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Form 990

## Return of Organization Exempt From Income Tax

2011

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

Open to Public Inspection

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

## A For the 2011 calendar year, or tax year beginning 04-01-2011 and ending 03-31-2012

B Check if applicable

C Name of organization  
WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATIOND Employer identification number  
15-0533551E Telephone number  
(888) 994-3863

F Name and address of principal officer

G Gross receipts \$ 10,529,843

G Gross receipts \$ 10,529,843

H(a) Is this a group return for affiliates?  
Yes  No H(b) Are all affiliates included?  
Yes  No   
If "No," attach a list (see instructions)

H(c) Group exemption number ►

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

J Website: ► wrinstitute.org

K Form of organization  Corporation  Trust  Association  Other ►

L Year of formation 1936

M State of legal domicile CA

## Part I Summary

## 1 Briefly describe the organization's mission or most significant activities

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

## 2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	54
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	53
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	8
6 Total number of volunteers (estimate if necessary)	6	129
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	

		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	5,112,823	2,750,123	
9 Program service revenue (Part VIII, line 2g)		0	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,103,621	915,899	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-32,367	-10,738	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,184,077	3,655,284	

		Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,203,252	2,272,979	
14 Benefits paid to or for members (Part IX, column (A), line 4)		0	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	840,800	862,829	
16a Professional fundraising fees (Part IX, column (A), line 11e)		0	
b Total fundraising expenses (Part IX, column (D), line 25) ► 617,374			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,896,161	1,373,976	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	4,940,213	4,509,784	
19 Revenue less expenses Subtract line 18 from line 12	1,243,864	-854,500	

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	23,412,502	22,288,878
21 Total liabilities (Part X, line 26)	1,076,228	730,591
22 Net assets or fund balances Subtract line 21 from line 20	22,336,274	21,558,287

## 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 TODD R VRADENBURG Executive Director Type or print name and title	2012-10-29 Date
	Preparer's signature Mark A Ladesich CPA	Date
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP + 4 301 E Colorado Blvd Ste 624 Pasadena, CA 911011918	Check if self-employed <input checked="" type="checkbox"/> Preparer's taxpayer identification number (see instructions)
	EIN ►	Phone no ► (626) 685-2777

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

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

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

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

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

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

If "Yes," describe these changes on Schedule O

**4 Describe the organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 1,735,686 including grants of \$ 1,678,085 ) (Revenue \$ )**  
 ResearchThe 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 2012, the Institute program continued to fund four research laboratories Burke Rehabilitation Hospital, University of Southern California School of Medicine, University of California Los Angeles Medical School, and the Patricia Neal Rehabilitation Hospital in Knoxville, Tennessee, in addition, the WRI also funded nine fellowships at medical schools and hospitals, in pulmonary research Note, one fellowship was upgraded to research lab status and two fellowships were terminated due to budget cuts Current sponsored programs at the four 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, advanced methods of delivering pulmonary rehabilitation at Burke, and smoking cessation programs for patients in pulmonary rehabilitation, as well as other physical rehabilitations at the Patricia Neal Center 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, Emory University, University of California, Los Angeles, University of Massachusetts, University of Pennsylvania, University of Texas, Northwestern University, University of Wisconsin, New York University, and Children's Mercy Hospital (Kansas City, MO) The American Association of Health Educators continues to receive a fellowship for funding a doctoral level candidate specializing in a public health issue related to smoking In 2012, the WRI presented, for a fifth time, the Annual Award for Outstanding Contributions to Lung Research This annual award is granted to an eminent scientist for a body of extraordinary and meritorious research contributing to the advancement of lung health In 2012, the prize was awarded to Dr Elizabeth Nabel, who is recognized for her contributions to the understanding of molecular genetics of cardiovascular diseases Dr Nabel launched new scientific programs in genetics and genomics, stem and progenitor cell biology, translational research, global health, and support for young investigators As in years past, the honoree received a personal stipend of \$50,000 Currently, the WRI offers the most prestigious prize and recognition offered in the United States to a person specializing in research that has a direct impact on pulmonary health The WRI neonatal ventilator equipment program for hospitals across the United States, continued in 2012 A total of \$400,000 was dedicated to this program The list of recipient hospitals is as follows Akron Children's Hospital in Ohio, Altru Health in Grand Forks, North Dakota, Blue Mountain Healthcare in John Day, Oregon, DuBois Medical Center in DuBois, Pennsylvania, Fauquier Health in Warrenton, Virginia, Henry Mayo Hospital in Santa Clarita, California, Memorial hospital in Gulfport, Mississippi, Mercy medical Center in Redding, California, Pomona Valley Hospital in Pomona, California, Southern Regional Medical Center in Riverdale, Georgia, St Barnabas Medical Center in West Orange, New Jersey, and St Vincent Hospital in Little Rock, Arkansas

**4b (Code ) (Expenses \$ 1,019,759 including grants of \$ 594,894 ) (Revenue \$ )**  
 Patient Assistance ProgramThe Pioneers Assistance Fund program, 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 175 clients Client ailments included bone, joint and muscle disorders, brain, spinal cord and nerve disorders, heart and blood vessel disorders, lung and airway disorders, mental health issues, and financial hardship, to name a few The median age for a long-term assistance recipient is 76, while the majority of short-term clients fall into the age group of 40-59 years of age The Pioneers Assistance Fund 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 2011/12, the Assistance Fund 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" In 2011/12, the Pioneers Assistance Fund program formalized a scholarship fund for undergraduate college students, who demonstrate a financial hardship, and also work for a movie theater The scholarship is for \$3,000 per person and for the fiscal year, \$9,000 in scholarships was awarded Pioneers Assistance Fund program information can be found at [www.wrpioneers.org](http://www.wrpioneers.org)

**4c (Code ) (Expenses \$ 685,643 including grants of \$ ) (Revenue \$ )**  
 Health EducationAnother mission of the Will Rogers Institute 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 PSAs are distributed annually to various print and media outlets Celebrities, who donate their time, are featured in the public service announcements The 2011/12 public service announcement for WRI was "Asthma Awareness" starring award winning actor Bryan Cranston The PSA received playtime at 30 theater chains and played just over 2,700 times at 200 locations The PSA received a great deal of play and recognition on the internet, receiving placement on high traffic web sites as Yahoo, MSNBC, Boston.com, Daily news, and International Business Times The spot was featured on nine blogger sites, was Tweeted over 7,000 times and reached an estimated audience of over 10 million people "Asthma Awareness" was also distributed to television stations, which yielded, play on 94 stations in 40 markets for 4,500 plays An audio public service announcement featuring Dr Betsy Nabel (WRI Annual Award Winner), on the topic of good health habits, was released to radio and the internet, it also was well received The PSA was carried by all major online news web sites, was featured as a headline on 55 web pages, and reached a total audience of 11 million people Note, the audio PSA was picked up by 430 stations, including being put into rotation on the USA Radio Network, where it played in 16 of the top 25 markets The 2011 annual summer theatrical public service announcement, hosted by Sarah Jessica Parker played on approximately 20,000 movie screens at 14 theater chains The Will Rogers Institute's web site continues to receive over a half-million hits per year and approximately 140,000 page views In 2011 and 2012, WRI launched a social media push creating a Facebook page, Twitter handle and continued to develop the Will Rogers Institute You Tube channel The social media outlets have become a primary source of sharing information to constituents and the general public on a weekly basis, to supplement traditional mediums, such as newsletters and e-mail blasts Due to the tremendous success of public service announcements and partnerships with theater chains across America, WRI filled requests for just over 20,000 free educational booklets The most requested booklets were on the topics of stress management, teens and stress, walking, fitness and healthy eating, asthma, and how to manage COPD (chronic obstructive pulmonary disease) In 2011/12, the WRI continued its partnership with the National Boys and Girls Club and its "Be Healthy, Be Fit, Be Great" Award The award, a \$5,000 grant to implement its triple play program, which promotes nutrition, health and fitness to members and their families, 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 2011/12 award was given to the Boys and Girls Club of Hartford, Connecticut Will Rogers Institute Information can be found at [www.wrinstitute.org](http://www.wrinstitute.org) Will Rogers EducationThe WRMPPF, as well as being a health charity, also has the mission of perpetuating 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 smart phone application that features 365 unique Will Rogers' quotes, as well historical data for each quote All the writings, 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) In 2012, the project was expanded to include all ten volumes of 'Will's Daily Telegrams' (often referred to the first Tweets) and the Will Rogers Weekly Newspaper Articles The WRMPPF also works with the Will Rogers Ranch Foundation in Los Angeles, California In 2011/12, the two organizations worked together to provide a free public movie night at the Will Rogers State Park showing a classic Will Rogers Film ("Too Busy to Work") The event was attended by over 300 people The two organizations continue to promote the memory of Will Rogers by staging a birthday celebration at the State Park on the weekend closest to November 4th "I was born on Nov 4, which is Election Day My birthday has made more men and sent more back to honest work than any other days in the year" - Will Rogers Information about the Will Rogers Ranch Foundation can be found at [www.willrogersranchfoundation.org](http://www.willrogersranchfoundation.org)

**4d Other program services (Describe in Schedule O ) (Expenses \$ including grants of \$ ) (Revenue \$ )**

**4e Total program service expenses \$ 3,441,088**

**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 for which 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 temporarily restricted endowments, permanent endowments, 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, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I

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

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

20a 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 statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		No
6		No
7		No
8		No
9		No
10	Yes	
11a	Yes	
11b		No
11c		No
11d		No
11e	Yes	
11f	Yes	
12a	Yes	
12b		No
13		No
14a		No
14b		No
15		No
16	Yes	
17		No
18	Yes	
19		No
20a		No
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	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a	No	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	No	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	No	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	No	
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	No	
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	No	
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	No	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	No	
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	No	
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	No	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	No	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? If "Yes," complete Schedule L, Part IV	29	No	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30	No	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31	No	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32	No	
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	No	
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	No	
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	35a	No	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35b	No	
b	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	No	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37	No	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	Yes	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O			

**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
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	14
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
<b>2a</b>	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	8
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
<p><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</p>			
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	No
<b>4a</b>	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 or securities account)?	4a	No
<b>b</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		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
<b>c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	No
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	No
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	No
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>	7a	Yes
<b>b</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	Yes
<b>c</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year	7d	0
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	No
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	No
<b>8</b>	<b>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	No
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>	9a	No
<b>a</b>	Did the organization make any taxable distributions under section 4966?	9b	No
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter	10a	
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	10b	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter	11a	
<b>a</b>	Gross income from members or shareholders	11b	
<b>b</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</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12a	No
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	13a	No
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	13b	
<b>b</b>	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
<b>c</b>	Enter the aggregate amount of reserves on hand		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	No

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

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

### Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	54
b Enter the number of voting members included in line 1a, above, who are independent	1b	53
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6 Did the organization have members or stockholders?	6	No
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	8a	Yes
b Each committee with authority to act on behalf of the governing body?	8b	Yes
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	No
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13 Did the organization have a written whistleblower policy?	13	Yes
14 Did the organization have a written document retention and destruction policy?	14	Yes
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	Yes
b Other officers or key employees of the organization	15b	No
If "Yes," to line 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	No
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	No

### Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ► WV, WI, WA, VA, UT, TN, SC, RI, PA, OR, OK, OH, NY, NM, NJ, NH, ND, NC, MS, MO, MN, MI, ME, MD, MA, LA, KY, KS, IL, GA, FL, DC, CT, CO, CA, AZ, AR, AL, AK

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made 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 made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►  
 TODD R VRADENBURG  
 10045 RIVERSIDE DRIVE  
 TOLUCA LAKE, CA 91602  
 (818) 755-2300

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

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

**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, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, 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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, compensation of \$100,000 or more in the current year

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 organizations compensated any current or former officer, director, or trustee.

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

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **►1**

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

## **Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

**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	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>				
	<b>b</b> Membership dues . . . . .	<b>1b</b>	61,716			
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	311,243			
	<b>d</b> Related organizations . . . . .	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	2,377,164			
	<b>g</b> Noncash contributions included in lines 1a-1f \$					
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . .		2,750,123			
<b>Program Service Revenue</b>		Business Code				
	<b>2a</b>					
	<b>b</b>					
	<b>c</b>					
	<b>d</b>					
	<b>e</b>					
	<b>f</b> All other program service revenue					
	<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . .		0			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts) . . . . .					
			538,582		538,582	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .		0			
	<b>5</b> Royalties . . . . .		0			
	<b>6a</b> Gross rents	(I) Real	(II) Personal			
	<b>b</b> Less rental expenses					
	<b>c</b> Rental income or (loss)					
	<b>d</b> Net rental income or (loss) . . . . .			0		
<b>8a</b> Gross amount from sales of assets other than inventory	(I) Securities	(II) Other				
	7,221,738					
	<b>b</b> Less cost or other basis and sales expenses	6,844,421				
	<b>c</b> Gain or (loss)	377,317				
	<b>d</b> Net gain or (loss) . . . . .			377,317		377,317
	<b>8a</b> Gross income from fundraising events (not including \$ 311,243 of contributions reported on line 1c) See Part IV, line 18 . . . . .					
	<b>a</b>	19,400				
	<b>b</b> Less direct expenses . . . . .	<b>b</b>	30,138	-10,738		-10,738
<b>c</b> Net income or (loss) from fundraising events . . . . .						
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . .	<b>a</b>					
<b>b</b> Less direct expenses . . . . .	<b>b</b>					
<b>c</b> Net income or (loss) from gaming activities . . . . .			0			
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>					
<b>b</b> Less cost of goods sold . . . . .	<b>b</b>					
<b>c</b> Net income or (loss) from sales of inventory . . . . .			0			
<b>Miscellaneous Revenue</b>	Business Code					
<b>11a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b> All other revenue . . . . .						
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . .		0				
<b>12</b> <b>Total revenue.</b> See Instructions . . . . .		3,655,284			905,161	

**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)

Check if Schedule O contains a response to any question in this Part IX **Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,735,093	1,735,093		
<b>2</b> Grants and other assistance to individuals in the United States See Part IV, line 22	531,861	531,861		
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	6,025	6,025		
<b>4</b> Benefits paid to or for members	0			
<b>5</b> Compensation of current officers, directors, trustees, and key employees . . . . .	325,776	108,592	108,592	108,592
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
<b>7</b> Other salaries and wages	353,009	211,841	80,892	60,276
<b>8</b> Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	27,458	11,532	8,512	7,414
<b>9</b> Other employee benefits . . . . .	114,541	53,834	30,926	29,781
<b>10</b> Payroll taxes . . . . .	42,045	19,848	11,737	10,460
<b>11</b> Fees for services (non-employees)				
<b>a</b> Management . . . . .	0			
<b>b</b> Legal . . . . .	1,221		1,221	
<b>c</b> Accounting . . . . .	62,160		62,160	
<b>d</b> Lobbying . . . . .	0			
<b>e</b> Professional fundraising See Part IV, line 17 . . . . .	0			
<b>f</b> Investment management fees . . . . .	134,868	99,802	17,533	17,533
<b>g</b> Other . . . . .	0			
<b>12</b> Advertising and promotion . . . . .	0			
<b>13</b> Office expenses . . . . .	20,866	5,026	10,845	4,995
<b>14</b> Information technology . . . . .	0			
<b>15</b> Royalties . . . . .	0			
<b>16</b> Occupancy . . . . .	75,805	25,268	25,269	25,268
<b>17</b> Travel . . . . .	30,588	12,469	5,769	12,350
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
<b>19</b> Conferences, conventions, and meetings . . . . .	0			
<b>20</b> Interest . . . . .	0			
<b>21</b> Payments to affiliates . . . . .	0			
<b>22</b> Depreciation, depletion, and amortization . . . . .	17,199	6,879	5,160	5,160
<b>23</b> Insurance . . . . .	26,673	8,891	8,891	8,891
<b>24</b> 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 )				
<b>a</b> SUMMER THEATER PSA	114,226			114,226
<b>b</b> Printing and Publications	101,254	49,993	3,198	48,063
<b>c</b> Postage and Shipping	65,387	15,748	17,089	32,550
<b>d</b> HEALTH EDUCATION	473,595	473,595		
<b>e</b> DONOR RECOGNITION	80,673			80,673
<b>f</b> All other expenses	169,461	64,791	53,528	51,142
<b>25</b> <b>Total functional expenses.</b> Add lines 1 through 24f	4,509,784	3,441,088	451,322	617,374
<b>26</b> <b>Joint costs.</b> Check here <input type="checkbox"/> <input checked="" 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**

		<b>(A)</b> Beginning of year	<b>(B)</b> End of year
Assets	1 Cash—non-interest-bearing	3,309,897	<b>1</b> 1,388,800
	2 Savings and temporary cash investments	1,598,556	<b>2</b> 932,736
	3 Pledges and grants receivable, net	538,418	<b>3</b> 995,000
	4 Accounts receivable, net	<b>4</b>	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	6	0
	7 Notes and loans receivable, net	7	0
	8 Inventories for sale or use	8	0
	9 Prepaid expenses and deferred charges	9	45,016
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	182,358
	b Less accumulated depreciation	10b	101,212
		84,893	10c 81,146
	11 Investments—publicly traded securities	17,769,644	<b>11</b> 18,721,565
	12 Investments—other securities See Part IV, line 11	12	0
	13 Investments—program-related See Part IV, line 11	13	0
	14 Intangible assets	17,449	<b>14</b> 15,043
	15 Other assets See Part IV, line 11	93,645	<b>15</b> 109,572
	<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	23,412,502	<b>16</b> 22,288,878
Liabilities	17 Accounts payable and accrued expenses	364,269	<b>17</b> 614,709
	18 Grants payable	645,250	<b>18</b> 32,000
	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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	66,709	<b>25</b> 83,882
	<b>26 Total liabilities.</b> Add lines 17 through 25	1,076,228	<b>26</b> 730,591
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.</b>		
	27 Unrestricted net assets	18,754,693	<b>27</b> 18,510,090
	28 Temporarily restricted net assets	3,581,581	<b>28</b> 3,048,197
	29 Permanently restricted net assets	29	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>		
	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	22,336,274	<b>33</b> 21,558,287
	<b>34 Total liabilities and net assets/fund balances</b>	23,412,502	<b>34</b> 22,288,878

**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	3,655,284
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,509,784
3	Revenue less expenses Subtract line 2 from line 1	3	-854,500
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	22,336,274
5	Other changes in net assets or fund balances (explain in Schedule O)	5	76,513
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	21,558,287

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII 

	Yes	No
1 Accounting method used to prepare the Form 990	<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O	
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	<input type="checkbox"/>	<input checked="" type="checkbox"/> No
2b Were the organization's financial statements audited by an independent accountant?	<input checked="" type="checkbox"/> Yes	
2c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	<input type="checkbox"/>	
2d 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	<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	<input type="checkbox"/>	<input checked="" type="checkbox"/> No
3b 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	<input type="checkbox"/>	<input checked="" type="checkbox"/> No

2011

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

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

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

Department of the Treasury  
Internal Revenue ServiceName of the organization  
WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION

Employer identification number

15-0533551

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 <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 501(c)(3) organization, check this box and <b>stop here</b>						►

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

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15
16a <b>33 1/3% support test—2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	►
b <b>33 1/3% support test—2010.</b> If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization	►
17a <b>10%-facts-and-circumstances test—2011.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization	►
b <b>10%-facts-and-circumstances test—2010.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization	►
18 <b>Private Foundation</b> If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions	►

**Part III Support Schedule for Organizations Described in IRC 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I 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 year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	4,450,276	5,834,003	4,913,552	5,112,823	2,750,123	23,060,777
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>4,450,276</b>	<b>5,834,003</b>	<b>4,913,552</b>	<b>5,112,823</b>	<b>2,750,123</b>	<b>23,060,777</b>
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						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
<b>c</b> Add lines 7a and 7b						
<b>8 Public Support</b> (Subtract line 7c from line 6 )						<b>23,060,777</b>

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9</b> Amounts from line 6	<b>4,450,276</b>	<b>5,834,003</b>	<b>4,913,552</b>	<b>5,112,823</b>	<b>2,750,123</b>	<b>23,060,777</b>
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	753,143	632,737	542,685	466,554	538,582	2,933,701
<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	<b>753,143</b>	<b>632,737</b>	<b>542,685</b>	<b>466,554</b>	<b>538,582</b>	<b>2,933,701</b>
<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>5,203,419</b>	<b>6,466,740</b>	<b>5,456,237</b>	<b>5,579,377</b>	<b>3,288,705</b>	<b>25,994,478</b>

**14 First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** 

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

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	88 710 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	89 630 %

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

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	11 290 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	10 370 %
<b>19a 33 1/3% support tests—2011.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization 		
<b>b 33 1/3% support tests—2010.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization 		
<b>20 Private Foundation</b> If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions 		

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

**Facts And Circumstances Test**

**Explanation**

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2011

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

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b  
 ► Attach to Form 990. ► See separate instructions.

**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?  Yes  No

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

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

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

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

Protection of natural habitat  Preservation of a certified historic structure

Preservation of open space

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

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

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  Yes  No

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

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

► \$ \_\_\_\_\_

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

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a Beginning of year balance . . . . .	3,581,581	2,898,128	3,402,926		
b Contributions . . . . .	534,180	1,768,850	719,851		
c Investment earnings or losses . . . . .	1,033,625	970,335	1,152,277		
d Grants or scholarships . . . . .	33,938	115,062	72,372		
e Other expenditures for facilities and programs . . . . .	3,048,198	3,581,581	2,898,128		
g End of year balance . . . . .					

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

a Board designated or quasi-endowment ►

b Permanent endowment ►

c Term endowment ► 100 000 %

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

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

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

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

	Description of property	(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	3,948	14,434
d Equipment . . . . .			63,470	31,747	31,723
e Other . . . . .			100,505	65,517	34,988
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . .					81,146

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

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

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

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

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

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

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

(a) Description of Liability	(b) Amount
Federal Income Taxes	
457 PLAN LIABILITY	83,882
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.)	83,882

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 (ASC740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	3,655,284
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	4,509,784
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-854,500
4	Net unrealized gains (losses) on investments	4	76,513
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	76,513
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-777,987

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements . . . . .	1	3,893,080
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments . . . . .	2a	76,513
b	Donated services and use of facilities . . . . .	2b	131,145
c	Recoveries of prior year grants . . . . .	2c	
d	Other (Describe in Part XIV) . . . . .	2d	30,138
e	Add lines 2a through 2d . . . . .	2e	237,796
3	Subtract line 2e from line 1 . . . . .	3	3,655,284
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a	
b	Other (Describe in Part XIV) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 ) . . . . .	5	3,655,284

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

1	Total expenses and losses per audited financial statements . . . . .	1	4,671,067
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities . . . . .	2a	131,145
b	Prior year adjustments . . . . .	2b	
c	Other losses . . . . .	2c	
d	Other (Describe in Part XIV) . . . . .	2d	30,138
e	Add lines 2a through 2d . . . . .	2e	161,283
3	Subtract line 2e from line 1 . . . . .	3	4,509,784
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a	
b	Other (Describe in Part XIV) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 ) . . . . .	5	4,509,784

**Part XIV Supplemental Information**

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

Identifier	Return Reference	Explanation
Part X	Part X FIN48 Footnote	THE AUDITED FINANCIAL STATEMENTS INCLUDE THE FOLLOWING FOOTNOTE REGARDING LIABILITY UNCERTAIN TAX PROVISIONS 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 XIII, Line 2d	Part XIII, Line 2d Other expenses and losses per audited F/S	SPECIAL EVENT EXP FORM 990, VIII, LN 8b \$30138
Part XII, Line 2d	Part XII, Line 2d Other revenue amounts included in F/S but not included on form 990	SPECIAL EVENT EXP FORM 990, VIII, LN 8b \$30138
Part V, Line 4	Part V, Line 4 Intended uses of the endowment fund	TEMPORARILY RESTRICTED NET ASSETS ARE UTILIZED BY THE ORGANIZATION FOR THE EXPRESS PURPOSE OF PROVIDING ASSISTANCE UNDER THE PIONEERS ASSISTANCE PROGRAM AS SCHOLARSHIPS, CASH GRANTS, BURIAL & CREMATION, EMERGENCY CASH GRANTS, MEDICAL EQUIPMENT SUBSIDIES, MEDICAL REHABILITATION SERVICES AND SOCIAL SERVICES UNTIL THE ASSETS ARE CONSUMED

## **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.

Department of the Treasury  
Internal Revenue Service

**Employer identification number**

15-0533551

Name of the organization

## WILL ROGERS MOTION PICTURE

## PIONEERS FOUNDATION

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

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

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

3 Activities per Region (Use Part V if additional space is needed )

3 Activities per Region (Use Part V if additional space is needed )

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

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . ► \_\_\_\_\_

3 Enter total number of other organizations or entities . . . . . ► \_\_\_\_\_

**Part III Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Part V if additional space is needed.

**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 (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 and/or Form 3520-A. (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

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

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

OMB No 1545-0047

2011

**Open to Public  
Inspection**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

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

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

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

Department of the Treasury  
Internal Revenue Service

**Employer identification number**

15-053355

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

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

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

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

Yes  No

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

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

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

		(a) Event #1 <b>PIONEER OF THE YEAR</b> (event type)	(b) Event #2 <b>FILM ROW CHARITY GOLF CLASSIC</b> (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts . . .	258,767	71,876		330,643
	2 Less Charitable contributions . . .	255,267	55,976		311,243
	3 Gross income (line 1 minus line 2) . . .	3,500	15,900		19,400
Direct Expenses	4 Cash prizes . . .				
	5 Non-cash prizes . . .		4,959		4,959
	6 Rent/facility costs . . .	2,718	10,824		13,542
	7 Food and beverages . . .		6,065		6,065
	8 Entertainment . . .				
	9 Other direct expenses . . .	4,502	1,070		5,572
	10 Direct expense summary Add lines 4 through 9 in column (d) . . . . .				( 30,138 )
	11 Net income summary Combine lines 3 and 10 in column (d) . . . . .				-10,738

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

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

9 Enter the state(s) in which the organization operates gaming activities \_\_\_\_\_

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 \_\_\_\_\_

**11** Does the organization operate gaming activities with nonmembers?  Yes  No

**12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  Yes  No

**13** Indicate the percentage of gaming activity operated in

<b>13a</b>	
<b>13b</b>	

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

Name ►

Address ►

**15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue?  Yes  No

**b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_

**c** If "Yes," enter name and address

Name ►

Address ►

**16** Gaming manager information

Name ►

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ►

Director/officer

Employee

Independent contractor

**17** Mandatory distributions

**a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  Yes  No

**b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

**Part IV** Complete this part to provide additional information for responses to questions on Schedule G (see instructions.)

Identifier

ReturnReference

Explanation

**Schedule I  
(Form 990)**

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

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

► Attach to Form 990

2011

## Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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Name of the organization

WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION

**Employer identification number**

15-0533551

**Part I General Information on Grants and Assistance**

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

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

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
See Additional Data Table							

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
See Additional Data Table					

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

Identifier	Return Reference	Explanation
Grantmaker's Description of How Grants are Used		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 WITH EARLY STAGE WORK 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 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.
Additional Supplemental Information		Direct Cash Grants: This program provides direct cash grants to low-income retired/permanently disabled entertainment industry members/spouses. These grants supplement monthly retirement/disability benefits, making it possible for members/spouses to pay their basic living and medical expenses. Grants are issued directly to members/spouses or service providers. Burial & Cremation: This program provides timely, modest and dignified burials/cremations to destitute entertainment industry members/spouses. The MPPAF pays crematoriums, funeral homes, and cemeteries when entertainment industry members'/spouses' estates and relatives do not have the funds to pay for basic cremations or burials. Emergency Cash Grants: This program provides emergency cash grants to entertainment industry members/spouses during an unexpected financial crisis. These cash grants assist with the cost of housing, food, utilities, and other life sustaining services. They are issued to industry members/spouses or service providers. Medical Equipment: This program provides equipment, such as mobility aids, orthotics, emergency call systems, bath safety aids, and home health supplies etc., to low-income disabled/frail entertainment industry members/spouses. This equipment promotes the health, independence and safety of many members/spouses, allowing them to remain longer in their own homes. The equipment is purchased through various medical equipment/supply vendors and delivered to the members/spouses. Medical Rehabilitation: This program assists low-income ill/disabled entertainment industry members/spouses with out-patient medical treatment, diagnostic tests, medications, physical therapy, psychotherapy, home health care, health insurance, and medically necessary transportation. This aid is provided only during an illness, injury, or disability adjustment period. Vendors supplying the treatment or services are paid directly by the MPPAF. Movie/Fruit/Book Support: This program supports the emotional well-being of low-income retired/ permanently disabled entertainment industry members/spouses. Since the majority of these members/spouses has mobility limitations and is confined to their homes or facilities, a monthly gift, such as a movie, fruit, or book, is a special treat they can anticipate and a reminder that the MPPAF respects them and cares about their well-being. These members/spouses are given a choice of one monthly gift, which is purchased by the MPPAF and mailed to them. Care Management Support: Often it is necessary for the Social Service staff to visit MPPAF recipients to assess their circumstances and to arrange appropriate care. Occasionally when large numbers of MPPAF recipients require immediate services it is also necessary to hire Social Service consultants to make timely interventions. Companies that provide credit and 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. EDUCATION ASSISTANCE SCHOLARSHIPS FOR UNDERGRADUATE COLLEGE STUDENTS, WHO DEMONSTRATE A FINANCIAL HARSHSHIP AND ALSO WORK FOR A MOVIE THEATRE.

**Software ID:** 11000144  
**Software Version:** 2011v1.2  
**EIN:** 15-0533551  
**Name:** WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
UNIVERSITY OF WISCONSIN 600 HIGHLAND AVENUE MADISON, WI 53792	39-1805963		40,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF TEXAS - SW MEDICAL CTR 5323 HARRY HINES BOULEVARD DALLAS, TX 75235	17-5602868		80,000	0			MEDICAL RESEARCH FELLOWSHIP

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
UNIVERSITY OF MASSACHUSETTS 55 LAKE AVENUE NORTH WORCESTER, MA 01655	04- 3167352		40,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIV OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95- 1642394		120,000	0			MEDICAL RESEARCH FELLOWSHIP

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
UNIV OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		150,000	0			MEDICAL RESEARCH GRANT
UNIV OF CALIF LOS ANGELES 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		150,000	0			MEDICAL RESEARCH GRANT

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
UNIV OF CALIF LOS ANGELES 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95- 6006143		145,000	0			MEDICAL RESEARCH FELLOWSHIP
ST VINCENT FOUNDATION TWO ST VINCENT CIRCLE LITTLE ROCK, AR 72205	51- 0169537		40,000	0			NEONATAL VENTILATOR PROGRAM

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

<b>(a) Name and address of organization or government</b>	<b>(b) EIN</b>	<b>(c) IRC Code section if applicable</b>	<b>(d) Amount of cash grant</b>	<b>(e) Amount of non-cash assistance</b>	<b>(f) Method of valuation (book, FMV, appraisal, other)</b>	<b>(g) Description of non-cash assistance</b>	<b>(h) Purpose of grant or assistance</b>
ST BARNABAS MEDICAL CENTER 95 OLD SHORT HILLS ROAD WEST ORANGE, NJ 07052	22-2378422		40,000	0			NEONATAL VENTILATOR PROGRAM
SOUTHERN REGIONAL MEDICAL CTR 11 UPPER RIVERDALE ROAD SW RIVERDALE, GA 30274	58-1955423		40,000	0			NEONATAL VENTILATOR PROGRAM

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
POMONA VALLEY HOSP MED CTR1798 N GAREY AVENUE POMONA, CA 91767	95-3403287		24,000	0			NEONATAL VENTILATOR PROGRAM
NORTHWESTERN UNIVERSITY240 E HURON ST MCGAW 2-7326 CHICAGO, IL 60611	89-9904055		40,000	0			MEDICAL RESEARCH FELLOWSHIP

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
NEW YORK UNIV SCHOOL OF MED 550 FIRST AVE BELLEVUE CHEST NEW YORK, NY 10016	13- 5562308		40,000	0			MEDICAL RESEARCH FELLOWSHIP
MOTION PICTURE AND TELEVISION FUND23388 MULHOLLAND DRIVE WOODLAND HILLS, CA 91364	95- 4597683		107,008	0			GENERAL SUPPORT - ASSISTANCE LIVING FACILITY

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
MERCY MEDICAL CTR REDDING 2175 ROSALINE AVENUE REDDING, CA 96001	94-1196203		24,000	0			NEONATAL VENTILATOR PROGRAM
MEMORIAL HOSPITAL AT GULFPORT PO BOX 940 GULFPORT, MS 39502	64-6010232		41,225	0			NEONATAL VENTILATOR PROGRAM

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
HENRY MAYO NEWHALL MEM HOSP25950 McBEAN PARKWAY SANTA CLARITA, CA 91355	95- 2821104		24,000	0			NEONATAL VENTILATOR PROGRAM
FORT SANDERS FDN PATRICIA NEAL REHAB CTR 1901 CLINCH AVENUE KNOXVILLE, TN 37916	62- 1748601		200,000	0			MEDICAL RESEARCH FELLOWSHIP

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
FAUQUIER HEALTH FOUNDATION 170 W SHIRLEY AVE STE 101 WARRENTOWN, VA 20186	30-0219424		48,000	0			NEONATAL VENTILATOR PROGRAM
EMORY UNIVERSITY SCHOOL OF MEDICINE 550 PEACH STREET NE ATLANTA, GA 30365	58-0566256		40,000	0			MEDICAL RESEARCH FELLOWSHIP

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
DUBOIS REGIONAL MEDICAL CTR 100 HOSPITAL AVENUE DUBOIS, PA 15801	25-1490707		24,715	0			NEONATAL VENTILATOR PROGRAM
CHILDRENS MERCY HOSP & CLINICS 2401 GILLHAM ROAD KANSAS CITY, MO 64108	44-0605373		100,000	0			MEDICAL RESEARCH FELLOWSHIP

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

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
BURKE REHABILITATION HOSPITAL 785 MAMARONECK AVENUE WHITE PLAINS, NY 10605	13-1739937		80,000	0			MEDICAL RESEARCH GRANT
BLUE MOUNTAIN HEALTH CARE FDN 170 FORD ROAD JOHN DAY, OR 97845	93-1274760		20,000	0			NEONATAL VENTILATOR PROGRAM

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

<b>(a) Name and address of organization or government</b>	<b>(b) EIN</b>	<b>(c) IRC Code section if applicable</b>	<b>(d) Amount of cash grant</b>	<b>(e) Amount of non-cash assistance</b>	<b>(f) Method of valuation (book, FMV, appraisal, other)</b>	<b>(g) Description of non-cash assistance</b>	<b>(h) Purpose of grant or assistance</b>
ALTRU HEALTH FOUNDATION 2501 DEMERS AVENUE GRAND FORKS, ND 58201	45-0368330		40,000	0			NEONATAL VENTILATOR PROGRAM
AKRON CHILDRENS HOSPITAL ONE PERKINS SQUARE AKRON, OH 44308	34-0714357		37,145	0			NEONATAL VENTILATOR PROGRAM

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

<b>(a) Type of grant or assistance</b>	<b>(b) Number of recipients</b>	<b>(c) Amount of cash grant</b>	<b>(d) Amount of non-cash assistance</b>	<b>(e) Method of valuation (book, FMV, appraisal, other)</b>	<b>(f) Description of non-cash assistance</b>
VOCATIONAL ASSISTANCE	1	1,971			
OTHER DIRECT ASSISTANCE	203	5,833			
MOVIE / FRUIT / BOOK SUPPORT	28	12,158			
MEDICAL REHABILITATION	38	153,078			
MEDICAL EQUIPMENT	2	2,517			
HOUSING ASSISTANCE	65	280,181			
EMERGENCY CASH GRANTS	33	3,212			
EDUCATION ASSISTANCE	3	9,000			
CARE MANAGEMENT SUPPORT	2	9,505			
BURIAL & CREMATION	2	4,406			
ANNUAL PRIZE FOR OUTSTANDING CONTRIBUTIONS TO LUNG RESEARCH	1	50,000			

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

OMB No 1545-0047

**2011****Open to Public  
Inspection**Department of the Treasury  
Internal Revenue Service

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

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

15-0533551

**Part I Questions Regarding Compensation**

Yes

No

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

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

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

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

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

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

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

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

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

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

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

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

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

**a** The organization?

**b** Any related organization?

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

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

**a** The organization?

**b** Any related organization?

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

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

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

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

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

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

**Note.** The sum of columns (B)(i)-(III) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

**Part III Supplemental Information**

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

Identifier	Return Reference	Explanation
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**SCHEDULE O**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

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

**2011****Open to Public  
Inspection**Name of the organization  
WILL ROGERS MOTION PICTURE  
PIONEERS FOUNDATION**Employer identification number**

15-0533551

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	THE ORGANIZATIONS AUDITED FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY STATEMENT AND GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST THROUGH ELECTRONIC ACCESS SITES INCLUDING WEB DIRECTORIES AND THE ORGANIZATIONS WEB SITES
Form 990, Part VI, Line 15b	Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and Key Employees	WITH THE EXCEPTION OF THE EXECUTIVE DIRECTOR, OFFICERS OF THE THE ORGANIZATION ARE UNCOMPENSATED AND SERVE THE ORGANIZATION AS VOLUNTEERS COMPENSATION OF OTHER EMPLOYEES IS REVIEWED ANNUALLY UTILIZING SALARY SURVEY DATA PERFORMANCE AND COMPENSATION DATA IS MAINTAINED IN THE EMPLOYEE RECORDS OF THE ORGANIZATION CURRENTLY, NO EMPLOYEE MEETS THE CRITERIA OF A "KEY EMPLOYEE"
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	ON AN ANNUAL BASIS EACH RESPONSIBLE PERSON IS REQUIRED TO REVIEW A COPY OF THE CONFLICT OF INTEREST POLICY AND TO ACKNOWLEDGE IN WRITING THAT HE OR SHE HAS DONE SO EACH RESPONSIBLE PERSON IS REQUIRED ANNUALLY COMPLETE A DISCLOSURE FORM IDENTIFYING ANY RELATIONSHIPS, POSITIONS, OR CIRCUMSTANCES IN WHICH THE RESPONSIBLE PERSON IS INVOLVED THAT HE OR SHE BELIEVES COULD CONTRIBUTE TO A CONFLICT OF INTEREST ARISING THE CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY BY THE BOARD ANY CHANGES TO THE POLICY ARE COMMUNICATED IMMEDIATELY TO ALL RESPONSIBLE PERSONS
Form 990, Part VI, Line 11	Form 990, Part VI, Line 11 Form 990 Review Process	A COMPLETE ELECTRONIC COPY OF THE ORGANIZATIONS FINAL FORM 990 (INCLUDING ALL REQUIRED SCHEDULES) IS MADE AVAILABLE TO THE VOTING MEMBERS OF THE GOVERNING BODY FOR REVIEW PRIOR TO FILING

**Additional Data**

**Software ID:** 11000144  
**Software Version:** 2011v1.2  
**EIN:** 15-0533551  
**Name:** WILL ROGERS MOTION PICTURE  
 PIONEERS FOUNDATION

**Form 990, Special Condition Description:****Special Condition Description****Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
MARYANN ANDERSON Director	1 00	X					0	0	0
DICK WESTERLING Director	1 00	X					0	0	0
ROBERT SUNSHINE Director	1 00	X					0	0	0
JIM SMITH Director	1 00	X					0	0	0
RICK SANDS Director	1 00	X					0	0	0
STEVE RAPAPORT Director	1 00	X					0	0	0
LEW O'NEIL Director	1 00	X					0	0	0
BRUCE J OLSEN Director	1 00	X					0	0	0
CHARLES B MOSS Director	1 00	X					0	0	0
RANDY MORGAN Director	1 00	X					0	0	0
ADAM MIZEL Director	1 00	X					0	0	0
JIM ORR Vice President	1 00	X		X			0	0	0
BRANDEN MILLER Director	1 00	X					0	0	0
GRETCHEN McCOURT Director	1 00	X					0	0	0
BERT LIVINGSTON Director	1 00	X					0	0	0
NANCY KLUETER Director	1 00	X					0	0	0
CHRIS S LEROY Vice President	1 00	X		X			0	0	0
ROBERT LENIHAN Vice President	1 00	X		X			0	0	0
STEWART HARNELL Director	1 00	X					0	0	0
MADELYN HAMMOND Director	1 00	X					0	0	0
KURT C HALL Director	1 00	X					0	0	0
DENISE K GURIN Director	1 00	X					0	0	0
SONNY GOURLEY Director	1 00	X					0	0	0
PATRICIA GONZALEZ Director	1 00	X					0	0	0
STEVEN FREIDLANDER Director	1 00	X					0	0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director	Individual trustee	Institutional Trustee	Office	Key employee	Highest compensated employee	Former	
SCOTT FORMAN Director	1 00	X						0	0
SHEILA DELOACH Vice President	1 00	X		X				0	0
JOHN FITHIAN Director	1 00	X						0	0
TED COOPER President	1 00	X		X				0	0
NICK CARPOU Vice President	1 00	X		X				0	0
RON GIAMBRA Director	1 00	X						0	0
KYLE DAVIES Director	1 00	X						0	0
TOM SHERAK Director	1 00	X						0	0
RORY BRUER Director	1 00	X						0	0
GREG DUNN Director	1 00	X						0	0
STEVE BUNNELL Director	1 00	X						0	0
JEROME A FORMAN Director	1 00	X						0	0
DANIEL R FELLMAN Director	1 00	X						0	0
JOHN LUNDIN Director	1 00	X						0	0
NIKKI ROCCO Director	1 00	X						0	0
ROBERT DEL MORO Director	1 00	X						0	0
CLARK WOODS Vice President	1 00	X		X				0	0
MICHAEL L CAMPBELL Director	1 00	X						0	0
MARK CHRISTIANSEN Secretary	1 00	X		X				0	0
CHRIS ARONSON Vice President	1 00	X		X				0	0
CHUCK VIANE Director	1 00	X						0	0
RICHARD M FAY Vice President	1 00	X		X				0	0
ERIK LOMIS Director	1 00	X						0	0
JIM AMOS Treasurer	1 00	X		X				0	0
FRED VAN NOY Vice President	1 00	X		X				0	0

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
BRUCE SNYDER Director	1 00	X					0	0	0
JEFF GOLDSTEIN Chairman	1 00	X		X			0	0	0
TIM WARNER Vice President	1 00	X		X			0	0	0
TODD R VRADENBURG EXECUTIVE DIREC	50 00	X		X			307,500	0	49,488