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## Return of Organization Exempt From Income Tax

2010

Open to Public Inspection

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

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

A For the 2010 calendar year, or tax year beginning 4/01 , 2010, and ending 3/31 , 2011

## B Check if applicable

Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION  
10045 RIVERSIDE DRIVE, 3RD FLOOR  
TOLUCA LAKE, CA 91602

## D Employer Identification Number

15-0533551

## E Telephone number

(888) 994-3863

## G Gross receipts \$ 22,765,450.

## I Tax-exempt status

## F Name and address of principal officer

SAME AS C ABOVE

## H(a) Is this a group return for affiliates?

 Yes  No

## H(b) Are all affiliates included?

If 'No,' attach a list (see instructions)

 Yes  No

## J Website: ► WRINSTITUTE.ORG

## H(c) Group exemption number ►

K Form of organization  Corporation  Trust  Association  Other ►

## L Year of Formation 1936 M State of legal domicile: CA

## Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities. <u>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</u>		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	28
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	27
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	9
	6 Total number of volunteers (estimate if necessary)	6	102
	7a Total 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	0.
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	4,913,552.	5,112,823.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	192,036.	1,103,621.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-528.	-32,367.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	5,105,060.	6,184,077.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	4,085,532.	2,203,252.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	840,335.	840,800.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ► <u>670,288.</u>		
Net Assets or Fund Balances	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,369,833.	1,896,161.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,295,700.	4,940,213.
	19 Revenue less expenses. Subtract line 18 from line 12	-1,190,640.	1,243,864.
		Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	22,682,250.	23,412,502.	
21 Total liabilities (Part X, line 26)	2,116,069.	1,076,228.	
22 Net assets or fund balances. Subtract line 21 from line 20	20,566,181.	22,336,274.	

## Part II Signature Block

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

Sign Here	Signature of officer	2-11-11		
	► TODD R. VRADENBURG <i>Todd R. Vradenburg</i>	Date	EXECUTIVE DIRECTOR	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed
	► MARK A. LADESICH, CPA	<i>Mark A. LaDesich</i>	02-09-2012	PTIN N/A
	Firm's name	► MARK A. LADESICH, CPA		
	Firm's address	► 301 E. COLORADO BLVD., STE 624 PASADENA, CA 91101-1918		Firm's EIN ► N/A
			Phone no (626) 685-2777	

May the IRS discuss this return with the preparer shown above? (see instructions)

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 12/21/10

Form 990 (2010)

 Yes  No

1617

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III 1 Briefly describe the organization's mission.SEE SCHEDULE O2 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?

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

 Yes  No4 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 \$ 1,726,647. including grants of \$ 1,630,760. ) (Revenue \$       )SEE SCHEDULE O4b (Code:       ) (Expenses \$ 1,158,491. including grants of \$       ) (Revenue \$       )SEE SCHEDULE O4c (Code:       ) (Expenses \$ 956,087. including grants of \$ 522,492. ) (Revenue \$       )SEE SCHEDULE O

4d Other program services. (Describe in Schedule O.)

(Expenses \$        including grants of \$       ) (Revenue \$       )4e Total program service expenses ► 3,841,225.

## 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? (see instructions)

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, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III

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 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI

b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII

c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X

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

b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, 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, Parts I and IV.

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

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

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

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 a Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H

b If 'Yes' to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)

	Yes	No
1	X	
2	X	
3		X
4		X
5		
6		X
7		X
8		X
9		X
10	X	
11a	X	
11b		X
11c		X
11d		X
11e	X	
11f	X	
12a	X	
12b		X
13		X
14a		X
14b		X
15		X
16	X	
17		X
18	X	
19		X
20		X
20b		

## 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

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

23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J

24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25.

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

c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?

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

25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I

b 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

26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If 'Yes,' complete Schedule L, Part III

28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).

a A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV

b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV

c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV

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

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

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

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

33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I

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

35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?

a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2

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

37 Did the organization conduct more than 5% 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

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

	Yes	No
21	X	
22	X	
23	X	
24a		X
24b		
24c		
24d		
25a	X	
25b	X	
26	X	
27	X	
28a	X	
28b	X	
28c	X	
29	X	
30	X	
31	X	
32	X	
33	X	
34	X	
35	X	
	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
36	X	
37	X	
38	X	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V 

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	16
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	9
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)</i>	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	3b	
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	X
b If 'Yes,' enter the name of the foreign country. See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	4a	
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5c	
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	X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>	7a	X
a 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	X
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7c	X
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> 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	
<b>9 Sponsoring organizations maintaining donor advised funds.</b>	9a	
a Did the organization make any taxable distributions under section 4966?	9b	
b Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10 Section 501(c)(7) organizations.</b> Enter.	10a	
a Initiation fees and capital contributions included on Part VIII, line 12	10b	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>11 Section 501(c)(12) organizations.</b> Enter.	11a	
a Gross income from members or shareholders	11b	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b	
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	13a	
a Is the organization licensed to issue qualified health plans in more than one state? <i>Note. See the instructions for additional information the organization must report on Schedule O.</i>	13b	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
c Enter the amount of reserves on hand		
<b>14a Did the organization receive any payments for indoor tanning services during the tax year?</b>	14a	X
b If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O	14b	

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

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

### Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year **1a** 28

b Enter the number of voting members included in line 1a, above, who are independent **1b** 27

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** X

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** X

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? **4** X

5 Did the organization become aware during the year of a significant diversion of the organization's assets? **5** X

6 Does the organization have members or stockholders? **6** X

7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? **7a** X

b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? **7b** X

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body? **8a** X

b Each committee with authority to act on behalf of the governing body? **8b** X

9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O **9** X

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

10a Does the organization have local chapters, branches, or affiliates? **10a** X

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**

11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? **11a** X SEE SCHEDULE O

b Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O

12a Does the organization have a written conflict of interest policy? If 'No,' go to line 13 **12a** X

b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? **12b** X

c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done SEE SCHEDULE O **12c** X

13 Does the organization have a written whistleblower policy? **13** X

14 Does the organization have a written document retention and destruction policy? **14** X

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? **15a** X

a The organization's CEO, Executive Director, or top management official SEE SCHEDULE O **15b** X

b Other officers of key employees of the organization

If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? **16a** X

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** X

### Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► SEE SCHEDULE O

18 Section 6104 requires an organization to make its Forms 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.

Own website  Another's website  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 SCHEDULE O

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

**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.

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

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

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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	Officer	Key employee			
(1) TODD R. VRADENBURG EXECUTIVE DIREC	50	X		X			304,616.	0.	57,453.
(2) TIM WARNER VICE PRESIDENT	1	X		X			0.	0.	0.
(3) JEFF GOLDSTEIN CHAIRMAN	1	X		X			0.	0.	0.
(4) BRUCE SNYDER TRUSTEE	1	X					0.	0.	0.
(5) FRED VAN NOY VICE PRESIDENT	1	X		X			0.	0.	0.
(6) JIM AMOS TREASURER	1	X		X			0.	0.	0.
(7) ERIK LOMIS TRUSTEE	1	X					0.	0.	0.
(8) RICHARD M. FAY VICE PRESIDENT	1	X		X			0.	0.	0.
(9) CHUCK VIANE TRUSTEE	1	X					0.	0.	0.
(10) CHRIS ARONSON VICE PRESIDENT	1	X		X			0.	0.	0.
(11) MARK CHRISTIANSEN SECRETARY	1	X		X			0.	0.	0.
(12) CLARK WOODS VICE PRESIDENT	1	X		X			0.	0.	0.
(13) NIKKI ROCCO TRUSTEE	1	X					0.	0.	0.
(14) JOHN LUNDIN TRUSTEE	1	X					0.	0.	0.
(15) DANIEL R. FELLMAN TRUSTEE	1	X					0.	0.	0.
(16) JEROME A. FORMAN TRUSTEE	1	X					0.	0.	0.
(17) STEVE BUNNELL TRUSTEE	1	X					0.	0.	0.

## Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)

(A) Name and title	(B) Average hours per week (describe hours for related organi- zations in Sch O)	(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	Institutional trustee	Officer	Key employee	Highest compensated	Former		
(18) GREG DUNN TRUSTEE	1	X					0.	0.	0.
(19) RORY BRUER TRUSTEE	1	X					0.	0.	0.
(20) TOM SHERAK TRUSTEE	1	X					0.	0.	0.
(21) KYLE DAVIES TRUSTEE	1	X					0.	0.	0.
(22) RON GIAMBRA TRUSTEE	1	X					0.	0.	0.
(23) NICK CARPOU VICE PRESIDENT	1	X		X			0.	0.	0.
(24) TED COOPER PRESIDENT	1	X		X			0.	0.	0.
(25) SHEILA DELOACH VICE PRESIDENT	1	X		X			0.	0.	0.
(26) ROBERT LENIHAN VICE PRESIDENT	1	X		X			0.	0.	0.
(27) CHRIS LEROY VICE PRESIDENT	1	X		X			0.	0.	0.
(28) JIM ORR VICE PRESIDENT	1	X		X			0.	0.	0.
(29) _____									
<b>1b Sub-total</b>							<b>304,616.</b>	0.	<b>57,453.</b>
<b>c Total from continuation sheets to Part VII, Section A</b>							<b>0.</b>	0.	0.
<b>d Total (add lines 1b and 1c)</b>							<b>304,616.</b>	0.	<b>57,453.</b>

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		X
4	X	
5		X

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

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

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person

## 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	58,095.			
	c Fundraising events	1c	1,562,044.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	3,492,684.			
	g Noncash contributions included in lns 1a-1f		\$			
	<b>h Total. Add lines 1a-1f</b>			5,112,823.		
PROGRAM SERVICE REVENUE	2a	Business Code				
	b					
	c					
	d					
	e					
	f All other program service revenue					
	<b>g Total. Add lines 2a-2f</b>					
	3 Investment income (including dividends, interest and other similar amounts)		466,554.			466,554.
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross Rents	(i) Real	(ii) Personal				
b Less. rental expenses						
c Rental income or (loss)						
<b>d Net rental income or (loss)</b>						
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	17103378.					
b Less. cost or other basis and sales expenses	16465475.	836.				
c Gain or (loss)	637,903.	-836.				
<b>d Net gain or (loss)</b>			637,067.	-836.	637,903.	
8a Gross income from fundraising events (not including \$ 1,562,044. of contributions reported on line 1c). See Part IV, line 18	a	82,695.				
b Less. direct expenses	b	115,062.				
c Net income or (loss) from fundraising events			-32,367.		-32,367.	
9a Gross income from gaming activities. See Part IV, line 19	a					
b Less. direct expenses	b					
c Net income or (loss) from gaming activities						
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						
Miscellaneous Revenue	Business Code					
11a						
b						
c						
d All other revenue						
<b>e Total. Add lines 11a-11d</b>			6,184,077.	-836.	0.	
<b>12 Total revenue. See instructions</b>					1,072,090.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.  
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	1,630,760.	1,630,760.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	566,575.	566,575.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	5,917.	5,917.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	308,207.	154,103.	77,052.	77,052.
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.	0.	0.	0.
7 Other salaries and wages	344,361.	187,690.	97,671.	59,000.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	37,927.	19,722.	9,861.	8,344.
9 Other employee benefits	109,904.	49,457.	34,070.	26,377.
10 Payroll taxes	40,401.	21,009.	10,908.	8,484.
11 Fees for services (non-employees):				
a Management				
b Legal	2,736.		2,736.	
c Accounting	58,580.		58,580.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	126,526.	97,425.	10,122.	18,979.
g Other				
12 Advertising and promotion				
13 Office expenses	20,583.	5,981.	8,621.	5,981.
14 Information technology				
15 Royalties				
16 Occupancy	73,509.	24,503.	24,503.	24,503.
17 Travel	27,938.	14,448.	2,720.	10,770.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	15,360.	6,144.	4,608.	4,608.
23 Insurance	45,804.	15,268.	15,268.	15,268.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a <u>HEALTH EDUCATION</u>	890,173.	890,173.		
b <u>INDIRECT EVENT COSTS</u>	122,452.			122,452.
c <u>DONOR RECOGNITION</u>	111,566.			111,566.
d <u>PRINTING AND PUBLICATIONS</u>	107,660.	58,713.	9,366.	39,581.
e <u>SUMMER THEATER PSA</u>	71,058.			71,058.
f All other expenses	222,216.	93,337.	62,614.	66,265.
25 Total functional expenses. Add lines 1 through 24f	4,940,213.	3,841,225.	428,700.	670,288.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). 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
<b>ASSETS</b>	1 Cash – non-interest-bearing	2,817,231.	1	3,309,897.
	2 Savings and temporary cash investments	3,096,757.	2	1,598,556.
	3 Pledges and grants receivable, net	757,820.	3	538,418.
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	171,312.		
	b Less: accumulated depreciation.	10b 86,419.	77,529.	10c 84,893.
	11 Investments – publicly traded securities	15,744,678.	11	17,769,644.
	12 Investments – other securities. See Part IV, line 11		12	
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets	19,855.	14	17,449.
	15 Other assets. See Part IV, line 11	168,380.	15	93,645.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	22,682,250.	16	23,412,502.	
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses	601,927.	17	364,269.
	18 Grants payable	1,466,250.	18	645,250.
	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	47,892.	25	66,709.
	<b>26 Total liabilities.</b> Add lines 17 through 25	2,116,069.	26	1,076,228.
<b>NET ASSETS OR FUND BALANCES</b>	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	17,668,053.	27	18,754,693.
	28 Temporarily restricted net assets	2,898,128.	28	3,581,581.
	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	20,566,181.	33	22,336,274.
	<b>34 Total liabilities and net assets/fund balances.</b>	22,682,250.	34	23,412,502.

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Form 990 (2010)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI 

1 Total revenue (must equal Part VIII, column (A), line 12)	1	6,184,077.
2 Total expenses (must equal Part IX, column (A), line 25)	2	4,940,213.
3 Revenue less expenses. Subtract line 2 from line 1	3	1,243,864.
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20,566,181.
5 Other changes in net assets or fund balances (explain in Schedule O) SEE SCHEDULE O	5	526,229.
6 Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	22,336,274.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII 1 Accounting method used to prepare the Form 990.  Cash  Accrual  Other \_\_\_\_\_

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

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 line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? ...

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

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 separate basis, consolidated basis, or both:

 Separate basis  Consolidated basis  Both consolidated and separate 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.

**SCHEDULE A**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Public Charity Status and Public Support**

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

OMB No. 1545-0047

**2010**Open to Public  
Inspection

Name of the organization	WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION	Employer identification number 15-0533551
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**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

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

1  A church, convention of churches or association of churches described in section 170(b)(1)(A)(i).  
 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)  
 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).  
 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.  
 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)  
 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).  
 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)  
 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)  
 9  An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions – subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)  
 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).  
 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a  Type I      b  Type II      c  Type III – Functionally integrated      d  Type III – Other

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).  
 f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box   
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?  
 (ii) A family member of a person described in (i) above?  
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	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 column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> 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 <b>Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 <b>Total support.</b> Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)						12
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b>						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%

16a **33-1/3% support test — 2010.** If the organization did not check the box on line 13, and the 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 — 2009.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here**. The organization qualifies as a publicly supported organization

17a **10%-facts-and-circumstances test — 2010.** 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 — 2009.** 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 Section 509(a)(2)**

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

**Section A. Public Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants.')	6,347,340.	4,450,276.	5,834,003.	4,913,552.	5,112,823.	26,657,994.
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.
<b>6 Total.</b> Add lines 1 through 5	<b>6,347,340.</b>	<b>4,450,276.</b>	<b>5,834,003.</b>	<b>4,913,552.</b>	<b>5,112,823.</b>	<b>26,657,994.</b>
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons	0.	0.	0.	0.	0.	0.
<b>b</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.	0.	0.	0.	0.	0.
<b>c</b> Add lines 7a and 7b	0.	0.	0.	0.	0.	0.
<b>8 Public support</b> (Subtract line 7c from line 6.)						<b>26,657,994.</b>

**Section B. Total Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>9</b> Amounts from line 6	<b>6,347,340.</b>	<b>4,450,276.</b>	<b>5,834,003.</b>	<b>4,913,552.</b>	<b>5,112,823.</b>	<b>26,657,994.</b>
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	690,708.	753,143.	632,737.	542,685.	466,554.	3,085,827.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
<b>c</b> Add lines 10a and 10b	690,708.	753,143.	632,737.	542,685.	466,554.	3,085,827.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0.
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12)	<b>7,038,048.</b>	<b>5,203,419.</b>	<b>6,466,740.</b>	<b>5,456,237.</b>	<b>5,579,377.</b>	<b>29,743,821.</b>
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	89.6 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	89.5 %

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	10.4 %
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	10.5 %
19a 33-1/3% support tests – 2010. 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		<input checked="" type="checkbox"/>
b 33-1/3% support tests – 2009. 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		<input type="checkbox"/>
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions		<input type="checkbox"/>

## Part IV

**Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

**BAA**

**SCHEDULE D**  
(Form 990)Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**

OMB No. 1545-0047

**2010**Open to Public  
Inspection

Name of the organization

WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION

Employer identification number

15-0533551

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	<b>Held at the End of the Tax Year</b>	
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d	
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►		
4 Number of states where property subject to conservation easement is located ►		
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ►		
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$		
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.	
(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items.	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

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

a  Public exhibition  
 b  Scholarly research  
 c  Preservation for future generations

d  Loan or exchange programs  
 e  Other \_\_\_\_\_

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

c Beginning balance  
 d Additions during the year  
 e Distributions during the year  
 f Ending balance

	Amount
1c	
1d	
1e	
1f	

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

b If 'Yes,' explain the arrangement in Part 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	2,898,128.	3,402,926.	4,049,795.		
b Contributions	1,768,850.	719,851.	1,406,576.		
c Net investment earnings, gains, and losses					
d Grants or scholarships	970,335.	1,152,277.	1,108,889.		
e Other expenditures for facilities and programs	115,062.	72,372.	944,556.		
f Administrative expenses					
g End of year balance	3,581,581.	2,898,128.	3,402,926.		

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

a Board designated or quasi-endowment ► \_\_\_\_\_ %

b Permanent endowment ► \_\_\_\_\_ %

c Term endowment ► 100.00 %

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

(i) unrelated organizations  
 (ii) related organizations

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

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

**Part VI 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.	3,477.	14,905.
d Equipment		55,520.	23,513.	32,007.
e Other		97,409.	59,429.	37,980.
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				84,893.

BAA

Schedule D (Form 990) 2010

**Part VII Investments—Other Securities.** See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
<b>Total. (Column (b) must equal Form 990 Part X, column (B) line 12.) ►</b>		

**Part VIII Investments—Program Related.** (See Form 990, Part X, line 13) N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
<b>Total. (Column (b) must equal Form 990, Part X, column (B) line 13.) ►</b>		

**Part IX Other Assets.** (See Form 990, Part X, line 15) N/A

(a) Description	(b) Book value
(1) _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
<b>Total. (Column (b) must equal Form 990, Part X, column(B), line 15) ►</b>	

**Part X Other Liabilities.** (See Form 990, Part X, line 25)

(a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) 457 PLAN LIABILITY	66,709.
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
(11) _____	
<b>Total. (Column (b) must equal Form 990, Part X, column (B) line 25) ►</b>	<b>66,709.</b>

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

SEE PART XIV

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1 Total revenue (Form 990, Part VIII, column (A), line 12)	6,184,077.
2 Total expenses (Form 990, Part IX, column (A), line 25)	4,940,213.
3 Excess or (deficit) for the year. Subtract line 2 from line 1	1,243,864.
4 Net unrealized gains (losses) on investments	526,229.
5 Donated services and use of facilities	
6 Investment expenses	
7 Prior period adjustments	
8 Other (Describe in Part XIV)	
9 Total adjustments (net). Add lines 4 through 8	526,229.
10 Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	1,770,093.

**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	7,363,283.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a Net unrealized gains on investments	2a	526,229.
b Donated services and use of facilities	2b	537,915.
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV) SEE PART XIV.	2d	115,062.
e Add lines 2a through 2d	2e	1,179,206.
3 Subtract line 2e from line 1	3	6,184,077.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investments 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 must equal Form 990, Part I, line 12.)	5	6,184,077.

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

1 Total expenses and losses per audited financial statements	1	5,593,190.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	537,915.
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIV.) SEE PART XIV	2d	115,062.
e Add lines 2a through 2d	2e	652,977.
3 Subtract line 2e from line 1	3	4,940,213.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investments 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 must equal Form 990, Part I, line 18.)	5	4,940,213.

**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, line 2, 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.

**PART V, LINE 4 - INTENDED USES OF ENDOWMENT FUND**

TEMPORARILY RESTRICTED NET ASSETS ARE UTILIZED BY THE ORGANIZATION FOR THE EXPRESS PURPOSE OF PROVIDING ASSISTANCE UNDER THE PIONEERS ASSITANCE PROGRAM AS SCHOLARSHIPS, CASH GRANTS, BURIAL & CREMATION, EMERGENCY CASH GRANTS, MEDICAL EQUIPMENT SUBSIDIES, MEDICAL REHABILITATION SERVICES AND SOCIAL SERVICES UNTIL THE ASSETS ARE CONSUMED.

**PART X - FIN 48 FOOTNOTE**

THE AUDITED FINANCIAL STATEMENTS INCLUDE THE FOLLOWING FOOTNOTE REGARDING LIABILITY UNCERTAIN TAX PROVISIONS:

**PART X - FIN 48 FOOTNOTE (CONTINUED)**

THE ORGANIZATION HAS ADOPTED GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES ISSUED BY THE FINANCIAL ACCOUNTING STANDARDS BOARD. MANAGEMENT BELIEVES THAT THE ORGANIZATION HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE.

**Part XIV Supplemental Information (continued)**

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**Schedule F  
(Form 990)**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.

OMB No 1545 0047

**2010****Open to Public  
Inspection**

Name of the organization

WILL ROGERS MOTION PICTURE

Employer identification number

15-053351

**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  No2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
<b>3a Sub-total</b>					
<b>b Total from continuation sheets to Part I</b>					
<b>c Totals (add lines 3a and 3b)</b>	0	0			0.

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

Schedule F (Form 990) 2010

**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.

Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

BAA

Schedule F (Form 990) 2010

**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. Part III can be duplicated 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)
(1) HOUSING ASSISTANCE	PHILIPINES	1	5,917.	WIRE TRANSFER			
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

**Part IV Foreign Forms**

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If 'Yes,' the organization may be required to file Form 926, *Return by a U.S. Transferor of Property to a Foreign Corporation* (see instructions for Form 926)  Yes  No

2 Did the organization have an interest in a foreign trust during the tax year? If 'Yes,' the organization may be required to file Form 3520, *Annual Return To Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts*, and/or Form 3520-A *Annual Information Return of Foreign Trust With a U.S. Owner* (see instructions for Forms 3520 and 3520-A)  Yes  No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? If 'Yes,' the organization may be required to file Form 5471, *Information Return of U.S. Persons with respect to Certain Foreign Corporations*. (see instructions for Form 5471)  Yes  No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If 'Yes,' the organization may be required to file Form 8621, *Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund*. (see instructions for Form 8621)  Yes  No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? If 'Yes,' the organization may be required to file Form 8865, *Return of U.S. Persons with respect to Certain Foreign Partnerships*. (see instructions for Form 8865)  Yes  No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? If 'Yes,' the organization may be required to file Form 5713, *International Boycott Report* (see instructions for Form 5713)  Yes  No

## Part V Supplemental Information

**Supplemental Information:** Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

PART I, LINE 2 - GRANTMAKERS EXPLANATION FOR GRANTS OUTSIDE US

EACH APPLICANT IS REQUIRED TO COMPLETE AN APPLICATION, SUPPLEMENTED WITH RECENT BANK STATEMENTS, FINANCIAL RECORDS AND FEDERAL TAX RETURN. STAFF CAN PROVIDE UP TO \$3,000 PER PERSON IN ASSISTANCE WITHOUT COMMITTEE APPROVAL. ALL ASSISTANCE REQUESTS IN EXCESS OF \$3,000 MUST BE APPROVED BY THE ASSISTANCE COMMITTEE (COMPRISED OF BOARD OFFICERS, EXECUTIVE COMMITTEE MEMBERS AND REGULAR BOARD MEMBERS). ONCE A CASE IS ESTABLISHED, STAFF PRODUCES A MONTHLY REPORT TO THE COMMITTEE. FOR LONG-TERM CASES, THE CLIENT MUST REAPPLY ANNUALLY.

## **Supplemental Information Regarding Fundraising or Gaming Activities**

2010

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Department of the Treasury  
Internal Revenue Service

Name of the organization	WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION	Employer identification number	15-0533551
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**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.

• Evaluate whether the organization uses values through any of the following:

Employer identification number  
15-0533551

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

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

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

2b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No		
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
Total					0.

3 List all states in which the organization is registered or licensed to solicit contributions 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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6a. List events with gross receipts greater than \$5,000.

REVENUE		(a) Event #1 <u>PIONEER OF THE</u> (event type)	(b) Event #2 <u>FILM ROW CHARI</u> (event type)	(c) Other events (total number)	(d) Total events (add column (a) through column (c))
	1 Gross receipts	1,582,724.	62,015.		1,644,739.
	2 Less: Charitable contributions	1,519,449.	42,595.		1,562,044.
	3 Gross income (line 1 minus line 2)	63,275.	19,420.		82,695.
DIRECT EXPENSES	4 Cash prizes				
	5 Noncash prizes		3,630.		3,630.
	6 Rent/facility costs	15,932.	12,264.		28,196.
	7 Food and beverages	42,594.	9,783.		52,377.
	8 Entertainment				
	9 Other direct expenses	27,779.	3,080.		30,859.
	10 Direct expense summary. Add lines 4- through 9 in column (d)				115,062.
	11 Net income summary. Combine line 3, column (d), and line 10				-32,367.

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

REVENUE		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c))
	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:

a Is the organization licensed to operate gaming activities in each of these states?

Yes  No

b If 'No,' explain:

-----

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

Yes  No

b If 'Yes,' explain:

-----



**SCHEDULE I**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments and Individuals in the United States**

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

Name of the organization  
WILL ROGERS MOTION PICTURE

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

**SEE PART IV**

**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.  
Part II can be duplicated if additional space is needed

(a) Name and address of organization or government	(b) EIN	(c) IRC 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
(1) BURKE REHABILITATION HO- 785 MAMARONECK AVENUE- WHITE PLAINS, NY 10605	13-1739937		80,000.	0.			MEDICAL RESEARCH GRANT
(2) CHILDREN'S HOSPITAL MW- PO BOX 1997	39-1500075		49,760.	0.			NEONATAL VENTILATOR PROGRAM
(3) CHILDREN'S MERCY HOSP & 2401 GILLHAM ROAD	44-0605373		100,000.	0.			MEDICAL RESEARCH FELLOWSHIP
(4) CONNECTICUT CHILDREN'S- 282 WASHINGTON STREET- HARTFORD, CT 06106	22-2619869		39,102.	0.			NEONATAL VENTILATOR PROGRAM
(5) EMORY UNIVERSITY SCHOOL 550 PEACH STREET, NE ATLANTA, GA 30365	58-0566256		40,000.	0.			MEDICAL RESEARCH FELLOWSHIP
(6) FORT SANDERS FDN PATRIC 1901 CLINCH AVENUE	62-1748601		200,000.	0.			NEONATAL VENTILATOR PROGRAM
(7) HELEN DEVOS CHILDREN'S- 100 MICHIGAN STREET NE- GRAN RAPIDS, MI 49503	38-2752328		36,550.	0.			NEONATAL VENTILATOR PROGRAM
(8) INHS FDN & NW MEDSTAR PO BOX 469 SPOKANE, WA 99210	91-1307555		12,000.	0.			NEONATAL VENTILATOR PROGRAM

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

3 Enter total number of other organizations

25

0

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

TEEA3901L 10/29/10

Schedule I (Form 990) 2010

OMB No 1545-0047  
**2010**

Open to Public  
Inspection

Name of the organization  
15-0533551

Yes  No

►

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

Part II can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non cash assistance
1 ANNUAL PRIZE FOR OUTSTANDING					
2 CONTRIBUTIONS TO LUNG					
3 RESEARCH	1	50,000.			
4 BURIAL & CREMATION	6	12,273.			
5 CARE MANAGEMENT SUPPORT	175	7,251.			
6 EDUCATION ASSISTANCE	3	9,000.			
7 EMERGENCY CASH GRANTS	26	3,850.			

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

PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S.

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 ORGANIZATIONS 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

BAA

## Continuation Sheet for Schedule I (Form 990)

► Attach to Form 990 to list additional information for  
Schedule I (Form 990), Part II and Part III.

**2010**

Name of the organization  
**WILL ROGERS MOTION PICTURE**

Continuation Page 1 of 2

<b>Part II   Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)</b>					
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Description of non-cash assistance
<b>(g) Method of valuation (book, FMV, appraisal, other)</b>					
LEHIGH VALLEY HLTH NET 1247 S. CEDAR CREST BLVD. ALLENTOWN , PA 18103	23-1689692		41,000.		NEONATAL VENTILATOR PROGRAM
LOMA LINDA UNIV CHILDR 11175 CAMPUS STREET, STE. LOMA LINDA , CA 92354	33-0565591		35,000.		NEONATAL VENTILATOR PROGRAM
MISSION HOSPITALS 509 BILTMORE AVENUE ASHEVILLE , NC 28801	56-1881331		25,000.		NEONATAL VENTILATOR PROGRAM
NEW YORK UNIV. SCHOOL OF 550 FIRST AVE. ✓ BELLEVUE NEW YORK, NY 10016	13-5562308		40,000.		MEDICAL RESEARCH FELLOWSHIP
NORTHWESTERN UNIVERSITY 240 E. HURON ST. ✓ MCGAW 2 CHICAGO, IL 60611	89-9904055		40,000.		MEDICAL RESEARCH FELLOWSHIP
PROVIDENCE TARZANA MED 501 S. BUENA VISTA STREET BURBANK, CA 91505	51-0216589		49,000.		NEONATAL VENTILATOR PROGRAM
RUSH UNIVERSITY MED CT 1700 W. VAN BUREN ST. ✓ ST CHICAGO , IL 60612	36-2174823		40,000.		NEONATAL VENTILATOR PROGRAM
SACRED HEART CHILDREN' 101 W. 8TH AVENUE SPOKANE , WA 99210	32-0014330		44,832.		NEONATAL VENTILATOR PROGRAM
ST CHARLES HEALTH SYST 2500 NE NEFF ROAD BEND, OR 97701	93-0602940		37,516.		MEDICAL RESEARCH FELLOWSHIP
UNIV. OF CALIF. ✓ LOS ANGE 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		145,000.		

TEEA4001L 01/25/11

Schedule I Cont (Form 990) 2010

## Continuation Sheet for Schedule I (Form 990)

- Attach to Form 990 to list additional information for Schedule I (Form 990), Part II and Part III.

2010

Continuation Page 2 of 2

**Name of the organization**

## WITH ROGERS MOTTON DIRECTIVE

**Part II Continuation of Grants**

TEEA4001L 01/25/11

Schedule I Cont (Form 990) 2010

**Part III** Continuation of Grants and Other Assistance to Individuals in the United States Schedule I (Form 990, Part III.)

**SCHEDULE J**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

OMB No 1545 0047

**2010**

Open to Public Inspection

Name of the organization

**WILL ROGERS MOTION PICTURE**

Employer identification number  
**15-0533551**

**Part I Questions Regarding Compensation**

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

- First-class or charter travel
- Travel for companions
- Tax indemnification and gross-up payments
- Discretionary spending account

- Housing allowance or residence for personal use
- Payments for business use of personal residence
- Health or social club dues or initiation fees
- Personal services (e.g., maid, chauffeur, chef)

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>3</b>		
<b>4a</b>	X	
<b>4b</b>	X	
<b>4c</b>	X	
<b>5a</b>	X	
<b>5b</b>	X	
<b>6a</b>	X	
<b>6b</b>	X	
<b>7</b>	X	
<b>8</b>	X	
<b>9</b>		

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

**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

- Compensation committee
- Independent compensation consultant
- Form 990 of other organizations

- Written employment contract
- Compensation survey or study
- Approval by the board or compensation committee

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

**a** Receive a severance payment or change-of-control payment from the organization or a related organization?

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

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

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

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

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

**a** The organization?

**b** Any related organization?

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

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

**a** The organization?

**b** Any related organization?

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

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

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

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

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

Schedule J (Form 990) 2010

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
TODD R. VRADEN	\$ 266,539.0.	\$ 29,077.0.	\$ 9,000.0.	\$ 28,292.0.	\$ 29,161.0.	\$ 362,069.0.	\$ 0.0.
1							
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16							

### **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.

Name of the organization **WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION**

Employer identification number  
**15-0533551**

**FORM 990, PART III, LINE 1 - ORGANIZATION 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 EDUCATIONAL MATERIALS TO THE GENERAL PUBLIC AND RECENTLY BECOMING A NATIONAL LEADER IN PROVIDING LIFE SAVING NEONATAL VENTILATOR EQUIPMENT TO HOSPITALS THROUGHOUT THE UNITED STATES. FOR MORE INFORMATION, VISIT [WWW.WRINSTITUTE.ORG](http://WWW.WRINSTITUTE.ORG)

**ABOUT THE MOTION PICTURE PIONEERS ASSISTANCE FUND**

THE PIONEERS ASSISTANCE PROGRAM ORIGINALLY STARTED IN 1939 AS A SOCIAL GROUP, LATER EVOLVING INTO THE FOUNDATION OF MOTION PICTURE PIONEERS. AFTER A MERGER BETWEEN THE PIONEERS AND THE WILL ROGERS ORGANIZATION, THE PIONEERS ASSISTANCE FUND WAS CREATED TO PROVIDE ASSISTANCE TO INDUSTRY VETERANS THROUGH SOCIAL SERVICE CONSULTATIONS, SHORT-TERM MEDICAL NEEDS, EMERGENCY GRANTS, AND LONG-TERM QUALITY OF LIFE GRANTS.

FOR MORE INFORMATION, VISIT [WWW.WRPIONEERS.ORG](http://WWW.WRPIONEERS.ORG).

Name of the organization **WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION**

Employer identification number  
**15-0533551**

**FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS****RESEARCH**

THE WILL ROGERS INSTITUTE (WRI) IS OPERATED AS A PROGRAM OF THE WRMPPF (WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION), WHICH HAS A PRIMARY MISSION OF FUNDING PULMONARY RESEARCH AT PRESTIGIOUS HOSPITALS AND UNIVERSITIES ACROSS THE UNITED STATES. IN 2010, 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, 12 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, EMMORY UNIVERSITY, UNIVERSITY OF CALIFORNIA, LOS ANGELES, UNIVERSITY OF MASSACHUSETTS, 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,

Name of the organization WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION

Employer identification number  
15-0533551**FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS**

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 2010, 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 2010, THE WRI PRESENTED FOR A FOURTH 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 2010, THE PRIZE WAS GIVE TO DR. ANTHONY FAUCI, WHO IS RECOGNIZED AS ONE THE LEADING EXPERTS ON THE SUBJECT OF INFECTIOUS DISEASES AND ONE OF THE ORIGINAL PIONEERS IN HIV/AIDS 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.

Name of the organization **WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION**

Employer identification number  
**15-0533551**

**FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS**

THE WRI NEONATAL VENTILATOR EQUIPMENT PROGRAM FOR HOSPITALS ACROSS THE USA CONTINUED IN 2010. A TOTAL OF \$360,000 WAS DEDICATED TO THIS PROGRAM. THE LIST OF RECIPIENT HOSPITALS IS AS FOLLOWS: CONNECTICUT CHILDREN'S MEDICAL CENTER IN HARTFORD, CT, HELEN DEVOS CHILDREN'S HOSPITAL IN GRAND RAPIDS, MI, SACRED HEART CHILDREN'S HOSPITAL AND NORTHWEST MED STAR EMERGENCY TRANSPORT IN SPOKANE, WA, LEHIGH VALLEY HOSPITAL IN ALLEN TOWN, PA, LOMA LINDA CHILDREN'S HOSPITAL IN LOMA LINDA, CA, MISSION HOSPITALS IN ASHEVILLE, NC, PROVIDENCE TARZANA MEDICAL CENTER IN CHICAGO, IL, ST. CHARLES HEALTH SYSTEM IN BEND, OR.

**FORM 990, PART III, LINE 4B - PROGRAM SERVICE ACCOMPLISHMENTS**

**HEALTH EDUCATION**

ANOTHER MISSION OF THE WILL ROGERS INSTITUTE, A PROGRAM IS TO EDUCATE THE PUBLIC ON 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 AUDIO PSA'S ARE DISTRIBUTED ANNUALLY TO VARIOUS PRINT AND MEDIA OUTLETS. CELEBRITIES, WHO DONATE THEIR TIME, ARE FEATURED IN THE PUBLIC SERVICE ANNOUNCEMENTS.

THE 2010 PUBLIC SERVICE ANNOUNCEMENT ON "THE DANGERS OF SMOKING" DID NOT FEATURE A WELL-KNOWN STAR, BUT WAS MADE BY SCOTT BETTY, A WELL-KNOWN PRODUCER OF COMMERCIALS AND FILM SHORTS. THE PSA WAS A FINALIST IN A TOBACCO FREE CALIFORNIA PSA CONTEST. THE PSA RECEIVED PLAYTIME AT 25 THEATRE CHAINS AND PLAYED JUST OVER 1,500 TIMES, WITH AN ESTIMATED AUDIENCE OF 10 MILLION VIEWERS. ON RADIO STATIONS IN 11 MAJOR MARKETS, AND ON 800 TELEVISION STATIONS (INCLUDING CABLE) THE PSA PLAYED 4,884 TIMES FROM JULY THROUGH DECEMBER. THE PSA RECEIVED COVERAGE ON APPROXIMATELY 20 SOCIAL MEDIA FOLLOWINGS ON SEVEN DIFFERENT OUTLETS, FROM AUGUST TO NOVEMBER, WITH 405 VIEWS

Name of the organization WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION

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**FORM 990, PART III, LINE 4B - PROGRAM SERVICE ACCOMPLISHMENTS**

ON YOU TUBE, 114 FACEBOOK POSTS, 282 'TWEETS' ON TWITTER, AND 69 VIEWS ON 'FUNNY OR DIE" WEB SITE.

THE ANNUAL SUMMER THEATRICAL PUBLIC SERVICE ANNOUNCEMENT, HOSTED BY SYLVESTER STALLONE PLAYED ON APPROXIMATELY 20,000 MOVIE SCREENS AT 14 THEATRE CHAINS.

THE WILL ROGERS INSTITUTE'S WEB SITE CONTINUES TO RECEIVE APPROXIMATELY 100,000 VISITORS PER YEAR. IN RESPONSE, THE INSTITUTE GAVE-AWAY OVER 18,000 FREE EDUCATIONAL BOOKLETS. THE MOST REQUESTED BOOKLETS WERE ON THE TOPICS OF ASTHMA, TUBERCULOSIS, SMOKING, CHRONIC BRONCHITIS, EMPHYSEMA, LUNG CANCER, MANAGING COPD, FITNESS, STRESS, AND NUTRITION.

IN 2010, 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 BOYS AND GIRLS CLUB OF FLINT, MICHIGAN.

WILL ROGERS INSTITUTE INFORMATION CAN BE FOUND AT [WWW.WRINSTITUTE.ORG](http://WWW.WRINSTITUTE.ORG)

WILL ROGERS EDUCATION

THE WRMPPF, AS WELL AS BEING A HEALTH CHARITY, ALSO HAS THE MISSION OF PERPETUATING

Name of the organization WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION

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**FORM 990, PART III, LINE 4B - PROGRAM SERVICE ACCOMPLISHMENTS**

THE MEMORY OF THE GREAT HUMANITARIAN WILL ROGERS. DUE TO THE EFFORTS IN 2009 TO FUND THE COMPLETE DIGITIZING THE WILL ROGERS' WRITINGS (IN PARTNERSHIP WITH THE WILL ROGERS MUSEUM), CONTENT WAS PROVIDED FOR A NEW IPHONE APPLICATION THAT FEATURES 365 UNIQUE WILL ROGERS' QUOTES, AS WELL AS PHOTOGRAPHS, AND HISTORICAL INFORMATION ABOUT WILL ROGERS' ENTERTAINMENT CAREER ARE POSTED ON THE WILL ROGERS MUSEUM WEB SITE, [WWW.WILLROGERS.ORG](http://WWW.WILLROGERS.ORG).

THE WRMPPF ALSO WORKS WITH THE WILL ROGERS RANCH FOUNDATION IN LOS ANGELES, CALIFORNIA. IN 2010, THE TWO ORGANIZATIONS WORKED TOGETHER FOR THE 75TH COMMEMORATION OF WILL ROGERS DEATH. AGAIN, A FREE PUBLIC MOVIE NIGHT AT THE WILL ROGERS STATE PARK WAS OFFERED, ATTENDED BY OVER 300 PEOPLE (SHOWING A CLASSIC WILL ROGERS MOVIE). THE 2010 EVENT FEATURED GUEST SPEAKERS GLORIA ROBB MORGAN AND HER SISTER CLEORA ROBB GALT (AKA THE ROBB SISTERS), TWO OF THE LAST LIVING PEOPLE TO BE FEATURED IN A MOVIE (MR. SKITCH) WITH WILL ROGERS.

THE WRMPPF ALSO TOOK AN ACTIVE ROLE IN HELPING THE RANCH FOUNDATION DEVELOP A NEW FUNDRAISING EVENT AND USED THE 75TH COMMEMORATION AS AN OPPORTUNITY TO LAUNCH AN ANNUAL POLO TOURNAMENT. IN ADDITION TO FREE PUBLIC EVENTS AND ESTABLISHING AN ANNUAL FUNDRAISER, WRMPPF PLAYED AN IMPORTANT FINANCIAL AND BACK OFFICE SUPPORT ROLE IN HELPING THE RANCH FOUNDATION OPEN A VISITOR CENTER AT THE WILL ROGERS STATE HISTORIC PARK.

INFORMATION ABOUT THE WILL ROGERS RANCH FOUNDATION CAN BE FOUND AT [WWW.WILLROGERSRANCHFOUNDATION.ORG](http://WWW.WILLROGERSRANCHFOUNDATION.ORG)

Name of the organization WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATIONEmployer identification number  
15-0533551**FORM 990, PART III, LINE 4C - PROGRAM SERVICE ACCOMPLISHMENTS****PATIENT ASSISTANCE PROGRAM**

THE 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 28 CLIENTS AND SHORT-TERM ASSISTANCE TO 216 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 HARSHSHIP, 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.

THE ASSISTANCE PROGRAM PROVIDES FINANCIAL ASSISTANCE FOR THE FOLLOWING SERVICES: MEDICAL REHABILITATION, MEDICAL RELATED EQUIPMENT, VOCATIONAL REHABILITATION, EMERGENCY GRANTS, AND QUALITY OF LIFE ISSUES (DUE TO HEALTH RELATED CIRCUMSTANCE).

IN 2010 THE ASSISTANCE PROGRAM CONTINUED THE EFFORT TO GIVE-AWAY LIFE PLANNING BOOKLETS TO SUPPORTERS AND THOSE IN NEED. THERE ARE A TOTAL OF 27 BOOKLETS, WITH TITLES SUCH AS "WHAT IS GERIATRICS", "MANAGING CAREGIVING", AND "GERIATRIC CARE MANAGERS", "YOU AND YOUR HEALTHCARE PROVIDER".

PIONEERS ASSISTANCE FUND INFORMATION CAN BE FOUND AT [WWW.WRPIONEERS.ORG](http://WWW.WRPIONEERS.ORG)

**FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS**

A COPY OF THE RETURN IS PROVIDED TO THE FINANCE COMMITTEE FOR REVIEW AND APPROVAL FOR FILING.

Name of the organization WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION

Employer identification number  
15-0533551

**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 15A - COMPENSATION REVIEW & APPROVAL PROCESS FOR CEO, EXEC. DIR., OR TOP MG**

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 17 - LIST OF STATES WHICH THIS RETURN IS FILED**

AL AZ AR CA CT FL GA IL KS KY LA ME MD MA MI MN MS MO NH NJ NM NY NC ND OH OK OR  
PA RI SC TN UT VA WA WV WI DC AK

**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.

2010

**SCHEDULE D, PART XIV - SUPPLEMENTAL INFORMATION PAGE 4**

WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION

15-0533551

**SCHEDULE D, PART XII, LINE 2D  
OTHER REVENUE INCLUDED IN F/S BUT NOT INCLUDED ON FORM 990**

SPECIAL EVENT EXP. FORM 990, VIII, LN 8B

TOTAL \$ 115,062.

**SCHEDULE D, PART XIII, LINE 2D  
OTHER EXPENSES AND LOSSES PER AUDITED F/S**

SPECIAL EVENT EXP. FORM 990, VIII, LN 8B

TOTAL \$ 115,062.

**PART I, LINE 2 - PROCEDURES FOR MONITORING USE OF GRANTS FUNDS IN U.S. (CONTINUED)**

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, HOME SUPPLIES (I.E. SHEETS AND FIXTURES), AND TRANSPORTATION.

**PART IV - ADDITIONAL SUPPLEMENTAL INFORMATION****DIRECT CASH GRANTS:**

THIS PROGRAM PROVIDES DIRECT CASH GRANTS TO LOW-INCOME RETIRED/PERMANENTLY DISABLED ENTERTAINMENT INDUSTRY MEMBERS/SPOUSES. THESE GRANTS SUPPLEMENT MONTHLY RETIREMENT/DISABILITY BENEFITS, MAKING IT POSSIBLE FOR MEMBERS/SPOUSES TO PAY THEIR BASIC LIVING AND MEDICAL EXPENSES. GRANTS ARE ISSUED DIRECTLY TO MEMBERS/SPOUSES OR SERVICE PROVIDERS.

**BURIAL & CREMATION:**

THIS PROGRAM PROVIDES TIMELY, MODEST AND DIGNIFIED BURIALS/CREMATIONS TO DESTITUTE ENTERTAINMENT INDUSTRY MEMBERS/SPOUSES. THE MPPAF PAYS CREMATORIUMS, FUNERAL HOMES, AND CEMETERIES WHEN ENTERTAINMENT INDUSTRY MEMBERS'/SPOUSES' ESTATES AND RELATIVES DO NOT HAVE THE FUNDS TO PAY FOR BASIC CREMATIONS OR BURIALS.

**EMERGENCY CASH GRANTS:**

THIS PROGRAM PROVIDES EMERGENCY CASH GRANTS TO ENTERTAINMENT INDUSTRY MEMBERS/SPOUSES DURING AN UNEXPECTED FINANCIAL CRISIS. THESE CASH GRANTS ASSIST WITH THE COST OF HOUSING, FOOD, UTILITIES, AND OTHER LIFE SUSTAINING SERVICES. THEY ARE

**PART IV - ADDITIONAL SUPPLEMENTAL INFORMATION (CONTINUED)**

ISSUED TO INDUSTRY MEMBERS/SPOUSES OR SERVICE PROVIDERS.

**MEDICAL EQUIPMENT:**

THIS PROGRAM PROVIDES EQUIPMENT, SUCH AS MOBILITY AIDS, ORTHOTICS, EMERGENCY CALL SYSTEMS, BATH SAFETY AIDS, AND HOME HEALTH SUPPLIES ETC., TO LOW-INCOME DISABLED/FRAIL ENTERTAINMENT INDUSTRY MEMBERS/SPOUSES. THIS EQUIPMENT PROMOTES THE HEALTH, INDEPENDENCE AND SAFETY OF MANY MEMBERS/SPOUSES, ALLOWING THEM TO REMAIN LONGER IN THEIR OWN HOMES. THE EQUIPMENT IS PURCHASED THROUGH VARIOUS MEDICAL EQUIPMENT/SUPPLY VENDORS AND DELIVERED TO THE MEMBERS/SPOUSES.

**MEDICAL REHABILITATION:**

THIS PROGRAM ASSISTS LOW-INCOME ILL/DISABLED ENTERTAINMENT INDUSTRY MEMBERS/SPOUSES WITH OUT-PATIENT MEDICAL TREATMENT, DIAGNOSTIC TESTS, MEDICATIONS, PHYSICAL THERAPY, PSYCHOTHERAPY, HOME HEALTH CARE, HEALTH INSURANCE, AND MEDICALLY NECESSARY TRANSPORTATION. THIS AID IS PROVIDED ONLY DURING AN ILLNESS, INJURY, OR DISABILITY ADJUSTMENT PERIOD. VENDORS SUPPLYING THE TREATMENT OR SERVICES ARE PAID DIRECTLY BY THE MPPAF.

**MOVIE/FRUIT/BOOK SUPPORT:**

THIS PROGRAM SUPPORTS THE EMOTIONAL WELL BEING OF LOW-INCOME RETIRED/ PERMANENTLY DISABLED ENTERTAINMENT INDUSTRY MEMBERS/SPOUSES. SINCE THE MAJORITY OF THESE MEMBERS/SPOUSES HAS MOBILITY LIMITATIONS AND IS CONFINED TO THEIR HOMES OR FACILITIES, A MONTHLY GIFT, SUCH AS A MOVIE, FRUIT, OR BOOK, IS A SPECIAL TREAT THEY CAN ANTICIPATE AND A REMINDER THAT THE MPPAF RESPECTS THEM AND CARES ABOUT THEIR WELL BEING. THESE MEMBERS/SPOUSES ARE GIVEN A CHOICE OF ONE MONTHLY GIFT, WHICH IS PURCHASED BY THE MPPAF AND MAILED TO THEM.

**PART IV - ADDITIONAL SUPPLEMENTAL INFORMATION (CONTINUED)****CARE MANAGEMENT SUPPORT:**

OFTEN IT IS NECESSARY FOR THE SOCIAL SERVICE STAFF TO VISIT MPPAF RECIPIENTS TO ASSESS THEIR CIRCUMSTANCES AND TO ARRANGE APPROPRIATE CARE. OCCASIONALLY WHEN LARGE NUMBERS OF MPPAF RECIPIENTS REQUIRE IMMEDIATE SERVICES IT IS ALSO NECESSARY TO HIRE SOCIAL SERVICE CONSULTANTS TO MAKE TIMELY INTERVENTIONS. COMPANIES THAT PROVIDE CREDIT AND BACKGROUNDS CHECKS ARE HELPFUL WHEN MAKING ASSESSMENTS. THE EXPENSES ASSOCIATED WITH THESE ACTIVITIES, SUCH AS TRAVEL, LODGING, CONSULTANT FEES, AND CREDIT/BACKGROUND FEES, ARE KNOWN AS CARE MANAGEMENT SUPPORT EXPENSES SINCE THEY ALLOW THE SOCIAL SERVICE STAFF TO BETTER MANAGE THE CARE OF MPPAF RECIPIENTS.

**ANNUAL PRIZE FOR LUNG RESEARCH:**

THE WILL ROGERS INSTITUTE PRIZE FOR LUNG RESEARCH IS GIVEN ANNUALLY TO AN EMINENT SCIENTIST FOR A BODY OF EXTRAORDINARY AND MERITORIOUS RESEARCH CONTRIBUTIONS TO THE ADVANCEMENT OF LUNG HEALTH.

**GENERAL SUPPORT - ASSISTANCE LIVING FACILITY:**

SUPPORT PROVIDED FOR THE MOTION PICTURE AND TELEVISION FUND PROVIDES GENERAL SUPPORT TO THE ONLY RETIREMENT AND ASSISTANCE LIVING FACILITY DEDICATED TO PERSONS WITH CAREERS IN THE ENTERTAINMENT INDUSTRY

2010

**SCHEDULE O - SUPPLEMENTAL INFORMATION**

**PAGE 7**

WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION

15-0533551

**FORM 990, PART XI, LINE 5**  
**OTHER CHANGES IN NET ASSETS OR FUND BALANCES**

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS

TOTAL \$ 526,229.

Application for Extension of Time To File an  
Exempt Organization Return

OMB No 1545 1709

Department of the Treasury  
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box. ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► 

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization <b>WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION</b>	Employer identification number <b>15-0533551</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions <b>10045 RIVERSIDE DRIVE, 3RD FLOOR</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>TOLUCA LAKE, CA 91602</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**01**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► TODD R. VRADENBURG

Telephone No. ► (818) 755-2300 FAX No. ► (818) 508-9816

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)       . If this is for the whole group, check this box ► . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- calendar year 20        or
- tax year beginning 4/01, 20 10, and ending 3/31, 20 11.

2 If the tax year entered in line 1 is for less than 12 months, check reason.  Initial return  Final return  
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ <u>0.</u>
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ <u>0.</u>
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ <u>0.</u>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

<b>Type or print</b>  File by the extended due date for filing the return. See instructions	Name of exempt organization  <b>WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION</b>	Employer identification number  <b>15-0533551</b>
	Number, street, and room or suite number. If a P O box, see instructions  <b>MARK A. LADESICH, CPA 301 E. COLORADO BLVD., STE 624</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  <b>PASADENA, CA 91101-1918</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**01**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of ► **TODD R. VRADENBURG**

Telephone No. ► **(818) 755-2300** FAX No. ► **(818) 508-9816**

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ►  If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **2/15**, 20 **12**.

5 For calendar year , or other tax year beginning **4/01**, 20 **10**, and ending **3/31**, 20 **11**.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return

Change in accounting period

7 State in detail why you need the extension **INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ►

Title ► **EXECUTIVE DIRECTOR**

Date ►

**BAA**

FIF20502L 11/15/10

Form 8868 (Rev 1-2011)

2010

**FEDERAL SUPPORTING DETAIL**

**PAGE 1**

WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION

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**REVENUE/EXPENSE RECONCILIATION (990)**  
**DONATED SERVICES AND USE OF FACILITIES**

OCCUPANCY - RENT	\$ 85,491.
HEALTH EDUCATION - VALUE OF PUBLIC SERVICE ANNOUNCEMENTS	452,424.
<b>TOTAL</b>	<b><u>\$ 537,915.</u></b>

**REVENUE/EXPENSE RECONCILIATION (990)**  
**DONATED SERVICES AND USE OF FACILITIES**

OCCUPNACY - RENT	\$ 85,491.
HEALTH EDUCATION - VALUE OF PUBLIC SERVICE ANNOUNCEMENTS	452,424.
<b>TOTAL</b>	<b><u>\$ 537,915.</u></b>

**FORM 990, PART IX, LINE 24F**  
**OTHER EXPENSES**

	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT & GENERAL	(D) FUNDRAISING
BANK CHARGES	6,677.		6,677.	
DUES AND PUBLICATIONS	10,106.	2,498.	7,608.	
EDUCATION / SEMINARS	9,250.	9,250.		
EQUIPMENT RENTAL	9,182.	3,762.	2,710.	2,710.
LICENSES AND FEES	15,463.			15,463.
MEETING EXPENSES	25,932.	21,980.	1,305.	2,647.
MERCHANT CHARGES	10,309.			10,309.
OUTSIDE SERVICES	29,674.	20,724.	4,475.	4,475.
PAYROLL PROCESSING	10,690.	5,986.	2,993.	1,711.
POSTAGE AND SHIPPING	61,575.	20,525.	20,525.	20,525.
REPAIRS / MAINTENANCE	8,741.		8,741.	
TELECOMMUNICATIONS	24,617.	8,612.	7,580.	8,425.
<b>TOTAL</b>	<b>\$ 222,216.</b>	<b>\$ 93,337.</b>	<b>\$ 62,614.</b>	<b>\$ 66,265.</b>

**SCHEDULE D, PART V**  
**ENDOWMENT FUNDS**

	CURRENT YEAR	PRIOR YEAR	TWO YRS. BACK	THREE YRS. BACK	FOUR YRS. BACK
BEGINNING OF YEAR BALANCE	2,898,128.	3,402,926.	4,049,795.	5,185,897.	4,441,468.
CONTRIBUTIONS	1,768,850.	719,851.	1,406,576.	183,017.	2,260,642.
INVESTMENT EARNINGS (LOSSES)					
GRANTS OR SCHOLARSHIPS	970,335.	1,152,277.	1,108,889.	1,211,447.	896,461.
EXPEND. FOR FACILITIES & PROGS	115,062.	72,372.	944,556.	107,672.	619,752.
ADMINISTRATIVE EXPENSES					
END OF YEAR BALANCE	3,581,581.	2,898,128.	3,402,926.	4,049,795.	5,185,897.



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**2010 FEDERAL BOOK DEPRECIATION SCHEDULE**  
**WILL ROGERS MOTION PICTURE**  
**PIONEERS FOUNDATION**

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST / BASIS	BUS. PCT.	CUR. BONUS	SPECIAL DEPR.	PRIOR 1/9/ SP. DEPR.	DEC. BAL. / BASIS	SALVAG. REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.		
49	WINDOW TREATMENT - BLINDS	5/29/06		2,715								2,715	952	S/L	HY	10	.10000	272
54	TRADESHOW BOOTH	3/20/09		39,728								39,728	4,470	S/L	MQ	10	.10000	3,973
60	FILE CABINET	1/27/11		849								849		S/L	HY	5	.10000	85
61	CONFERENCE ROOM CHAIRS	2/07/11		1,354								1,354		200DB	HY	7	.14290	193
62	PRESS WALL	3/17/11		1,521								1,521		200DB	HY	7	.14290	217
	TOTAL FURNITURE AND FIXTURE			92,071		0	0	0	0	0		92,071	48,692					5,399
	IMPROVEMENTS																	
36	CARPET	9/04/03		13,190								13,190	2,141	S/L	MM	39	.02564	338
37	PAINTING	9/01/03		5,192								5,192	865	S/L	MM	39	.02564	133
	TOTAL IMPROVEMENTS			18,382		0	0	0	0	0		18,382	3,006					471
	LAND																	
2	CEMETARY PLOTS			VARIOUS		1							1				0	
	TOTAL LAND					1											0	
	MACHINERY AND EQUIPMENT																	
1	TV VCR & STAND			VARIOUS	10/22/10	2,609						2,609	2,609	S/L	10	0	0	0
7	HP PRINTER			7/26/00	10/22/10	812						812	783	S/L	HY	5	0	0
8	MONITORS			2/28/01	10/22/10	616						616	616	S/L	HY	5	0	0
9	PRINTER			8/02/00	10/22/10	731						731	706	S/L	HY	5	0	0
10	COMPUTER			9/26/00	10/22/10	1,641						1,641	1,641	S/L	HY	5	0	0
13	COMPUTERS/PERIPHERALS(3)			9/15/97	10/22/10	7,176						7,176	7,176	S/L	HY	5	0	0
14	COMPUTERS			7/28/98		1,651						1,651	1,651	S/L	HY	5	0	0
15	DELL LAP TOP			8/19/98	10/22/10	2,635						2,635	2,635	S/L	HY	5	0	0

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/BASIS	BUS PCL.	CUR BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ SP. DEPR.	BONUS/ DEPR.	PRIOR 179/ SP. DEPR.	DEC. BAL. DEPR.	SAVAG BASIS REDUCL.	DEPR. BASIS	PRIOR DEPR. BASIS	METHOD	LIFE	RATE	CURRENT DEPR.
19	NETWORK UPDATE	7/15/99	10/22/10	2,000						2,000		1,900	S/L	HY	5		0	0
20	COMPUTER	8/09/99	10/22/10	1,681						1,681		1,624	S/L	HY	5		0	0
21	INTERNET SERVER	8/31/99		402						402		394	S/L	HY	5		0	0
24	COMPUTER	9/16/01		663						663		663	S/L	HY	5		0	0
25	COMPUTER	10/26/01	10/22/10	954						954		954	S/L	HY	5		0	0
30	MONITOR	10/22/02	10/22/10	506						506		506	S/L	HY	5		0	0
31	COMPUTER	10/29/02		923						923		923	S/L	HY	5		0	0
32	COMPUTER	3/11/03		1,296						1,296		1,296	S/L	HY	5		0	0
33	COMPUTER	3/11/03		1,295						1,295		1,295	S/L	HY	5		0	0
40	COMPUTER	8/06/03	10/22/10	1,264						1,264		1,243	S/L	HY	5		0	0
43	COMPUTER WORKSTATIONS	4/18/05	10/22/10	2,963						2,963		2,915	S/L	MQ	5	.02500	46	
44	CORDLESS TELEPHONE SYST	3/21/06		5,960						5,960		4,768	S/L	MQ	5	.17500	1,043	
45	SCANNERMAKER 1900 SCANNER	5/05/06	10/22/10	627						627		438	S/L	HY	5	.20000	63	
47	DELL OPTIPLEX GX520	9/11/06	10/22/10	1,190						1,190		833	S/L	HY	5	.20000	119	
48	DELL OPTIPLEX GX520	9/11/06	10/22/10	1,190						1,190		833	S/L	HY	5	.20000	119	
50	APPLE COMPUTER	8/19/08		1,674						1,674		544	S/L	MQ	5	.20000	335	
51	DELL LAP TOP COMPUTER	9/16/08		1,555						1,555		505	S/L	MQ	5	.20000	311	
52	TELEPHONE SYSTEM	9/18/08		11,105						11,105		2,579	S/L	MQ	7	.14280	1,596	
53	DIGITAL HD TAPE PLAYER	10/06/08		10,375						10,375		2,039	S/L	MQ	7	.14280	1,482	
55	COMPUTER	11/12/09		1,192						1,192		119	S/L	HY	5	.20000	238	
56	BACK-UP / RECOVERY SYS	10/22/10		5,542						5,542		5,542	S/L	HY	5	.10000	554	
57	SERVER	10/22/10		10,504						10,504		10,504	S/L	HY	5	.10000	1,050	
58	COMPUTER	10/22/10		692						692		692	S/L	HY	5	.10000	69	
59	COMPUTER	10/22/10		692						692		692	S/L	HY	5	.10000	69	
TOTAL MACHINERY AND EQUIPMENT																	44,188	
84,116																	7,084	

3/31/11

**2010 FEDERAL BOOK DEPRECIATION SCHEDULE**  
**WILL ROGERS MOTION PICTURE**  
**PIONEERS FOUNDATION**

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST / BASIS	BUS. PCT.	CUR 179	SPECIAL DEPR.	PRIOR 179/ BONUS/ SP. DEPR.	DEC. BAL. /BASIS DEPR.	DEPR. BASIS REDUCT.	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
<b>SOFTWARE</b>															
28	QUICKBOOKS PRO	7/23/02		422							422	422	S/L	HY	5
29	CONRAD DONORBASE	9/12/02		5,916							5,916	5,916	S/L	HY	5
	<b>TOTAL SOFTWARE</b>			6,338		0	0	0	0	0	6,338	6,338			0
	<b>TOTAL DEPRECIATION</b>			<u>200,908</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>200,908</u>	<u>102,224</u>			<u>12,954</u>
	<b>GRAND TOTAL AMORTIZATION</b>			36,096		0	0	0	0	0	36,096	16,241			2,406
	<b>GRAND TOTAL DEPRECIATION</b>			<u>200,908</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>200,908</u>	<u>102,224</u>			<u>12,954</u>
	<b>DEPRECIATION ASSETS SOLD</b>			29,595		0	0	0	0	0	29,595	28,412			347
	<b>DEPR REMAINING ASSETS</b>			<u>171,313</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>171,313</u>	<u>73,812</u>			<u>12,607</u>