	4	0
5	Receivables from current and former officers, directors, trustees, key employees or other related parties <i>Complete Part II of Schedule L</i>	5	0
6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) <i>Complete Part II of Schedule L</i>	6	0
7	Notes and loans receivable, net	7	0
8	Inventories for sale or use	8	0
9	Prepaid expenses and deferred charges	391,668	9 50,000
10a	Land, buildings, and equipment cost basis	10a 188,356	
b	Less accumulated depreciation <i>Complete Part VI of Schedule D</i>	10b 99,603	34,380 10c 88,753
11	Investments—publicly traded securities	15,382,359	11 13,239,281
12	Investments—other securities See Part IV, line 11 <i>Complete Part VII of Schedule D</i>	12	0
13	Investments—program-related See Part IV, line 11 <i>Complete Part VIII of Schedule D</i>	13	0
14	Intangible assets	24,667	14 22,261
15	Other assets See Part IV, line 11 <i>Complete Part IX of Schedule D</i>	113,652	15 150,176
16	Total assets. Add lines 1 through 15 (must equal line 34)	24,009,088	16 20,235,511
17	Accounts payable and accrued expenses	306,081	17 991,139
18	Grants payable	18	
19	Deferred revenue	912,200	19
20	Tax-exempt bond liabilities	20	
21	Escrow account liability <i>Complete Part IV of Schedule D</i>	21	
22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons <i>Complete Part II of Schedule L</i>	22	
23	Secured mortgages and notes payable to unrelated third parties	23	
24	Unsecured notes and loans payable	24	
25	Other liabilities <i>Complete Part X of Schedule D</i>	15,000	25 28,275
26	Total liabilities. Add lines 17 through 25	1,233,281	26 1,019,414
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	18,726,012	27 15,813,170
28	Temporarily restricted net assets	4,049,795	28 3,402,927
29	Permanently restricted net assets	29	
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	33	22,775,807 19,216,097
34	Total liabilities and net assets/fund balances	34	24,009,088 20,235,511

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
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	No
b Were the organization's financial statements audited by an independent accountant?	2b Yes	
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?	2c Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b If "Yes," did the organization undergo the required audit or audits?	3b	No

2008

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**Public Charity Status and Public Support**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 ServiceName of the organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number

15-0533551

Part I Reason for Public Charity Status (to be completed by all organizations) (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 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

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

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

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

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the organizations the organization supports

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

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

Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)
Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add line 1-3						
5 The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f)						
6 Public Support subtract line 5 from line 4						

Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
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, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total Support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					12	

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**

**Computation of Public Support Percentage**

14 Public Support Percentage for 2008 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2007 Schedule A, Part IV-A, line 26f	15	
16a 33 1/3% Test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		
b 33 1/3% Test - 2007. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		
17a 10% Facts and Circumstances Test - 2008. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		
b 10% Facts and Circumstances Test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		
18 Private Foundation. If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	6,099,265	5,648,548	6,347,340	4,450,276	5,834,003	28,379,432
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total Add lines 1-5	6,099,265	5,648,548	6,347,340	4,450,276	5,834,003	28,379,432
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						0
c Total of lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						28,379,432

Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6	6,099,265	5,648,548	6,347,340	4,450,276	5,834,003	28,379,432
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	458,042	561,192	690,708	753,143	632,737	3,095,822
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after 30 June, 1975						0
c Add lines 10a and 10b	458,042	561,192	690,708	753,143	632,737	3,095,822
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
13 Total Support (Add lines 9, 10c, 11 and 12)						31,475,254
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						►

Computation of Public Support Percentage

15 Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f))	15	90 160 %
16 Public Support Percentage for 2007 Schedule A, Part IV-A, line 27g	16	91 780 %

Computation of Investment Income Percentage

17 Investment Income Percentage for 2008 (line 10c column (f) divided by line 13 column (f))	17	9 840 %
18 Investment Income Percentage from 2007 Schedule A, Part IV-A, line 27h	18	8 220 %
19a 33 1/3% 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% 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		►

Part IV **Supplemental Information.** Complete this part to provide the information required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Provide any other additional information. (see instructions)

Facts and Circumstances Test

2008

Open to Public
Inspection**SCHEDULE D**
(Form 990)**Supplemental Financial Statements**

► 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.

Department of the Treasury
Internal Revenue Service**Name of the organization**
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION**Employer identification number**

15-0533551

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

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

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

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

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically important land area
 Protection of natural habitat Preservation of certified historic structure
 Preservation of open space

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

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 d Loan or exchange programs
 b Scholarly research e Other
 c Preservation for future generations

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance	4,049,795				
b Contributions	1,406,576				
c Investment earnings or losses	1,108,889				
d Grants or scholarships	944,555				
e Other expenditures for facilities and programs	3,402,927				
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ►
 b Permanent endowment ►
 c Term endowment ► 100 000 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations
 (ii) related organizations

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

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

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

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

	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		1		1
b Buildings				
c Leasehold improvements		18,382	2,535	15,847
d Equipment		75,288	47,762	27,526
e Other		94,685	49,306	45,379
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				88,753

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12.) ►		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13.) ►		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	►

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of Liability	(b) Amount
Federal Income Taxes	
457 PLAN LIABILITY	28,275
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.) ►	28,275

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

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	4,810,640
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	6,284,690
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-1,474,050
4	Net unrealized gains (losses) on investments	4	-2,085,660
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	-2,085,660
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-3,559,710

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	3,658,210
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	95,510
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	837,720
e	Add lines 2a through 2d	2e	933,230
3	Subtract line 2e from line 1	3	2,724,980
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	2,085,660
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	2,085,660
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	4,810,640

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	7,217,920
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	95,510
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	837,720
e	Add lines 2a through 2d	2e	933,230
3	Subtract line 2e from line 1	3	6,284,690
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	6,284,690

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 XIV, 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

Identifier	Return Reference	Explanation
Part XIII, Line 2d	Part XIII, Line 2d Other expenses and losses per audited F/S	SPECIAL EVENT EXPENSES FOR 990 LINE 9b \$837720
Part XII, Line 2d	Part XII, Line 2d Other revenue amounts included in F/S but not included on form 990	SPECIAL EVENT EXPENSES FOR 990 LINE 9b \$837720
Part V, Line 4	Part V, Line 4 Intended uses of the endowment fund	TEMPORARILY RESTRICTED NET ASSETS ARE UTILIZED BY THE ORGANIZATION FOR THE EXPRESS PURPOSE OF PROVIDING ASSISTANCE UNDER THE PIONEERS ASSISTANCE PROGRAM AS SCHOLARSHIPS, CASH GRANTS, BURIAL & CREMATION, EMERGENCY CASH GRANTS, MEDICAL EQUIPMENT SUBSIDIES, MEDICAL REHABILITATION SERVICES AND SOCIAL SERVICES UNTIL THE ASSETS ARE CONSUMED

SCHEDULE F
(Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2008

Open to Public Inspection

► **Attach to Form 990. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.**

Department of the Treasury
Internal Revenue Service

Employer identification number

15-053355

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance Yes No

2 **For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Schedule F-1 (Form 990) if additional space is needed)

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 ► Use Schedule F-1 if additional space is needed.

2 Enter total number of organizations that are recognized as charities by the foreign country or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter

3 Enter total number of other organizations or entities

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Schedule F-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
DIRECT CASH ASSISTANCE	PHILIPINES	1	5,966	WIRE TRANSFER			

Part IV Supplemental Information

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

Software ID: 08000091
Software Version: 2008v2.7
EIN: 15-0533551
Name: WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Form 990 Schedule F Part II - Grants and Other Assistance to Organizations or Entities Outside The United States

(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
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Supplemental Information Regarding Fundraising or Gaming Activities

2008

Open to Public Inspection

► **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.**

Employer identification number

15-0533551

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply

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

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising 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.

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

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 PIONEER OF THE YEAR DINNER (event type)	(b) Event #2 FILM ROW CHARITY GOLF CLASSIC (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts	1,207,870	59,595	1,267,465
	2 Less Charitable contributions	1,102,720	36,575	1,139,295
	3 Gross revenue (line 1 minus line 2)	105,150	23,020	128,170
Direct Expenses	4 Cash Prizes			
	5 Non-cash Prizes		2,452	2,452
	6 Rent/Facility costs	73,928	7,920	81,848
	7 Other direct expenses	747,162	6,258	753,420
	8 Direct expense summary Add lines 4 through 7 in column (d)			837,720
	9 Net income summary Combine lines 3 and 8 in column (d)			-709,550

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)			

9	Enter the state(s) in which the organization operates gaming activities	Yes	No
a	Is the organization licensed to operate gaming activities in each of these states?		
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	

	Yes	No
13 Indicate the percentage of gaming activity operated in	13a	13b
a The organization's facility
b An outside facility
14 Provide the name and address of the person who prepares the organization's gaming/special events books and records		
Name ►		
Address ►		
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?	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 ►		
<input type="checkbox"/> Director/officer	<input type="checkbox"/> Employee	<input type="checkbox"/> 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 ► \$ _____

Grants and Other Assistance to Organizations, Governments and Individuals in the U.S.

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

Name of the organization

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number

15-0533551

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

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

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

2 Enter total number of section 501(c)(3) and government organizations

27

3 Enter total number of other organizations

8

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
See Additional Data Table					
				</	

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

See Additional Data Table

Identifier	Return Reference	Explanation
Grantmaker's Description of How Grants are Used		Will Rogers Institute fellowship grants are given to medical schools with a strong track record for training doctors in pulmonary medicine. The fellowships are given for first and second year training purposes, to help a researcher get started on a project. FELLOWSHIPS AND RESEARCH GRANT RECIPIENTS ARE CAREFULLY CHOSEN BASED ON THEIR ABILITY AND AREAS OF EXPERTISE OF STUDY WHICH COINCIDE WITH THE ORGANIZATION'S PROGRAMS AND SERVICES. THE FELLOWSHIP AND GRANTS COMMITTEE APPROVES THE RECIPIENTS WITH CONSULTATION AND RECOMMENDATION OF THE INSTITUTE'S MEDICAL ADVISOR WHO IS AN EXPERT IN LUNG RESEARCH. The MOTION PICTURE Pioneers Assistance FUND Program is managed by professional social workers. The individuals who receive assistance are placed into two broad categories long-term or short-term assistance. The individuals who receive long-term assistance are represented in the 'Direct Cash Assistance'. The majority of the expenses are paid directly to vendors. Direct Cash Assistance is justified for the following needs: Health Insurance, Dental insurance, Prescription co-pays, Home Health Care, Rent, Food and Clothing, Medical Supplies, Home Supplies (i.e. sheets and fixtures), and Transportation.
Additional Supplemental Information		Direct Cash Grants: This program provides direct cash grants to low-income retired/permanently disabled entertainment industry members/spouses. These grants supplement monthly retirement/disability benefits, making it possible for members/spouses to pay their basic living and medical expenses. Grants are issued directly to members/spouses or service providers. Burial & Cremation: This program provides timely, modest and dignified burials/cremations to destitute entertainment industry members/spouses. The MPPAF pays crematoriums, funeral homes, and cemeteries when entertainment industry members'/spouses' estates and relatives do not have the funds to pay for basic cremations or burials. Emergency Cash Grants: This program provides emergency cash grants to entertainment industry members/spouses during an unexpected financial crisis. These cash grants assist with the cost of housing, food, utilities, and other life-sustaining services. They are issued to industry members/spouses or service providers. Medical Equipment: This program provides equipment, such as mobility aids, orthotics, emergency call systems, bath safety aids, and home health supplies etc., to low-income disabled/frail entertainment industry members/spouses. This equipment promotes the health, independence and safety of many members/spouses, allowing them to remain longer in their own homes. The equipment is purchased through various medical equipment/supply vendors and delivered to the members/spouses. Medical Rehabilitation: This program assists low-income ill/disabled entertainment industry members/spouses with out-patient medical treatment, diagnostic tests, medications, physical therapy, psychotherapy, home health care, health insurance, and medically necessary transportation. This aid is provided only during an illness, injury, or disability adjustment period. Vendors supplying the treatment or services are paid directly by the MPPAF. Movie/Fruit/Book Support: This program supports the emotional well-being of low-income retired/ permanently disabled entertainment industry members/spouses. Since the majority of these members/spouses has mobility limitations and is confined to their homes or facilities, a monthly gift, such as a movie, fruit, or book, is a special treat they can anticipate and a reminder that the MPPAF respects them and cares about their well-being. These members/spouses are given a choice of one monthly gift, which is purchased by the MPPAF and mailed to them. Care Management Support: Often it is necessary for the Social Service staff to visit MPPAF recipients to assess their circumstances and to arrange appropriate care. Occasionally when large numbers of MPPAF recipients require immediate services it is also necessary to hire Social Service consultants to make timely interventions. Companies that provide credit and background checks are helpful when making assessments. The expenses associated with these activities, such as travel, lodging, consultant fees, and credit/background fees, are known as Care Management Support expenses since they allow the Social Service staff to better manage the care of MPPAF recipients. ANNUAL PRIZE FOR LUNG RESEARCH: THE WILL ROGERS INSTITUTE PRIZE FOR LUNG RESEARCH IS GIVEN ANNUALLY TO AN EMINENT SCIENTIST FOR A BODY OF EXTRAORDINARY AND MERITORIOUS RESEARCH CONTRIBUTIONS TO THE ADVANCEMENT OF LUNG HEALTH. GENERAL SUPPORT - ASSISTANCE LIVING FACILITY SUPPORT PROVIDED FOR THE MOTION PICTURE AND TELEVISION FUND PROVIDES GENERAL SUPPORT TO THE ONLY RETIREMENT AND ASSISTANCE LIVING FACILITY DEDICATED TO PERSONS WITH CAREERS IN THE ENTERTAINMENT INDUSTRY.

Software ID: 08000091
Software Version: 2008v2.7
EIN: 15-0533551
Name: WILL ROGERS MOTION PICTURE
 PIONEERS FOUNDATION

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
VARIETY THE CHILDRENS CHARITY 7132 REGAL LANE KNOXVILLE, TN 37918	33-1025696	501(c)(3)	125,000	0			NEONATAL VENTILATOR PROGRAM
UNIVERSITY OF WISCONSIN 600 HIGHLAND AVENUE MADISON, WI 53792	39-1805963	501(c)(3)	50,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF TEXAS - SW MEDICAL CTR 5323 HARRY HINES BOULEVARD DALLAS, TX 75235	17-5602868	501(c)(3)	80,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF PENNSYLVANIA 3600 SPRUCE ST / MALONEY PHILADELPHIA, PA 19104	23-1352685	501(c)(3)	50,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF MINNESOTA 420 DELAWARE STREET SE MINNEAPOLIS, MN 55455	41-6027707	501(c)(3)	50,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF MASSACHUSETTS 55 LAKE AVENUE NORTH WORCESTER, MA 01655	04-3167352	501(c)(3)	50,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF COLORADO HEALTH SCIENCES 4200 E 9TH AVENUE C272 DENVER, CO 80262	84-6000555	501(c)(3)	80,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIV OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394	501(c)(3)	160,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIV OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394	501(c)(3)	1,150,000	0			MEDICAL RESEARCH GRANT
UNIV OF CALIF SAN FRANCISCO 4150 CLEMENT STREET SAN FRANCISCO, CA 94121	95-6006143	501(c)(3)	50,000	0			MEDICAL RESEARCH FELLOWSHIP

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIV OF CALIF LOS ANGELES10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143	501(c)(3)	175,000	0			MEDICAL RESEARCH GRANT
UNIV OF CALIF LOS ANGELES10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143	501(c)(3)	160,000	0			MEDICAL RESEARCH FELLOWSHIP
SINAI CHILDRENS HOSPITALCALIFORNIA AVE AT 15TH ST STE F122 CHICAGO, IL 60608	36-1509000	501(c)(3)	50,000	0			NEONATAL VENTILATOR PROGRAM
SAN FRANCISO STATE UNIVERSITY FOUNDATION1600 HOLLOWAY AVENUE SAN FRANCISCO, CA 94132	94-1384645	501(c)(3)	10,000	0			EDUCATION GRANT
RANCHO LOS AMIGOS NAT REHAB7601 E IMPERIAL HIGHWAY DOWNEY, CA 90242	95-3849600	501(c)(3)	0	0			MEDICAL RESEARCH FELLOWSHIP
NORTHWESTERN UNIVERSITY240 E HURON ST MCGAW 2-7326 CHICAGO, IL 60611	89-9904055	501(c)(3)	80,000	0			MEDICAL RESEARCH FELLOWSHIP
NORTHWESTERN MEMORIAL FOUNDATION676 N ST CLAIR STREET SUITE 2050 CHICAGO, IL 60611	36-3155315	501(c)(3)	50,000	0			NEONATAL VENTILATOR PROGRAM
NEW YORK UNIV SCHOOL OF MED550 FIRST AVE BELLEVUE CHEST NEW YORK, NY 10016	13-5562308	501(c)(3)	80,000	0			MEDICAL RESEARCH FELLOWSHIP
NATURAL SOUL FOOD - NATURES HOT LINE1764 W 24TH STREET LOS ANGELES, CA 90018	95-3917548	501(c)(3)	0	0			MEDICAL RESEARCH FELLOWSHIP
MOTION PICTURE AND TELEVISION FUND23388 MULHOLLAND DRIVE WOODLAND HILLS, CA 91364	95-4597683	501(c)(3)	5,000	0			GENERAL SUPPORT - ASSISTANCE LIVING FACILITY

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FORT SANDERS FDN PATRICIA NEAL REHAB CTR1901 CLINCH AVENUE KNOXVILLE, TN 37916	62-1748601	501(c)(3)	200,000	0			MEDICAL RESEARCH FELLOWSHIP
EMORY UNIVERSITY SCHOOL OF MEDICINE 550 PEACH STREET NE ATLANTA, GA 30365	58-0566256	501(c)(3)	50,000	0			MEDICAL RESEARCH FELLOWSHIP
DIGNITAS INTERNATIONAL USA 400 FOUNTAIN STREET NEW HAVEN, CT 06515	26-0387288	501(c)(3)	0	0			MEDICAL RESEARCH FELLOWSHIP
CORNELL MEDICAL CENTER520 E 70TH STREET NEW YORK, NY 10021	13-1623978	501(c)(3)	31,250	0			MEDICAL RESEARCH GRANT
COPD FOUNDATION 2937 SW 27TH AVE STE 302 MIAMI, FL 33133	20-1048322	501(c)(3)	0	0			MEDICAL RESEARCH FELLOWSHIP
COOK CHILDRENS MEDICAL CENTER801 SEVENTH AVENUE FORT WORTH, TX 76104	75-2051646	501(c)(3)	50,000	0			NEONATAL VENTILATOR PROGRAM
COLUMBUS REGIONAL MEDICAL FOUNDATION 707 CENTER STREET COLUMBUS, GA 31901	58-1501462	501(c)(3)	75,000	0			NEONATAL VENTILATOR PROGRAM
CHILDRENS MERCY HOSP & CLINICS2401 GILLHAM ROAD KANSAS CITY, MO 64108	44-0605373	501(c)(3)	100,000	0			MEDICAL RESEARCH FELLOWSHIP
CHILDRENS HOSPITAL BOSTON1 AUTUMN STREET 731 3RD FL BOSTON, MA 00215	04-2774441	501(c)(3)	60,000	0			NEONATAL VENTILATOR PROGRAM
BURKE REHABILITATION HOSPITAL785 MAMARONECK AVENUE WHITE PLAINS, NY 10605	13-1739937	501(c)(3)	100,000	0			MEDICAL RESEARCH GRANT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOYS & GIRLS CLUBS OF AMERICA 1275 PEACHTREE STREET NE ATLANTA, GA 30309	13-5562976	501(c)(3)	100,000	0			MATCHING GRANT
ALS ASSOCIATION 27001 AGOURA ROAD STE 150 CALABASAS, CA 91301	13-3271855	501(c)(3)	50,000	0			MEDICAL RESEARCH FELLOWSHIP

Form 990, Schedule I, Part III, Grants and Other Assistance to Individuals in the United States

(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
MOVIE / FRUIT / BOOK SUPPORT	38	25,850			
MEDICAL REHABILITATION	36	77,580			
MEDICAL EQUIPMENT	12	7,640			
EMERGENCY CASH GRANTS	23	25,257			
DIRECT CASH ASSISTANCE	38	456,823			
CARE MANAGEMENT SUPPORT	20	10,870			
BURIAL & CREMATION	22	21,522			
ANNUAL PRIZE FOR OUTSTANDING CONTRIBUTIONS TO LUNG RESEARCH	1	50,000			

2008

Open to Public
Inspection**Schedule J**
(Form 990)**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.

Department of the Treasury
Internal Revenue Service**Name of the organization**WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION**Employer identification number**

15-0533551

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 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 checked="" type="checkbox"/> Written employment contract
<input 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

501(c)(3) and 501(c)(4) organizations only 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		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No

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

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

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

Part III Supplemental Information

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

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(Form 990)**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.**

Department of the Treasury
Internal Revenue Service
Name of the organization
 WILL ROGERS MOTION PICTURE
 PIONEERS FOUNDATION
Employer identification number

15-0533551

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	THE ORGANIZATIONS AUDITED FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY STATEMENT AND GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST THROUGH ELECTRONIC ACCESS SITES INCLUDING WEB DIRECTORIES AND THE ORGANIZATIONS WEB SITES

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 15b	Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and Key Employees	COMPENSATION REVIEW IS CONDUCTED DURING A SPECIAL MEETING OF THE BOARD OF THE TRUSTEES. TRUSTEES UTILIZE SALARY SURVEY DATA APPROVED UNDER GUIDELINES OF THE CALIFORNIA INTEGRITY ACT. CONTEMPORANEOUS MINUTES OF THE PROCEEDINGS ARE MAINTAINED OUTLINING THE DELIBERATIONS IN THE RECORDS OF THE ORGANIZATION. COMPENSATION DECISIONS ARE RATIFIED BY THE BOARD OF DIRECTORS AT A REGULAR MEETING.

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	ON AN ANNUAL BASIS EACH RESPONSIBLE PERSON IS REQUIRED TO REVIEW A COPY OF THE CONFLICT OF INTEREST POLICY AND TO ACKNOWLEDGE IN WRITING THAT HE OR SHE HAS DONE SO. EACH RESPONSIBLE PERSON IS REQUIRED ANNUALLY COMPLETE A DISCLOSURE FORM IDENTIFYING ANY RELATIONSHIPS, POSITIONS, OR CIRCUMSTANCES IN WHICH THE RESPONSIBLE PERSON IS INVOLVED THAT HE OR SHE BELIEVES COULD CONTRIBUTE TO A CONFLICT OF INTEREST. ARISING THE CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY BY THE BOARD. ANY CHANGES TO THE POLICY ARE COMMUNICATED IMMEDIATELY TO ALL RESPONSIBLE PERSONS.

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 10	Form 990, Part VI, Line 10 Form 990 Review Process	A COPY OF THE RETURN IS PROVIDED TO THE FINANCE COMMITTEE FOR REVIEW AND APPROVAL FOR FILING