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Form 990

Return of Organization Exempt From Income Tax

2009

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2009 calendar year, or tax year beginning 04-01-2009 and ending 03-31-2010

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	Doing Business As		E Telephone number (888) 994-3863
<input type="checkbox"/> Name change	Number and street (or P O box if mail is not delivered to street address) 10045 RIVERSIDE DRIVE 3RD FLOOR		G Gross receipts \$ 13,852,225
<input type="checkbox"/> Initial return	Room/suite		
<input type="checkbox"/> Terminated	City or town, state or country, and ZIP + 4 TOLUCA LAKE, CA 91602		
<input type="checkbox"/> Amended return	F Name and address of principal officer		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Application pending			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions)

I Tax-exempt status 501(c) (3) (insert no) 4947(a)(1) or 527

J Website: ► wrinstitute.org

K Form of organization Corporation Trust Association Other ► L Year of formation M State of legal domicile

Part I Summary

1 Briefly describe the organization's mission or most significant activities 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
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets
3 Number of voting members of the governing body (Part VI, line 1a) 3 48
4 Number of independent voting members of the governing body (Part VI, line 1b) 4 47
5 Total number of employees (Part V, line 2a) 5 8
6 Total number of volunteers (estimate if necessary) 6 57
7a Total gross unrelated business revenue from Part VIII, column (C), line 12 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 5,834,003	Current Year 4,913,552
9 Program service revenue (Part VIII, line 2g)		0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-313,813	192,036
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-709,550	-528
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,810,640	5,105,060

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,952,758	4,085,532
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)	838,532	840,335
16a Professional fundraising fees (Part IX, column (A), line 11e)		0
b Total fundraising expenses (Part IX, column (D), line 25) ► 574,114		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,493,400	1,369,833
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	6,284,690	6,295,700
19 Revenue less expenses Subtract line 18 from line 12	-1,474,050	-1,190,640

20 Total assets (Part X, line 16)	Beginning of Current Year 20,235,511	End of Year 22,682,250
21 Total liabilities (Part X, line 26)	1,019,414	2,116,069
22 Net assets or fund balances Subtract line 21 from line 20	19,216,097	20,566,181

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge			
***** Signature of officer TODD R VRADENBURG Executive Director Type or print name and title		2011-02-14 Date	

Paid Preparer's Use Only	Preparer's signature ► Mark A Ladesich CPA	Date	Check if self- employed ► <input checked="" type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► Mark A Ladesich CPA 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

Part III Statement of Program Service Accomplishments**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

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

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

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

If "Yes," describe these changes on Schedule O

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

4a	(Code	) (Expenses \$	3,459,032	including grants of \$	3,391,000) (Revenue \$)
<p>ResearchThe Will Rogers Institute (WRI) is operated as a program of the WRMPFF (Will Rogers Motion Picture Pioneers Foundation), which has a primary mission of funding pulmonary research at prestigious hospitals and universities across the United States This year, the Institute program 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, 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 injuries at USC, and advanced methods of delivering 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 received research fellowships and special gifts restricted to pulmonary research purposes University of Southern California, University of Colorado, Emory University, 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 for a three-year research study regarding pulmonary issue for people with ALS), and the American Association of Health Educators In 2009, WRI partnered with the Regal Entertainment Foundation for a three year initiative to give a total of \$3 million to three healthcare facilities in Knoxville for cardio-pulmonary health programs Cardiovascular disease is the number one cause of death for people living in Eastern Tennessee and surrounding states East Tennessee is one of the nation's lowest ranking states for air quality and ranks highest in smoking rates Cardiovascular disease, stroke, asthma and lung cancer are the leading healthcare issues in the region Knoxville has four medical centers serving the region Three institutions will receive grants Mercy Hospital for a new vascular lab, University of Tennessee Medical Center for a permanently funded pulmonary fellow, and Parkwest Medical Center to fund a new thoracic medical suite Also in 2009, the WRI presented for a third time, the Annual Prize for Outstanding Contributions to Lung Research This annual prize is 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 2009, the prize was give to Dr Bruce Beutler, who is recognized as one the leading experts in the world on the topic of innate immunity and inflammation, a vital component of study for pulmonary research Again, the honoree received a personal stipend of \$50,000 Currently, the 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 2009, the WRI continued funding the purchase of neonatal ventilator equipment at hospitals across the USA, spending \$400,000 on this program The list of recipient hospitals is as follows Children's Hospital New Orleans, Le Bonheur Children's Medical Center in Memphis, Oakwood Healthcare in Dearborn, Michigan, Poudre Valley Hospital in Fort Collins, Colorado, Riley Hospital in Indianapolis, Children's Hospital St Louis, St Mary's Hospital in Madison, Wisconsin, University of Maryland Medical Center in Baltimore, Warren Memorial Hospital in Front Royal, Virginia</p>						

4b	(Code	) (Expenses \$	1,136,284	including grants of \$	694,532) (Revenue \$)
<p>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 This year, the Fund provided long-term assistance to 37 clients and short-term assistance to 166 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 median age for a long-term assistance recipient is 74, while the majority of short-term clients fall into the age group of 40-59 years of age In 2009, the Assistance Program started distributing life planning booklets to supporters and those in need There are a total of 27 booklets, with titles such as "Senior Housing," "Saving for Retirement," and "Geriatric Care Managers" Pioneers Assistance Fund information can be found at www.wrpioneers.org</p>						

4c	(Code	) (Expenses \$	724,525	including grants of \$	) (Revenue \$)
<p>Health EducationThe secondary mission of the Will Rogers Institute, a program is 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 is also distributed annually Celebrities, who donate their time, are featured in the public service announcements The 2009 public service announcement on "Diabetes" featured John Ratzenberger The PSA received playtime at 420 theatrical locations and played in 4,000 auditoriums, on radio stations in 11 major markets, and on 476 television stations (including cable) and played over 1,200 times The PSA was also featured on 70 web sites, with an estimated audience reach of 70 million The annual summer theatrical public service announcement, hosted by Sharon Stone played on over 12,000 movie screens The Will Rogers Institute's web site continues to receive approximately 100,000 visitors per year In response, the Institute distributed 18,000 free educational booklets and provided downloads for another 10,000 requests The health topics included asthma, tuberculosis, smoking, chronic bronchitis, emphysema, lung cancer, fitness, stress, and nutrition In addition to our comprehensive booklet on Managing COPD, the WRI continues to support 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 2009, the WRI continued its partnership with the National Boys and Girls Club and its 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 local club received a \$5,000 grant to implement its triple play program, which promotes nutrition, health and fitness to members and their families The award this year was given to the Bentonville, Arkansas club Will Rogers Institute Information can be found at www.wrinstitute.org Will Rogers EducationThe WRMPFF, as well as being a health charity, also has the mission of perpetuating the memory of the great humanitarian Will Rogers This year, WRMPFF funded the completion of digitizing the writings, which includes four volumes of Will Rogers Daily Telegrams and the first six volumes of his Weekly Articles All the writings are now posted on the Will Rogers Museum web site, www.willrogers.org The WRMPFF also works with the Will Rogers Ranch Foundation in Los Angeles, California Together, the two organizations produced a free public movie night at the Will Rogers State Park, attended by over 300 people (showing a classic Will Rogers movie) The WRMPFF also took an active role in helping the Ranch Foundation develop a membership program, develop an organizational structure and build its development program Information about the Will Rogers Ranch Foundation can be found at www.willrogersranchfoundation.org</p>						

4d	Other program services (Describe in Schedule O)	(Expenses \$	including grants of \$	) (Revenue \$)
4e	Total program service expenses	\$	5,319,841		

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 similar funds or 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, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.

- Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.
- Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.
- Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.
- Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.
- Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.
- Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X.

12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII

12A Was the organization included in consolidated, independent audited financial statements for the tax year? Yes No

If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional

13 Is the organization a school 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 United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? 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 U.S.? 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 U.S.? If "Yes," complete Schedule F, Part III

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I

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

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

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

	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

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
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	26		No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		No
28 Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		No
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	29		No
30 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
31 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
32 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
33 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33		No
34 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34		No
35 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		No
36 Section 501(c)(3) organizations. 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		No
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		No
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		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	17
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 on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	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? If "No," provide an explanation in Schedule O	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	4b	
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 line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	No
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
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	Organizations that may receive deductible contributions under section 170(c).	7a	Yes
7b	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	Yes
7c	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
7d	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	0
7e	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
7f	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
7g	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	No
7h	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7h	No
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	No
9	Sponsoring organizations maintaining donor advised funds.	9a	No
9b	Did the organization make any taxable distributions under section 4966?	9b	No
10	Section 501(c)(7) organizations. Enter	10a	
10b	Initiation fees and capital contributions included on Part VIII, line 12	10b	
11	Section 501(c)(12) organizations. Enter	11a	
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	No
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

		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	47	
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	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a	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?	10b	No
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	Yes
11A Describe in Schedule O the process, if any, used by the organization to review the Form 990		
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	No
If "Yes" to line a or b, describe the process in Schedule O (See instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b If "Yes," 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 , MA , LA , KY , KS , IL , GA , FL , DC , CT , CA , AZ , AR , AL
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. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

1b Total	▶	294,348		41,578
-----------------	---	---------	--	--------

2 Total number of individuals (including but not limited to those listed above) 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

(A) Name and business address	(B) Description of services	(C) Compensation
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶0		

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	b Membership dues	1b 48,250				
	c Fundraising events	1c 34,700				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 4,830,602				
	g Noncash contributions included in lines 1a-1f \$ _____					
	h Total. Add lines 1a-1f	► 4,913,552				
Program Service Revenue	Business Code					
			2a _____			
			b _____			
			c _____			
			d _____			
			e _____			
	f All other program service revenue					
g Total. Add lines 2a-2f	► 0					
3 Investment income (including dividends, interest and other similar amounts)	► 542,685			542,685		
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 Gross amount from sales of assets other than inventory	(I) Securities	(II) Other				
	8,376,448	560				
b Less cost or other basis and sales expenses	8,727,657					
c Gain or (loss)	-351,209	560				
d Net gain or (loss)	► -350,649	560			-351,209	
8a Gross income from fundraising events (not including \$ 34,700 of contributions reported on line 1c) See Part IV, line 18						
	a 18,980					
b Less direct expenses	b 19,508					
c Net income or (loss) from fundraising events	► -528				-528	
9a Gross income from gaming activities See Part IV, line 19						
	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities	► 0					
10a Gross sales of inventory, less returns and allowances						
	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory	► 0					
Miscellaneous Revenue		Business Code				
11a _____						
b _____						
c _____						
d All other revenue						
e Total. Add lines 11a-11d	► 0					
12 Total revenue. See Instructions	► 5,105,060	560			190,948	

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	3,391,000	3,391,000		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	688,488	688,488		
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	6,044	6,044		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	294,747	147,373	73,687	73,687
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	371,238	215,732	87,128	68,378
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	35,075	19,291	8,418	7,366
9 Other employee benefits	97,666	53,716	23,440	20,510
10 Payroll taxes	41,609	27,046	5,825	8,738
11 Fees for services (non-employees)				
a Management	0			
b Legal	9,597		9,597	
c Accounting	61,315		61,315	
d Lobbying	0			
e Professional fundraising See Part IV, line 17	0			
f Investment management fees	113,583	96,546	6,815	10,222
g Other	0			
12 Advertising and promotion	0			
13 Office expenses	15,037	4,222	6,593	4,222
14 Information technology	0			
15 Royalties	0			
16 Occupancy	71,280	23,760	23,760	23,760
17 Travel	20,592	13,380	1,184	6,028
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	14,822	5,928	4,447	4,447
23 Insurance	33,756	11,252	11,252	11,252
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 SUMMER THEATER PSA	106,001			106,001
b Printing and Publications	90,327	46,838	18,596	24,893
c Postage and Shipping	66,567	22,189	22,189	22,189
d HEALTH EDUCATION	498,244	498,244		
e DONOR RECOGNITION	79,777			79,777
f All other expenses	188,935	48,792	37,499	102,644
25 Total functional expenses. Add lines 1 through 24f	6,295,700	5,319,841	401,745	574,114
26 Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	3,692,903	1 2,817,231
	2 Savings and temporary cash investments	2,092,137	2 3,096,757
	3 Pledges and grants receivable, net	900,000	3 757,820
	4 Accounts receivable, net	4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	6	0
	7 Notes and loans receivable, net	7	0
	8 Inventories for sale or use	8	0
	9 Prepaid expenses and deferred charges	50,000	9 0
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	179,753
	b Less accumulated depreciation	10b	102,224
		88,753	10c 77,529
	11 Investments—publicly traded securities	13,239,281	11 15,744,678
	12 Investments—other securities See Part IV, line 11	12	0
	13 Investments—program-related See Part IV, line 11	13	0
	14 Intangible assets	22,261	14 19,855
	15 Other assets See Part IV, line 11	150,176	15 168,380
	16 Total assets. Add lines 1 through 15 (must equal line 34)	20,235,511	16 22,682,250
Liabilities	17 Accounts payable and accrued expenses	991,139	17 601,927
	18 Grants payable	18	1,466,250
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities Complete Part X of Schedule D	28,275	25 47,892
	26 Total liabilities. Add lines 17 through 25	1,019,414	26 2,116,069
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	15,813,170	27 17,668,053
	28 Temporarily restricted net assets	3,402,927	28 2,898,128
	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	19,216,097	33 20,566,181
	34 Total liabilities and net assets/fund balances	20,235,511	34 22,682,250

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990 Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both
 Separate basis Consolidated basis Both consolidated and separated basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		No
2b	Yes	
2c	Yes	
3a		No
3b		No

2009

Open to Public
Inspection**SCHEDULE A**
(Form 990 or 990EZ)**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

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 (All organizations must complete this part.) See instructions

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

1 A church, convention of churches, or association of churches **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e **a** Type I **b** Type II **c** Type III - Functionally integrated **d** Type III - Other

f 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)

g 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

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

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

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

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

i Provide the following information about the supported organization(s)

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of 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.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (See instructions)					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						►

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f))	14	
15 Public Support Percentage for 2008 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
b 33 1/3% support test—2008. 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—2009. 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—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►
18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions		►

Part 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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	5,648,548	6,347,340	4,450,276	5,834,003	4,913,552	27,193,719
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 through 5	5,648,548	6,347,340	4,450,276	5,834,003	4,913,552	27,193,719
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 \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						27,193,719

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	5,648,548	6,347,340	4,450,276	5,834,003	4,913,552	27,193,719
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	561,192	690,708	753,143	632,737	542,685	3,180,465
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	561,192	690,708	753,143	632,737	542,685	3,180,465
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)						30,374,184
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	15	89 530 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	90 160 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c column (f) divided by line 13 column (f))	17	10 470 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	9 840 %
19a 33 1/3% support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization		
b 33 1/3% support tests—2008. 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.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

SCHEDULE D

(Form 990)

Supplemental Financial Statements**2009****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions.

Name of the organizationWILL 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? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

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

Preservation of land for public use (e.g., recreation or pleasure) Preservation of an historically importantly land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
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, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? Yes No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

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

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

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

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

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

b Assets included in Form 990, Part X ► \$ _____

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

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

a Public exhibition
b Scholarly research
c Preservation for future generations

d Loan or exchange programs
e Other

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

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

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

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

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

	Amount
1c	
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	3,402,926	4,049,795			
b Contributions	571,005	1,406,576			
c Investment earnings or losses					
d Grants or scholarships	1,152,277	1,108,889			
e Other expenditures for facilities and programs	72,373	944,555			
f Administrative expenses					
g End of year balance	2,749,281	3,402,927			

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 Yes No
(ii) related organizations Yes No

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No

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

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

	Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land			1		1
b Buildings					
c Leasehold improvements			18,382	3,006	15,376
d Equipment			66,685	44,188	22,497
e Other			94,685	55,030	39,655
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)					77,529

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		
Closely-held equity interests		
Other		
</		

Total. (Column (b) should equal Form 990, Part X, col (B), line 1)

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

Total. (Column (b) should equal Form 990, Part X, col (B) line 13)

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

Total. (Column (b) should equal Form 990, Part X, col. (B) line 15.)

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

Total. (Column (b) should equal Form 990, Part X, col (B) line 25) **47,892**

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	5,105,060
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	6,295,700
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-1,190,640
4	Net unrealized gains (losses) on investments	4	2,540,725
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	2,540,725
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	1,350,085

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	8,191,622
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	2,540,725
b	Donated services and use of facilities	2b	526,329
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	19,508
e	Add lines 2a through 2d	2e	3,086,562
3	Subtract line 2e from line 1	3	5,105,060
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	5,105,060

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

1	Total expenses and losses per audited financial statements	1	6,841,537
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	526,329
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	19,508
e	Add lines 2a through 2d	2e	545,837
3	Subtract line 2e from line 1	3	6,295,700
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	6,295,700

Part XIV Supplemental Information

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

Identifier	Return Reference	Explanation
Part XIII, Line 2d	Part XIII, Line 2d Other expenses and losses per audited F/S	SPECIAL EVENT EXP FORM 990, VIII, LN 8b \$19508
Part XII, Line 2d	Part XII, Line 2d Other revenue amounts included in F/S but not included on form 990	SPECIAL EVENT EXP FORM 990, VIII, LN 8b \$19508
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

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

- Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
- Attach to Form 990. ► See separate instructions.

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 (Form 990) if additional space is needed.

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, 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	6,044	WIRE TRANSFER			

Part IV Supplemental Information

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

SCHEDULE G
(Form 990 or 990-EZ)Supplemental Information Regarding
Fundraising or Gaming Activities

2009

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceComplete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number

15-0533551

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.**1** Indicate whether the organization raised funds through any of the following activities. Check all that apply

a <input type="checkbox"/> Mail solicitations	e <input type="checkbox"/> Solicitation of non-government grants
b <input type="checkbox"/> Internet and e-mail solicitations	f <input type="checkbox"/> Solicitation of government grants
c <input type="checkbox"/> Phone solicitations	g <input type="checkbox"/> Special fundraising events
d <input type="checkbox"/> 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

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

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 FILM ROW CHARITY GOLF CLASSIC (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts . . .	53,680			53,680
	2 Less Charitable contributions . . .	34,700			34,700
	3 Gross income (line 1 minus line 2) . . .	18,980			18,980
Direct Expenses	4 Cash prizes . . .				
	5 Non-cash prizes . . .	1,537			1,537
	6 Rent/facility costs . . .	9,182			9,182
	7 Food and beverages . . .	6,349			6,349
	8 Entertainment . . .				
	9 Other direct expenses . .	2,440			2,440
10 Direct expense summary Add lines 4 through 9 in column (d)					► 19,508
11 Net income summary Combine lines 3, column d, and line 10.					► -528

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, column d, and line 7					►

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?	9a	
b	If "No," Explain		
10a	Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b	If "Yes," Explain		
11	Does the organization operate gaming activities with nonmembers?	11	
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

	Yes	No
13 Indicate the percentage of gaming activity operated in	13a	13b
a The organization's facility . . . . .	. . . . .	. . . . .
b An outside facility . . . . .	. . . . .	. . . . .
14 Enter the name and address of the person who prepares the organization's gaming/special events books and records		
Name ►		
Address ►		
15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?	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 ► \$ _____	. . . . .	. . . . .

Schedule I
(Form 990)Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

2009

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

► Attach to Form 990

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceName of the organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATIONEmployer 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" to 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 (Form 990) if additional space is needed. ►

(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
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations ► 31

3 Enter total number of other organizations ► 0

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. 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.

Identifier	Return Reference	Explanation
Grantmaker's Description of How Grants are Used		<p>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 INSTITUTES 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 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 (i.e. sheets and fixtures), and Transportation.</p>
Additional Supplemental Information		<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>Vendors supplying the treatment or services are paid directly by the MPPAF.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>

Software ID: 09000047
Software Version: 2009v1.7
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
WARREN MEMORIAL HOSPITAL1000 N SHENANDOAH AVENUE FORT ROYAL, VA 22630	52-1357729		21,000	0			NEONATAL VENTILATOR PROGRAM
UNIVERSITY OF WISCONSIN600 HIGHLAND AVENUE MADISON, WI 53792	39-1805963		40,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF TEXAS - SW MEDICAL CTR5323 HARRY HINES BOULEVARD DALLAS, TX 75235	17-5602868		40,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF TENNESSEE MEDICAL1520 CHEROKEE TRAIL STE 110 KNOXVILLE, TN 37920	31-1626179		500,000	0			MEDICAL RESEARCH GRANT
UNIVERSITY OF PENNSYLVANIA3600 SPRUCE ST / MALONEY PHILADELPHIA, PA 19104	23-1352685		40,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF MINNESOTA420 DELAWARE STREET SE MINNEAPOLIS, MN 55455	41-6027707		40,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF MASSACHUSETTS55 LAKE AVENUE NORTH WORCESTER, MA 01655	04-3167352		40,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF COLORADO HEALTH SCIENCES4200 E 9TH AVENUE C272 DENVER, CO 90262	84-6000555		40,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIV OF TENNESSEE MEDICAL CTR1900 ASSOCIATION DRIVE RESTON, VA 20191	52-0886491		14,500	0			MEDICAL RESEARCH FELLOWSHIP
UNIV OF SOUTHERN CALIFORNIA2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		120,000	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 SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		193,750	0			MEDICAL RESEARCH GRANT
UNIV OF MARYLAND MEDICAL SYSTEM 110 S PALA STREET 9TH FLOOR BALTIMORE, MD 21201	52-2238893		50,000	0			NEONATAL VENTILATOR PROGRAM
UNIV OF CALIF LOS ANGELES 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		193,750	0			MEDICAL RESEARCH GRANT
UNIV OF CALIF LOS ANGELES 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		120,000	0			MEDICAL RESEARCH FELLOWSHIP
ST MARYS FOUNDATION 700 S PARK STREET MADISON, WI 53715	43-1940686		49,500	0			NEONATAL VENTILATOR PROGRAM
ST LOUIS CHILDRENS HOSPITAL ONE CHILDRENS PLACE ST LOUIS, MO 63110	43-1626863		50,000	0			NEONATAL VENTILATOR PROGRAM
RILEY HOSPITAL FOR CHILDREN 30 S MERIDIAN STREET STE 200 INDIANAPOLIS, IN 46204	35-0868147		22,500	0			NEONATAL VENTILATOR PROGRAM
POUDRE VALLEY HEALTH SYSTEM FDN 2315 E HARMONY RD STE 200 FORT COLLINS, CO 80528	74-1894581		50,000	0			NEONATAL VENTILATOR PROGRAM
OAKWOOD HEALTHCARE FOUNDATION 23400 MICHIGAN AVE STE 301 DEARBORN, MI 48124	38-3432073		50,000	0			NEONATAL VENTILATOR PROGRAM
NORTHWESTERN UNIVERSITY 240 E HURON ST MCGAW 2-7326 CHICAGO, IL 60611	89-9904055		40,000	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
NEW YORK UNIV SCHOOL OF MED550 FIRST AVE BELLEVUE CHEST NEW YORK, NY 10016	13-5562308		40,000	0			MEDICAL RESEARCH FELLOWSHIP
MOTION PICTURE AND TELEVISION FUND23388 MULHOLLAND DRIVE WOODLAND HILLS, CA 91364	95-4597683		50,000	0			GENERAL SUPPORT - ASSISTANCE LIVING FACILITY
MERCY HEALTH PARTNERS FOUNDATION101 BLOUNT AVENUE STE 530 KNOXVILLE, TN 37920	62-1247676		500,000	0			
LE BONHEUR CHILDRENS MEDICAL FD50 N DUNLAP STREET MEMPHIS, TN 38103	62-1872938		50,000	0			NEONATAL VENTILATOR PROGRAM
FT SANDERS PATRICIA NEAL REHAB1901 CLINCH AVENUE KNOXVILLE, TN 37916	62-1748601		500,000	0			RESEARCH GRANT
FORT SANDERS FDN PATRICIA NEAL REHAB CTR1901 CLINCH AVENUE KNOXVILLE, TN 37916	62-1748601		200,000	0			MEDICAL RESEARCH FELLOWSHIP
EMORY UNIVERSITY SCHOOL OF MEDICINE550 PEACH STREET NE ATLANTA, GA 30365	58-0566256		40,000	0			MEDICAL RESEARCH FELLOWSHIP
CHILDRENS MERCY HOSP & CLINICS2401 GILLHAM ROAD KANSAS CITY, MO 64108	44-0605373		100,000	0			MEDICAL RESEARCH FELLOWSHIP
CHILDRENS HOSPITAL NEW ORLEANS200 HARRY CLAY AVENUE NEW ORLEANS, LA 70118	72-0467503		41,000	0			NEONATAL VENTILATOR PROGRAM
BURKE REHABILITATION HOSPITAL785 MAMARONECK AVENUE WHITE PLAINS, NY 10605	13-1739937		105,000	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
ALS ASSOCIATION 27001 AGOURA ROAD STE 150 CALABASAS, CA 91301	13-3271855		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	37	13,685			
MEDICAL REHABILITATION	23	94,775			
MEDICAL EQUIPMENT	2	2,591			
HOUSING ASSISTANCE	21	14,490			
EMERGENCY CASH GRANTS	25	75,806			
DIRECT CASH ASSISTANCE	37	415,306			
CARE MANAGEMENT SUPPORT	55	13,785			
BURIAL & CREMATION	3	8,050			
ANNUAL PRIZE FOR OUTSTANDING CONTRIBUTIONS TO LUNG RESEARCH	1	50,000			

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2009**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

Name of the organizationWILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION**Employer identification number**

15-0533551

Part I Questions Regarding Compensation

Yes No

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

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

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 with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

No

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

No

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

No

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

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

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

No

a The organization?

No

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

No

a The organization?

No

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

No

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

No

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

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

Identifier	Return Reference	Explanation

SCHEDULE O
(Form 990)**Supplemental Information to Form 990****2009****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990.**

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
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 BORAD OF DIRECTORS AT A REGULAR MEETING
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
Form 990, Part VI, Line 11	Form 990, Part VI, Line 11 Form 990 Review Process	A COPY OF THE RETURN IS PROVIDED TO THE FINANCE COMMITTEE FOR REVIEW AND APPROVAL FOR FILING

Additional Data

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

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director	Individual trustee	Institutional Trustee	Official	Key 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			294,348	0	41,578
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

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
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
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

Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
SUMMER THEATER PSA	106,001			106,001
Printing and Publications	90,327	46,838	18,596	24,893
Postage and Shipping	66,567	22,189	22,189	22,189
HEALTH EDUCATION	498,244	498,244		
DONOR RECOGNITION	79,777			79,777