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Form 990

Return of Organization Exempt From Income Tax

2012

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 2012 calendar year, or tax year beginning 04-01-2012, 2012, and ending 03-31-2013

B Check if applicable

 Address change Name change Initial return Terminated Amended return Application pendingC Name of organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Doing Business As

Number and street (or P O box if mail is not delivered to street address)
10045 RIVERSIDE DRIVE 3RD FLOORCity or town, state or country, and ZIP + 4
TOLUCA LAKE, CA 91602

D Employer identification number

15-0533551

E Telephone number

(888) 994-3863

G Gross receipts \$ 25,935,415

F Name and address of principal officer

H(a) Is this a group return for
affiliates? Yes NoH(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

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 education.

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	47
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	46
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	10
6 Total number of volunteers (estimate if necessary)	6	122
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	

8 Contributions and grants (Part VIII, line 1h)	2,750,123	3,013,393
9 Program service revenue (Part VIII, line 2g)		0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	915,899	2,403,847
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-10,738	-88,451
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,655,284	5,328,789

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,272,979	3,612,154
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)	862,829	832,924
16a Professional fundraising fees (Part IX, column (A), line 11e)		0
b Total fundraising expenses (Part IX, column (D), line 25) ► 686,751		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,373,976	1,502,611
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	4,509,784	5,947,689
19 Revenue less expenses Subtract line 18 from line 12	-854,500	-618,900

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	22,288,878	21,924,996
21 Total liabilities (Part X, line 26)	730,591	1,549,922
22 Net assets or fund balances Subtract line 21 from line 20	21,558,287	20,375,074

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

2014-02-11

Date

TODD R VRADENBURG Executive Director

Type or print name and title

Paid Preparer Use Only	Print/Type preparer's name Mark A Ladesich CPA	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00087452
	Firm's name ► Mark A Ladesich CPA			Firm's EIN ►	
	Firm's address ► 301 E Colorado Blvd Ste 624 Pasadena, CA 911011918			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 AccomplishmentsCheck 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 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 \$ 2,073,557 including grants of \$ 3,025,826) (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 2012-13, 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 10 fellowships at medical schools and hospitals, in pulmonary research 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 utilizing social workers and medical practitioners 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 Texas, University of Wisconsin, New York University, and Children's Mercy Hospital (Kansas City, MO) The WRI neonatal ventilator equipment program for hospitals across the United States, continued in 2012-13 A total of \$426,146 was dedicated to this program The list of recipient hospitals is as follows Athens Regional Health Systems in Athens, GA, Betty H Cameron Women & Children's Hospital in Wilmington, NC, Bloomington Hospital Foundation in Bloomington, IN, Children's Hospital of New Jersey in Newark, NJ, Children's Hospital of the King's Daughters in Norfolk, VA, Eastern Maine Medical Center in Bangor, ME, Good Shepherd Medical Center in Longview, TX, Port Huron Hospital in Port Huron, MI, Providence St Vincent in Portland, OR and St Luke's Regional Medical Center in Sioux City, IA

4b (Code (Expenses \$ 1,704,203 including grants of \$ 586,328) (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 235 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 2012/13, the Assistance Fund program continued the effort to give-away life planning booklets to supporters and those in need There are a total of 26 booklets, with titles such as Healthy Aging, What is Geriatrics, Managing Caregiving, and Geriatric Care Managers You and Your Healthcare Provider In 2012/13, the Pioneers Assistance Fund program continued a scholarship fund for post high school specialized training and 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, \$24,000 in scholarships was awarded Pioneers Assistance Fund program information can be found at www.wrpioneers.org

4c (Code (Expenses \$ 875,921 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 2012/13 public service announcement for WRI was Kid Fit featuring numerous children participating in daily physical fitness activities The PSA received playtime, for a 30-day period, on the lobby monitors at 33 theater chains, via the Trailervision network The PSA received a great deal of play and recognition on the internet, receiving homepage placement on high traffic web sites such as Yahoo, MSNBC, Boston.com, Newsday, Oprah.com, Womansday, Family Doctor, Education World, i-Village, and Market Watch (WSJ publication) The spot was featured on 13 blogger sites, was a featured Tweet by 92 twitter handles, and a featured story on four commercial Facebook pages, reaching an estimated internet audience of over 30 million people Kid Fit was also distributed to Pandora, an internet music service, which yielded home page banner ads for a 30-day period, providing 12,500 clicks to the Will Rogers Institute web site The 2012 annual summer theatrical public service announcement, hosted by Norman (an animated character from the movie Paranorman) played on approximately 20,000 movie screens at 16 theater chains and drive-in locations across the United States The Will Rogers Institutes web site continues to receive approximately a half-million hits per year and 100,000+ page views In 2012 and 2013, WRI increased a social media push with Facebook and Twitter, increasing likes and followers by 200% from the previous year 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 1,280 requests for just over 95,000 free educational booklets The most requested booklets were on the topics of stress management, the benefits of walking, fitness and healthy eating, and managing high blood pressure In 2012/13, WRI wrapped the initial agreement with the National Boys and Girls Club for the Be Healthy, Be Fit, Be Great Award An educational grant of \$5,000 is awarded local clubs that implements its triple play program (an annual \$25k commitment), which promotes nutrition, health and fitness to members and their families These clubs are also expected to demonstrate exemplary methods of promoting healthy and active lifestyles The 2012/13 award was given to the Boys and Girls Club of Ada County, Idaho The Be Healthy Be Fit program has been such a success for Boys and Girls Clubs and WRI commitment to promoting healthy lifestyles, the commitment will be extended for two years and an annual increase to \$100,000 per year This will allow grants to be given to more clubs and provided funding for educational materials at all clubs Will Rogers Institute Information can be found at www.wrninstitute.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 Efforts to perpetuate the memory of Will Rogers, one of the great Americans icons, are done in partnership with the Will Rogers Museum and the Will Rogers Ranch Foundation In 2012/13, funds were dedicated to each organization to assist with a program they were rolling out to the public In Oklahoma, the museum is having a good deal of success educating school children about the Will Rogers heritage, as well as, a growing fan base on social media channels The museum provides the general public with a daily Will Rogers quote, as well as, historical facts involving Will Rogers and dignitaries of his day We also support the museum by utilizing their suppliers for interpretive Will Rogers' artifacts, which we give to donors as gifts and volunteer recognition awards, especially to individuals working in the entertainment industry All photographs, writings, and interpretive items can be found on the Will Rogers Museum web site, www.willrogers.com The WRMPPF also works with the Will Rogers Ranch Foundation in Los Angeles, California In 2012/13, the two organizations continued to partner to provide a free public movie night at Will Rogers State Historic Park showing a classic Will Rogers Film The event was attended by over 500 people We also underwrite the printing and distribution of tourism information which promotes visits to Will Rogers State Historic Park, as well as, the production of historical trail maps of the park 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 In 2012/13, our organization also continued to provide back office support to the Ranch Foundation with database management, accounting records, and creation of promotional materials Information about the Will Rogers Ranch Foundation can be found at www.willrogersranchfoundation.org

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

4e Total program service expenses ► 4,653,681

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 for escrow or custodial account liability, 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 XI
- 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII
- 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 and XII 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, Parts I and IV
- 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV
- 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV
- 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)
- 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II
- 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III
- 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	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	Yes	
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 any government or organization 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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	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 lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a	No	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	No	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	No	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	No	
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	No	
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	No	
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? 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 direct or indirect 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, Part II, III, or IV, and Part V, line 1	35a	No	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	No	
b	If "Yes" to line 35a, 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	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37	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 11b and 19?			
	Note. 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
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	16	
1b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	10	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	No	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No	
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			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	Yes	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Yes	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	No	
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	0	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	No	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	No	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	No	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	No	
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a	No	
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b	No	
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	No	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a	No	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	No	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to 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	47	
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	1b	46	
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	8a	Yes	
a	The governing body?	8b	Yes	
b	Each committee with authority to act on behalf of the governing body?	9		No
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			

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	
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 this Form 990	12a	Yes
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12b	Yes
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12c	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	13	Yes
13	Did the organization have a written whistleblower policy?	14	Yes
14	Did the organization have a written document retention and destruction policy?	15a	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?	15b	No
a	The organization's CEO, Executive Director, or top management official	16a	No
b	Other officers or key employees of the organization	16b	
	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?		
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?		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	WV, WI, WA, VA, UT, TN, SC, RI, PA, OR, OK, OH, NY, NM, NJ, NH, ND, NC, MS, MO, MN, MI, ME, MD, LA, KY, KS, IL, GA, FL, DC, CT, CO, CA, AZ, 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	<input checked="" type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)
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 during the tax year	
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 (818) 755-2300

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

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

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

Check this box if neither the organization nor any related organization compensated any current 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 former 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

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b	99,335		
	c Fundraising events	1c	721,597		
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,192,461		
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f		3,013,393		
Program Service Revenue	2a	Business Code			
	b				
	c				
	d				
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		0		
	3 Investment income (including dividends, interest, and other similar amounts)		567,130		567,130
4 Income from investment of tax-exempt bond proceeds		0			
5 Royalties		0			
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)			0		
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses	22,277,388	42,934			
c Gain or (loss)	20,483,605				
d Net gain or (loss)	1,793,783	42,934			
8a Gross income from fundraising events (not including \$ 721,597 of contributions reported on line 1c) See Part IV, line 18			1,836,717		1,836,717
b Less direct expenses	a 34,570				
c Net income or (loss) from fundraising events	b 123,021		-88,451		-88,451
9a Gross income from gaming activities See Part IV, line 19	a				
b Less direct expenses	b				
c Net income or (loss) from gaming activities			0		
10a Gross sales of inventory, less returns and allowances	a				
b Less cost of goods sold	b				
c Net income or (loss) from sales of inventory			0		
Miscellaneous Revenue	Business Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d		0			
12 Total revenue. See Instructions		5,328,789			2,315,396

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)

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
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	3,025,826	3,025,826		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	581,215	581,215		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	5,113	5,113		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	296,400	98,800	98,800	98,800
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	355,747	209,518	85,567	60,662
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	39,356	15,349	12,987	11,020
9 Other employee benefits	100,962	44,874	30,555	25,533
10 Payroll taxes	40,459	19,015	11,734	9,710
11 Fees for services (non-employees)				
a Management	0			
b Legal	726		726	
c Accounting	67,770		67,770	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	151,508		151,508	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	0			
12 Advertising and promotion	0			
13 Office expenses	22,563	7,740	8,373	6,450
14 Information technology	0			
15 Royalties	0			
16 Occupancy	78,168	26,056	26,056	26,056
17 Travel	33,338	15,044	1,991	16,303
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	18,919	7,568	5,676	5,675
23 Insurance	36,798	12,266	12,266	12,266
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a SUMMER THEATER PSA	102,895			102,895
b Printing and Publications	110,219	40,848	16,350	53,021
c INDIRECT EVENT COSTS	110,885			110,885
d HEALTH EDUCATION	465,931	465,931		
e All other expenses	302,891	78,518	76,898	147,475
25 Total functional expenses. Add lines 1 through 24e	5,947,689	4,653,681	607,257	686,751
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	1,388,800	1 1,419,989
	2 Savings and temporary cash investments	932,736	2 519,424
	3 Pledges and grants receivable, net	995,000	3 0
	4 Accounts receivable, net	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) 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	45,016	9 23,633
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 197,311	
	b Less accumulated depreciation	10b 117,725	10c 79,586
	11 Investments—publicly traded securities	18,721,565	11 15,591,539
	12 Investments—other securities See Part IV, line 11	12	4,181,318
	13 Investments—program-related See Part IV, line 11	13	0
	14 Intangible assets	15,043	14 12,637
	15 Other assets See Part IV, line 11	109,572	15 96,870
	16 Total assets. Add lines 1 through 15 (must equal line 34)	22,288,878	16 21,924,996
Liabilities	17 Accounts payable and accrued expenses	614,709	17 645,273
	18 Grants payable	32,000	18 812,000
	19 Deferred revenue	19	3,770
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	
	22 Loans and other 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	83,882	25 88,879
	26 Total liabilities. Add lines 17 through 25	730,591	26 1,549,922
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	18,510,090	27 18,213,424
	28 Temporarily restricted net assets	3,048,197	28 2,161,650
	29 Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	
	31 Paid-in or capital surplus, or land, building or equipment fund	31	
	32 Retained earnings, endowment, accumulated income, or other funds	32	
	33 Total net assets or fund balances	21,558,287	33 20,375,074
	34 Total liabilities and net assets/fund balances	34 22,288,878	21,924,996

Part XI Reconciliation of Net AssetsCheck 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	5,328,789
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,947,689
3	Revenue less expenses Subtract line 2 from line 1	3	-618,900
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	21,558,287
5	Net unrealized gains (losses) on investments	5	-564,313
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	20,375,074

Part XII Financial Statements and ReportingCheck 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? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited 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 separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? 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	3a	No
	3b	

Additional Data

Software ID: 12000229
Software Version: 2012v2.0
EIN: 15-0533551
Name: WILL ROGERS MOTION PICTURE
 PIONEERS FOUNDATION

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director	Individual trustee	Institutional Trustee	Officer	Key employee			
ROBERT SUNSHINE Director	1 00 0 00	X					0	0	0
JIM SMITH Director	1 00 0 00	X					0	0	0
RICK SANDS Director	1 00 0 00	X					0	0	0
BRUCE J OLSEN Director	1 00 0 00	X					0	0	0
CHARLES B MOSS Director	1 00 0 00	X					0	0	0
ADAM MIZEL Director	1 00 0 00	X					0	0	0
JIM ORR Vice President	2 00 0 00	X		X			0	0	0
BRANDEN MILLER Director	1 00 0 00	X					0	0	0
NANCY KLUETER Director	1 00 0 00	X					0	0	0
JOHN SPINELLO Director	1 00 0 00	X					0	0	0
ROBERT LENIHAN Vice President	1 00 0 00	X		X			0	0	0
ANN-ELIZABETH CROTTY Director	1 00 0 00	X					0	0	0
MADELYN HAMMOND Director	1 00 0 00	X					0	0	0
ADRIAN SMITH Vice President	2 00 0 00	X		X			0	0	0
DENISE K GURIN Director	1 00 0 00	X					0	0	0
SONNY GOURLEY Director	1 00 0 00	X					0	0	0
DAVID HOLLIS Vice President	2 00 0 00	X		X			0	0	0
STEVEN FREIDLANDER Director	1 00 0 00	X					0	0	0
SCOTT FORMAN Director	1 00 0 00	X					0	0	0
KEVIN GRAYSON Vice President	2 00 0 00	X		X			0	0	0
JOHN FITHIAN Director	1 00 0 00	X					0	0	0
TED COOPER Chairman	2 00 0 00	X		X			0	0	0
NICK CARPOU Director	1 00 0 00	X					0	0	0
RON GIAMBRA Director	1 00 0 00	X					0	0	0
KYLE DAVIES Secretary	2 00 0 00	X		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 (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(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
		Former Or director	Individual trustee	Institutional Trustee	Officer	Key employee			
TOM SHERAK Director	1 00 0 00	X					0	0	0
RORY BRUER Director	1 00 0 00	X					0	0	0
GREG DUNN Director	1 00 0 00	X					0	0	0
STEVE BUNNELL Director	1 00 0 00	X					0	0	0
JEROME A FORMAN Director	1 00 0 00	X					0	0	0
DANIEL R FELLMAN Director	1 00 0 00	X					0	0	0
JOHN LUNDIN Director	1 00 0 00	X					0	0	0
NIKKI ROCCO Director	1 00 0 00	X					0	0	0
ROBERT DEL MORO Director	1 00 0 00	X					0	0	0
CLARK WOODS Director	1 00 0 00	X					0	0	0
DAVID PASSMAN Vice President	2 00 0 00	X	X				0	0	0
MARK CHRISTIANSEN Treasurer	2 00 0 00	X	X				0	0	0
CHRIS ARONSON President	2 00 0 00	X	X				0	0	0
CHUCK VIANE Director	1 00 0 00	X					0	0	0
RICHARD M FAY Vice President	2 00 0 00	X	X				0	0	0
ERIK LOMIS Director	1 00 0 00	X					0	0	0
JIM AMOS Vice President	2 00 0 00	X	X				0	0	0
FRED VAN NOY Vice President	2 00 0 00	X	X				0	0	0
BRUCE SNYDER Director	1 00 0 00	X					0	0	0
JEFF GOLDSTEIN Director	1 00 0 00	X					0	0	0
TIM WARNER Vice President	2 00 0 00	X	X				0	0	0
TODD R VRADENBURG EXECUTIVE DIREC	50 00 0 00	X	X				303,132	0	51,143

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

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.

Name 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 described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
- e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- f By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- g If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- h Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- i Provide the following information about the supported organization(s)

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		►

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	5,834,003	4,913,552	5,112,823	2,750,123	3,013,393	21,623,894
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	5,834,003	4,913,552	5,112,823	2,750,123	3,013,393	21,623,894
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						21,623,894

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	5,834,003	4,913,552	5,112,823	2,750,123	3,013,393	21,623,894
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	632,737	542,685	466,554	538,582	567,130	2,747,688
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	632,737	542,685	466,554	538,582	567,130	2,747,688
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
13 Total support. (Add lines 9, 10c, 11, and 12)	6,466,740	5,456,237	5,579,377	3,288,705	3,580,523	24,371,582

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 2012 (line 8, column (f) divided by line 13, column (f))	15	88 730 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	88 710 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	11 270 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	11 290 %
19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►✓		
b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►✓		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►		

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

Facts And Circumstances Test

Explanation

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? 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)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
	2d

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____
- 4 Number of states where property subject to conservation easement is located ► _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? 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 section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

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

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

- (i) Revenues included in Form 990, Part VIII, line 1 ► \$ _____
- (ii) Assets included in Form 990, Part X ► \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items
- a Revenues included in Form 990, Part VIII, line 1 ► \$ _____
- b Assets included in Form 990, Part X ► \$ _____

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

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

- | | |
|---|---|
| a <input type="checkbox"/> Public exhibition | d <input type="checkbox"/> Loan or exchange programs |
| b <input type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other |
| c <input type="checkbox"/> 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 XIII

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 XIII 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 XIII. Check here if the explanation has been provided in Part XIII

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	3,048,198	3,581,581	2,898,128	3,402,926	1,406,576
b Contributions	981,955	534,180	1,768,850	719,851	
c Net investment earnings, gains, and losses					1,108,889
d Grants or scholarships	1,745,483	1,033,625	970,335	1,152,277	944,556
e Other expenditures for facilities and programs	123,020	33,938	115,062	72,372	
f Administrative expenses					3,402,926
g End of year balance	2,161,650	3,048,198	3,581,581	2,898,128	3,402,926

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment 100 000 %

The percentages in lines 2a, 2b, and 2c should equal 100%

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

(i) unrelated organizations

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

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

4 Describe in Part XIII 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	4,419	13,963
d Equipment			66,667	40,944	25,723
e Other			112,261	72,362	39,899
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					79,586

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) must equal Form 990, Part X, col (B) line 12.)	4,181,318	

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

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	5,213,029
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	325,532
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	123,021
e	Add lines 2a through 2d	2e	448,553
3	Subtract line 2e from line 1	3	4,764,476
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	564,313
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	564,313
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	5,328,789

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

1	Total expenses and losses per audited financial statements	1	6,396,242
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	325,532
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	123,021
e	Add lines 2a through 2d	2e	448,553
3	Subtract line 2e from line 1	3	5,947,689
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 XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	5,947,689

Part XIII Supplemental Information

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

Identifier	Return Reference	Explanation
Part XII, Line 2d	Part XII, Line 2d Other expenses and losses per audited F/S	SPECIAL EVENT EXP FORM 990, VIII, LN 8b \$123021
Part XI, Line 2d	Part XI, Line 2d Other revenue amounts included in F/S but not included on form 990	SPECIAL EVENT EXP FORM 990, VIII, LN 8b \$123021
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 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

2012

Open to Public
InspectionSCHEDULE F
(Form 990)

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

Name of the organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number
15-0533551

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** (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
3a Sub-total b Total from continuation sheets to Part I c Totals (add lines 3a and 3b)					

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. Part II can be duplicated 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

Schedule F (Form 990) 2012

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

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* Yes No

Part V **Supplemental Information**

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

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

Supplemental Information Regarding Fundraising or Gaming Activities

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. Form 990-EZ filers are not required to complete this part.

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

2012

Open to Public Inspection

Employer identification number

15-0533551

Name of the organization
WILL ROGERS MOTION

WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION

PIONEERS FOUNDATION

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 email 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

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

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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col (c))
		PIONEER OF THE YEAR (event type)	FILM ROW CHARITY GOLF CLASSIC (event type)	(total number)	
1	Gross receipts . . .	691,847	64,320		756,167
2	Less Contributions . . .	674,597	47,000		721,597
3	Gross income (line 1 minus line 2) . . .	17,250	17,320		34,570
4	Cash prizes . . .				
5	Noncash prizes . . .		6,789		6,789
6	Rent/facility costs . . .	36,399	9,000		45,399
7	Food and beverages . .	52,096	6,541		58,637
8	Entertainment . . .				
9	Other direct expenses .	12,196			12,196
10	Direct expense summary Add lines 4 through 9 in column (d)				► (123,021)
11	Net income summary Combine line 3, column (d), and line 10				► -88,451

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))
1	Gross revenue				
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"/> Yes	<input type="checkbox"/> Yes	
		<input type="checkbox"/> No	<input type="checkbox"/> No	<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 _____

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

- | | |
|-----|--|
| 13a | |
| 13b | |
- a** The organization's facility
 - b** An outside facility

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

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? 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 of the third party

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 Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	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**

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number

15-0533551

Part I General Information on Grants and Assistance

Employer identification number

15-0533551

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

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

See Additional Data Table

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

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

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), 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 background checks are helpful when making assessments. The expenses associated with these activities, such as travel, lodging, consultant fees, and credit/background fees, are known as Care Management Support expenses since they allow the Social Service staff to better manage the care of MPPAF recipients. ANNUAL PRIZE FOR LUNG RESEARCH: THE WILL ROGERS INSTITUTE PRIZE FOR LUNG RESEARCH IS GIVEN ANNUALLY TO AN EMINENT SCIENTIST FOR A BODY OF EXTRAORDINARY AND MERITORIOUS RESEARCH CONTRIBUTIONS TO THE ADVANCEMENT OF LUNG HEALTH. GENERAL SUPPORT - ASSISTANCE LIVING FACILITY SUPPORT PROVIDED FOR THE MOTION PICTURE AND TELEVISION FUND PROVIDES GENERAL SUPPORT TO THE ONLY RETIREMENT AND ASSISTANCE LIVING FACILITY DEDICATED TO PERSONS WITH CAREERS IN THE ENTERTAINMENT INDUSTRY. EDUCATION ASSISTANCE SCHOLARSHIPS FOR UNDERGRADUATE COLLEGE STUDENTS, WHO DEMONSTRATE A FINANCIAL HARSHSHIP AND ALSO WORK FOR A MOVIE THEATRE.

Software ID: 12000229
Software Version: 2012v2.0
EIN: 15-0533551
Name: WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WILL ROGERS RANCH FOUNDATION PO BOX 502 PAC PALISADES, CA 90272	26-2060795		10,296	0			EDUCATION
UNIVERSITY OF WISCONSIN 600 HIGHLAND AVENUE MADISON, WI 53792	39-1805963		40,000	0			MEDICAL RESEARCH FELLOWSHIP

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIVERSITY OF TEXAS - SW MEDICAL CTR 5323 HARRY HINES BOULEVARD DALLAS, TX 75235	75-6002868		80,000	0		MEDICAL RESEARCH FELLOWSHIP	
UNIVERSITY OF MASSACHUSETTS 55 LAKE AVENUE NORTH WORCESTER, MA 01655	04-3167352		40,000	0		MEDICAL RESEARCH FELLOWSHIP	

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIV OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		120,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIV OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		150,000	0			MEDICAL RESEARCH GRANT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIV OF CALIF LOS ANGELES10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		150,000	0			MEDICAL RESEARCH GRANT
UNIV OF CALIF LOS ANGELES10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		120,000	0			MEDICAL RESEARCH FELLOWSHIP

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ST LUKE REGIONAL MEDICAL CTR 2720 SONE PARK BOULEVARD SIOUX CITY, IA 51104	43-1301885		40,000	0			NEONATAL VENTILATOR PROGRAM
ST FRANCIS MEDICAL CENTER FDN3630 E IMPERIAL HIGHWAY LYNWOOD, CA 90262	95-3190773		20,000	0			NEONATAL VENTILATOR PROGRAM

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PROVIDENT ST VINCENT MEDICAL 9205 SW BARNES ROAD MT 2111 PORTLAND, OR 97225	93-0575982		38,000	0			NEONATAL VENTILATOR PROGRAM
PORT HURON HOSPITAL FDN 1201 STONE STREET STE 11 PORT HURON, MI 48060	38-2777750		49,338	0			NEONATAL VENTILATOR PROGRAM

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEWARK BETH ISRAEL MED CENTER 201 LYONS AVENUE NEWARK, NJ 07112	22-2587176		50,000	0			NEONATAL VENTILATOR PROGRAM
NEW YORK UNIV SCHOOL OF MED 550 FIRST AVE BELLEVUE CHEST NEW YORK, NY 10016	13-5562308		40,000	0			MEDICAL RESEARCH FELLOWSHIP

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEW HANOVER REGIONAL MEDICAL 2131 S 17TH STREET BOX 9000 WILMINGTON, NC 28402	56-0887181		50,000	0			NEONATAL VENTILATOR PROGRAM
MOTION PICTURE AND TELEVISION FUND 23388 MULHOLLAND DRIVE WOODLAND HILLS, CA 91364	95-4597683		750,000	0			GENERAL SUPPORT - ASSISTANCE LIVING FACILITY

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
GOOD SHEPHERD FDN INC 700 E MARSHALL AVENUE LONGVIEW, TX 75601	75-2056700		37,248	0			NEONATAL VENTILATOR PROGRAM
FORT SANDERS FDN PATRICIA NEAL REHAB CTR1901 CLINCH AVENUE KNOXVILLE, TN 37916	62-1748601		150,000	0			MEDICAL RESEARCH FELLOWSHIP

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EMORY UNIVERSITY SCHOOL OF MEDICINE 550 PEACH STREET NE ATLANTA, GA 30365	58-0566256		40,000	0			MEDICAL RESEARCH FELLOWSHIP
EASTERN MARINE MEDICAL CENTER 489 STATE STREET BANGOR, ME 04401	01-0211501		50,000	0			NEONATAL VENTILATOR PROGRAM

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EAST TENNESSEE CHILDRENS HOSP 2018 CLINCH AVENUE KNOXVILLE, TN 37916	62-6002604		500,000	0			NEONATAL VENTILATOR PROGRAM
CHILDRENS MERCY HOSP & CLINICS 2401 GILLHAM ROAD KANSAS CITY, MO 64108	44-0605373		75,000	0			MEDICAL RESEARCH FELLOWSHIP

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHILDRENS HOSP KINGS DAUGHTER601 CHILDRENS LANE NORFOLK, VA 23507	54-0506321		49,850	0			NEONATAL VENTILATOR PROGRAM
BURKE REHABILITATION HOSPITAL785 MAMARONECK AVENUE WHITE PLAINS, NY 10605	13-1739937		80,000	0			MEDICAL RESEARCH GRANT

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOYS & GIRLS CLUB OF AMERICA 1275 PEACHTREE STREET NE ATLANTA, GA 30309	13-5562976		200,000	0			BE HEALTHY BE FIT
BLOOMINGTON HOSPITAL FDNPO BOX 1149 BLOOMINGTON, IN 47202	35-1720795		35,040	0			NEONATAL VENTILATOR PROGRAM

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

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BAKERSFIELD MEMORIAL HOSPITAL 420 34TH STREET BAKERSFIELD, CA 93301	95-3555043		34,384	0			NEONATAL VENTILATOR PROGRAM
ATHENS REGIONAL HEALTH SYSTEM 1199 PRINCE AVENUE ATHENS, GA 30606	58-1978389		26,670	0			NEONATAL VENTILATOR PROGRAM

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
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VOCATIONAL ASSISTANCE	1	15,297			
OTHER DIRECT ASSISTANCE	139	17,885			
MOVIE / FRUIT / BOOK SUPPORT	29	11,806			
MEDICAL REHABILITATION	43	163,590			
MEDICAL EQUIPMENT	5	1,506			
HOUSING ASSISTANCE	263	268,913			
EMERGENCY CASH GRANTS	31	2,297			
EDUCATION ASSISTANCE	8	24,000			
CARE MANAGEMENT SUPPORT	8	70,965			
BURIAL & CREMATION	4	4,956			

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

OMB No 1545-0047

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.

2012**Open to Public Inspection**Name of the organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION**Employer identification number**

15-0533551

Part I Questions Regarding Compensation

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

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

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

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|--|---|
| <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?

Yes**No**

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

4a**No**

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

4b**No**

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

4c**No****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?

5a**No**

b Any related organization?

5b**No**

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?

6a**No**

b Any related organization?

6b**No**

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

7**No**

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

8**No**

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

9**No**

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) TODD R VRADENBURG EXECUTIVE DIREC	(i) (ii)	279,824	12,000	11,308	27,213	23,930	354,275

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
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.

2012**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 15a	Form 990, Part VI, Line 15a Compensation Review & Approval Process - CEO, Top Management	COMPENSATION REVIEW IS CONDUCTED DURING A SPECIAL MEETING OF THE BOARD OF THE DIRECTORS DIRECTORS UTILIZE SALARY SURVEY DATA APPROVED UNDER GUIDELINES OF THE CALIFORNIA INTEGRITY ACT CONTEMPORANEOUS MINUTES OF THE PROCEEDINGS ARE MAINTAINED OUTLINING THE DELIBERATIONS IN THE RECORDS OF THE ORGANIZATION COMPENSATION IS RECOMMENDED BY THE COMPENSATION COMMITTEE AND RATIFIED BY THE BORAD OF DIRECTORS AT A REGULAR MEETING
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	ON AN ANNUAL BASIS EACH RESPONSIBLE PERSON IS REQUIRED TO REVIEW A COPY OF THE CONFLICT OF INTEREST POLICY AND TO ACKNOWLEDGE IN WRITING THAT HE OR SHE HAS DONE SO EACH RESPONSIBLE PERSON IS REQUIRED ANNUALLY COMPLETE A DISCLOSURE FORM IDENTIFYING ANY RELATIONSHIPS, POSITIONS, OR CIRCUMSTANCES IN WHICH THE RESPONSIBLE PERSON IS INVOLVED THAT HE OR SHE BELIEVES COULD CONTRIBUTE TO A CONFLICT OF INTEREST ARISING THE CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY BY THE BOARD ANY CHANGES TO THE POLICY ARE COMMUNICATED IMMEDIATELY TO ALL RESPONSIBLE PERSONS
Form 990, Part VI, Line 11b	Form 990, Part VI, Line 11b 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