




See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990



Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

▶ Do not enter social security numbers on this form as it may be made public

▶ Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2014

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 04-01-2014 , and ending 03-31-2015

| | | | |
|---|---|------------|---|
| B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION | | D Employer identification number 15-0533551 |
| | Doing business as | | |
| | Number and street (or P O box if mail is not delivered to street address) | Room/suite | E Telephone number (888) 994-3863 |
| | City or town, state or province, country, and ZIP or foreign postal code TOLUCA LAKE, CA 91602 | | G Gross receipts \$ 8,895,533 |
| | F Name and address of principal officer | | H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶ |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀(insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | | |
| J Website: ▶ wrinstitute.org | | | |

| | | |
|--|---------------------------------|-------------------------------------|
| K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | L Year of formation 1936 | M State of legal domicile CA |
|--|---------------------------------|-------------------------------------|

Part I

Summary

| | | | | | | | | | | | | | | | | | | | |
|---|---|--|----------|----|--|----------|----|---|----------|---|---|----------|-----|--|-----------|---|---|-----------|--|
| Activities & Governance | 1 Briefly describe the organization’s mission or most significant activities The mission of the Will Rogers Motion Picture Pioneers Foundation is to perpetuate the memory of Will Rogers by promoting and engaging in cardiopulmonary programs, as well as, public health education, under the name of Will Rogers Institute, and provide social service assistance to eligible members of the theatrical entertainment industry through the Motion Picture Pioneers Assistance Fund About The Will Rogers Institute The Will Rogers Institute is a program of the Will Rogers Motion Picture Pioneers Foundation Originally a hospital for tuberculosis-stricken Vaudevillians, The Will Rogers Memorial Hospital (established in 1936) became a national training facility for doctors treating patients with tuberculosis and the Will Rogers Institute was created Currently, the WRI perpetuates the legacy of Will Rogers as a national charitable health program dedicated to the support of research in debilitating lung disorders, medical school training fellowships, distributors of free health educ | | | | | | | | | | | | | | | | | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets | | | | | | | | | | | | | | | | | | |
| | <table><tr><td>3 Number of voting members of the governing body (Part VI, line 1a)</td><td>3</td><td>28</td></tr><tr><td>4 Number of independent voting members of the governing body (Part VI, line 1b)</td><td>4</td><td>27</td></tr><tr><td>5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)</td><td>5</td><td>9</td></tr><tr><td>6 Total number of volunteers (estimate if necessary)</td><td>6</td><td>135</td></tr><tr><td>7a Total unrelated business revenue from Part VIII, column (C), line 12</td><td>7a</td><td>0</td></tr><tr><td>b Net unrelated business taxable income from Form 990-T, line 34</td><td>7b</td><td></td></tr></table> | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 28 | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 27 | 5 Total number of individuals employed in calendar year 2014 (Part V, line 2a) | 5 | 9 | 6 Total number of volunteers (estimate if necessary) | 6 | 135 | 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 | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 28 | | | | | | | | | | | | | | | | |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 27 | | | | | | | | | | | | | | | | |
| 5 Total number of individuals employed in calendar year 2014 (Part V, line 2a) | 5 | 9 | | | | | | | | | | | | | | | | | |
| 6 Total number of volunteers (estimate if necessary) | 6 | 135 | | | | | | | | | | | | | | | | | |
| 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 | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | |

| | | | |
|---|---|----------------------------------|---------------------|
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| | 9 Program service revenue (Part VIII, line 2g) | 3,766,602 | 3,025,458 |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | | 0 |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 377,397 | 907,100 |
| | 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | -233,371 | -3,306 |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 3,910,628 | 3,929,252 |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4) | 2,134,188 | 3,272,444 |
| | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | | 0 |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 786,029 | 816,315 |
| | b Total fundraising expenses (Part IX, column (D), line 25) ▶681,559 | | 0 |
| | 17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) | | |
| | 18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) | 1,440,235 | 1,471,183 |
| Net Assets or Fund Balances | 19 Revenue less expenses Subtract line 18 from line 12 | 4,360,452 | 5,559,942 |
| | | -449,824 | -1,630,690 |
| | | Beginning of Current Year | End of Year |
| | 20 Total assets (Part X, line 16) | 22,567,039 | 22,291,553 |
| 21 Total liabilities (Part X, line 26) | 1,564,535 | 2,025,271 | |
| 22 Net assets or fund balances Subtract line 21 from line 20 | 21,002,504 | 20,266,282 | |

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 | | 2016-02-09 Date | | |
| | TODD R VRADENBURG Executive Director Type or print name and title | | | | |
| Paid Preparer Use Only | Prnt/Type preparer's name Mark A Ladesich CPA | Preparer's signature Mark A Ladesich CPA | 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 Accomplishments

Check if Schedule O contains a response or note to any line 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 educ

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

If “Yes,” describe these new services on Schedule O

Yes

No

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

If “Yes,” describe these changes on Schedule O

Yes




















No

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 \$ 2,821,950 including grants of \$ 2,817,494) (Revenue \$) |
| | ResearchThe Will Rogers Institute (WRI) is a program that has roots dating back to when the charity operated the Will Rogers Memorial Hospital A primary objective of the hospital was to conduct research for patient care and train pulmonary doctors on how to provide the best care for their patients Today, WRI funds research projects that have an impact on patient care and provides funding for medical school fellowships (training fellowships) In 2014-15, WRI funded research at Burke Rehabilitation Hospital (White Plains, NY), University of Southern California School of Medicine, University of California Los Angeles Medical School, Patricia Neal Rehabilitation Hospital (Knoxville, TN), and Childrens Mercy Hospital (Kansas City, MO) The fellowships were at Emory University (Atlanta, GA), New York University, University of Texas Medical School (Dallas, TX), University of California Los Angeles, University of Massachusetts, University of Wisconsin, and University of Southern California 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 pulmonary related therapies 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 In fiscal year 2014-15, two former recipients of the Will Rogers Institute Annual Prize for Outstanding Contributions to Lung Research, were recognized by President Obama Dr Frances Collins, Director of the National Institutes of Health and Dr Anthony Fauci, Director of the National Institute of Allergy and Infectious Diseases, were brought into the national spotlight, by president Obama, for their work on the Ebola epidemic in West Africa Both Collins and Fauci spoke to the national and media and on multiple talk shows explaining the epidemic and the methodologies for combating it A fellow funded by WRI, at University of Southern California, received recognition in 2014-15, for his work in lung injury and pulmonary edema Fellow Josh Fisher worked with Dr Alex Balekian to make a presentation at the CHEST 2014 Pulmonary Conference and shared data showing that early use of CAT scans for suspicion of lung cancer, can have a tremendous payoff in the early detection of the disease and effective treatment Lung cancer is the third most diagnosed form of cancer and lung cancer is the leading cause of cancer death for people over 50 The presentation demonstrated that of 220,000 lung cancer diagnoses in 2014, 20,000 of those cases are potentially curable with early detection from a CAT scan Brave Beginnings is EstablishedIn recent years, the WRI neonatal ventilator equipment program has grown tremendously and is no longer a small portion of the Will Rogers Institute Due to the large premature birth problem in the United States (the US has the sixth highest rate of premature births in the world, 12% of all births, in most developed countries the rate is 7.9%), hospitals have a tremendous need for additional equipment and modern equipment that will give a premature infant a fighting chance at a life without disease or a permanent disorder In 2014-15, a new program was established called Brave Beginnings The BB program replaces the WRI Neonatal Ventilator name, and will focus on activity for the specific purpose of educating the public about the problem and to raise funds that help hospital neonatal intensive care units In 2014-15, the BB program granted 22 hospitals for a total of \$980,000 The demand for equipment was five times that amount Since the ventilator grant program was established in 2006, 80 hospitals have received grants, totaling \$4 million dollars, and an estimated 70,000 infants have benefited Will Rogers Motion Picture Pioneers Foundation will put a considerable amount of effort into the Brave Beginnings program in 2015-16, in order to try and meet the need of hospitals through the US, as well as, educate the general public about the need and long-term benefits to helping premature infants develop without lifelong ailments In addition to growing the identity of the BB program, we are also working with groups and organizations involved with premature infant health to find the best roll the charity can play in solving a large problem that not many people know exists For more information on the Brave Beginnings program, see www.bravebeginnings.org |
| 4b | (Code) (Expenses \$ 856,610 including grants of \$ 435,209) (Revenue \$) |
| | Patient Assistance ProgramThe Pioneers Assistance Fund (PAF), another WRMPPF program, provides industry veterans of the theatrical community (exhibition, distribution and trade services) with financial assistance for health and welfare issues The PAF is funded by restricted donations from entertainment industry companies, foundations and individuals who work in the industry, primarily via the Pioneer of the Year Dinner event This year, the Fund provided long-term assistance to 25 clients (6 men, 19 women) and short-term assistance to 127 clients, a significant decrease from the year previous with no one factor for the decrease (80 male, 47 female) Client ailments included bone/joint/muscle disorders, brain/spinal cord/nerve disorders, heart and blood vessel disorders, lung/airway disorders, mental health issues, and financial hardship The top three reasons for assistance are 1 financial hardship, 2 cancer treatments, and 3 accident or unforeseen circumstances The age range for a long-term assistance recipient is 55 - 99, with 30% ages 81-90 The short-term client ages are from 40-100 years of age, with the majority in the 51-69 age group 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 2014-15, the Assistance Fund program continued the effort to educate industry members about life planning decisions, specifically, how to make plans that may help prevent a financial hardship Currently, 26 free booklets, on various life management and improvement topics are available The top five booklets are A Living Will, A Good Nights Sleep, Sexuality in Later Years, Healthy Aging, and Understanding Depression In addition to the booklets, all clients and interested members are given a self-care survey that is reviewed, in council, with the social workers Pioneers Assistance Fund program information can be found at www.wrpioneers.org |
| 4c | (Code) (Expenses \$ 508,763 including grants of \$ 19,740) (Revenue \$) |
| | Health EducationAnother mission of the Will Rogers Institute is to educate the public on the prevention of cardio-pulmonary disorders, as well as, how to manage such disorders The WRI continues to distribute public service announcements on an annual basis, for theatrical, web-based and television audiences Print public service announcements and digital PSAs are distributed annually to various print and electronic media outlets Celebrities, who donate their time, are featured in the public service announcements In 2014-15, the WRI did not produce a new public service announcement, so two previous PSAs were re-released and picked up a great deal of playtime The PSAs Understanding Asthma, featuring award winning actor Bryan Cranston, and the very popular Gun Fighter the Life Threatening Dangers of Smoking spots were distributed for internet/web-based audiences as well as theatrical audiences Both PSAs were released to a web based audience exclusively, being featured on blogs and Twitter channels, reaching thousands of online viewers The 2014 annual summer theatrical public service announcement, hosted by Jeff Bridges played on approximately 20,000 movie screens at 17 theater chains and drive-in locations across the United States The Will Rogers Institutes website, in addition to the Brave Beginnings website, combined are receiving approximately a half-million hits per year and 100,000+ page views In 2014-15, WRI continued a push into social media, for both WRI and BB programs, with an average of 1x per week postings on Facebook and Twitter 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 Will Rogers Institute educational booklets remain in demand, although there has not been a new WRI PSA made in two years In 2014-15, WRI distributed 16,500 free booklets, down from 26,000 the previous year The most requested booklet topics continue to be stress management, the benefits of walking, managing high blood pressure, and managing COPD By working with the Society for Public Health Education, in 2014-15, we found a project that will help deliver the mission of the Will Rogers Institute and Brave Beginnings programs A grant was provided for the SCRIPT program, Smoking Cessation and Reduction in Pregnancy Treatment The objective of the program is to use modern technology, a breath carbon monoxide monitor, educational materials and direct counseling to help pregnant women avoid smoking during pregnancy Women who smoke during pregnancy can be as high as 16%, in certain populations and demographic groups The grant provided SOPHE with training for caregivers to be counselors and doctors offices with the CO monitors Results of the program are expected in 2016 Perpetuating the Memory of Will RogersThe 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 American icons, are done in partnership with the Will Rogers Museum (Claremore, OK), the Will Rogers Ranch Foundation (Pacific Palisades, CA), and for 2014-15, a rare opportunity to work with the historical society in Saranac Lake, New York, location of the former Will Rogers Memorial Hospital In 2014-15, funds were dedicated to each organization to assist with a program they were rolling out to the public In Oklahoma, the museum continues its efforts of educating school children about the Will Rogers heritage, as well as, a growing fan base on social media channels The museum each year produces new books and electronic media on the writings and life of Will Rogers, which WRMPPF financially supports In 2014-15, WRMPPF again partnered with the Museum to sponsor the annual Will Rogers Humanitarian Award, given by the National Society of Newspaper Columnists At the time of his death in 1935, Will Rogers had the number one syndicated newspaper column in the USA We also support the museum by utilizing their suppliers for interpretive Will Rogers memorabilia, 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 website, www.willrogers.com The WRMPPF works with the Will Rogers Ranch Foundation by providing back office and administrative support The Will Rogers Ranch Foundation is a small grassroots organization with one part-time staff person In 2014-15, 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 2014 was a special year for the movie night program, Robin Williams was honored for one actor, but characters documentary of Will Rogers called Look Back in Laughter The event was attended by 300 people, who were treated to a question and answer panel consisting of the writer, director, and producer of the documentary WRMPPF also helped the Ranch Foundation create the first Boots and Ball Gowns event, a fundraiser to support historical preservation in the park 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 In 2014, California State Parks celebrated its 150th anniversary and Will Rogers State Historic Park is celebrated its 70th anniversary Public relations efforts to promote these two events are included on all tourism information 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 ▶ 4,187,323 |

Part IV Checklist of Required Schedules

| | Yes | No |
|---|---------|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A  | 1 Yes | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?  | 2 Yes | |
| 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 | 3 | No |
| 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 | 4 | No |
| 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 | 5 | No |
| 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  | 6 | No |
| 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  | 7 | No |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III  | 8 | No |
| 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  | 9 | No |
| 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  | 10 Yes | |
| 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.  | 11a Yes | |
| 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  | 11b Yes | |
| 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  | 11c | No |
| 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  | 11d | No |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X  | 11e Yes | |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X  | 11f Yes | |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII  | 12a Yes | |
| 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  | 12b | No |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 13 | No |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | 14a | No |
| 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  | 14b | No |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV  | 15 | No |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV  | 16 Yes | |
| 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)  | 17 | No |
| 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  | 18 Yes | |
| 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  | 19 Yes | |
| 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H | 20a | No |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | 20b | |

Part IV

Checklist of Required Schedules (continued)

| | | | | |
|-----|--|-----|-----|----|
| 21 | Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | 21 | Yes | |
| 22 | Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | 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? <i>If "Yes," complete Schedule J</i> | 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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i> | 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), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</i> | 25b | | No |
| 26 | Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i> | 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? <i>If "Yes," complete Schedule L, Part III</i> | 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) | | | |
| a | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28a | | No |
| b | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | 28b | | 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? <i>If "Yes," complete Schedule L, Part IV</i> | 28c | | No |
| 29 | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | 29 | | No |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | 30 | | No |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | 31 | | No |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | 32 | | 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? <i>If "Yes," complete Schedule R, Part I</i> | 33 | | No |
| 34 | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> | 34 | | No |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)? | 35a | | 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)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 35b | | No |
| 36 | Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 36 | | No |
| 37 | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | 37 | | No |
| 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 | 38 | Yes | |

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

☐

| | | | |
|---|--|-----|-----|
| | | Yes | No |
| 1a | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. | 16 | |
| 1b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. | 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. | 9 | |
| 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? <i>If "No" to line 3b, provide an explanation in Schedule O.</i> | | 3b | No |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | 4a | No |
| b If "Yes," enter the name of the foreign country: See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). | | | |
| 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. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? | | 8 | No |
| 9a Did the sponsoring organization make any taxable distributions under section 4966? | | 9a | No |
| b Did the sponsoring 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? <i>If "No," provide an explanation in Schedule O.</i> | | 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 or note to any line 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 | 28 | |
| 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 | 27 | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | 2 | No |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | 3 | No |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | No |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | No |
| 6 | Did the organization have members or stockholders? | 6 | No |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | 7a | No |
| b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | 7b | No |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | |
| a | The governing body? | 8a | Yes |
| b | Each committee with authority to act on behalf of the governing body? | 8b | Yes |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | 9 | No |

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

| | | | |
|--|--|-----|-----|
| | | Yes | No |
| 10a | Did the organization have local chapters, branches, or affiliates? | 10a | No |
| b | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | 10b | |
| 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 | Did the organization have a written conflict of interest policy? If "No," go to line 13 | 12a | Yes |
| b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | Yes |
| c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | 12c | Yes |
| 13 | Did the organization have a written whistleblower policy? | 13 | Yes |
| 14 | Did the organization have a written document retention and destruction policy? | 14 | Yes |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a | The organization's CEO, Executive Director, or top management official | 15a | Yes |
| b | Other officers or key employees of the organization | 15b | No |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) | | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | 16a | No |
| b | If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | 16b | |

Section C. Disclosure

| | | |
|----|--|--|
| 17 | List the States with which a copy of this Form 990 is required to be filed | AK, AL, AR, AZ, CA, CO, CT, DC, FL, GA, IL, KS, KY, LA, MD, ME, MI, MN, MO, MS, NC, ND, NH, NJ, NM, NY, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WI, WV |
| 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, address, and telephone number of the person who possesses the organization's books and records | TODD R VRADENBURG 10045 RIVERSIDE DRIVE TOLUCA LAKE, CA 91602 (818) 755-2300 |

Part VII

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

Check if Schedule O contains a response or note to any line 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

| (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 |
|-----------------------|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| | | | | | | | | | | |

Part VII

| (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 |
|-----------------------|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |

| | | | | | |
|-----------|--|---|---------|--|--------|
| 1b | Sub-Total | ▼ | | | |
| c | Total from continuation sheets to Part VII, Section A | ▼ | | | |
| d | Total (add lines 1b and 1c) | ▼ | 297,389 | | 50,544 |

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.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|--|--------------------------------|---------------------|
| OFFIT CAPITAL ADVISORS LLC, 485 LEXINGTON AVENUE 24TH FLOOR NEW YORK, NY 10017 | INVESTMENT MGMT CONS | 127,560 |
| | | |
| | | |
| | | |
| | | |

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

Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

| | | | (A) | (B) | (C) | (D) |
|---|-----|---|---------------|---|----------------------------------|--|
| | | | Total revenue | Related or exempt function revenue | Unrelated business revenue | Revenue excluded from tax under sections 512-514 |
| Contributions, Gifts, Grants and Other Similar Amounts | 1a | Federated campaigns 1a | | | | |
| | b | Membership dues 1b | 86,994 | | | |
| | c | Fundraising events 1c | 570,161 | | | |
| | d | Related organizations 1d | | | | |
| | e | Government grants (contributions) 1e | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above 1f | 2,368,303 | | | |
| | g | Noncash contributions included in lines 1a-1f \$ | | | | |
| | h | Total. Add lines 1a-1f | 3,025,458 | | | |
| Program Service Revenue | 2a | Business Code | | | | |
| | b | | | | | |
| | c | | | | | |
| | d | | | | | |
| | e | | | | | |
| | f | All other program service revenue | | | | |
| | g | Total. Add lines 2a-2f | 0 | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | 311,865 | | | 311,865 |
| | 4 | Income from investment of tax-exempt bond proceeds | 0 | | | |
| | 5 | Royalties | 0 | | | |
| | 6a | Gross rents | | | | |
| | 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 | | | | |
| | b | Less cost or other basis and sales expenses | | | | |
| | c | Gain or (loss) | | | | |
| | d | Net gain or (loss) | 595,235 | | | 595,235 |
| | 8a | Gross income from fundraising events (not including \$ 570,161 of contributions reported on line 1c) See Part IV, line 18 | | | | |
| | b | Less direct expenses | | | | |
| | c | Net income or (loss) from fundraising events | -18,235 | | | -18,235 |
| | 9a | Gross income from gaming activities See Part IV, line 19 | | | | |
| | b | Less direct expenses | | | | |
| | c | Net income or (loss) from gaming activities | 14,929 | | | 14,929 |
| | 10a | Gross sales of inventory, less returns and allowances | | | | |
| | b | Less cost of goods sold | | | | |
| | c | Net income or (loss) from sales of inventory | 0 | | | |
| | | Miscellaneous Revenue | | | | |
| | 11a | Business Code | | | | |
| | b | | | | | |
| | c | | | | | |
| | d | All other revenue | | | | |
| | e | Total. Add lines 11a-11d | 0 | | | |
| | 12 | Total revenue. See Instructions | 3,929,252 | | | 903,794 |

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 or note to any line 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 domestic organizations and domestic governments. See Part IV, line 21. | 2,837,235 | 2,837,235 | | |
| 2 | Grants and other assistance to domestic individuals. See Part IV, line 22. | 430,384 | 430,384 | | |
| 3 | Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16. | 4,825 | 4,825 | | |
| 4 | Benefits paid to or for members. | 0 | | | |
| 5 | Compensation of current officers, directors, trustees, and key employees. | 305,069 | 101,690 | 101,689 | 101,690 |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). | 345,790 | 198,392 | 92,412 | 54,986 |
| 7 | Other salaries and wages. | 0 | | | |
| 8 | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions). | 40,735 | 17,750 | 12,949 | 10,036 |
| 9 | Other employee benefits. | 83,641 | 36,756 | 32,116 | 14,769 |
| 10 | Payroll taxes. | 41,080 | 18,940 | 12,251 | 9,889 |
| 11 | Fees for services (non-employees): | | | | |
| a | Management. | 0 | | | |
| b | Legal. | 506 | | 506 | |
| c | Accounting. | 66,582 | | 66,582 | |
| d | Lobbying. | 0 | | | |
| e | Professional fundraising services. See Part IV, line 17. | 0 | | | |
| f | Investment management fees. | 204,614 | | 204,614 | |
| 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. | 18,777 | 5,474 | 9,197 | 4,106 |
| 14 | Information technology. | 0 | | | |
| 15 | Royalties. | 0 | | | |
| 16 | Occupancy. | 81,638 | 39,118 | 34,016 | 8,504 |
| 17 | Travel. | 37,824 | 22,311 | 3,237 | 12,276 |
| 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. | 22,912 | 9,164 | 6,874 | 6,874 |
| 23 | Insurance. | 46,629 | 1,504 | 23,130 | 21,995 |
| 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 | HEALTH EDUCATION | 319,982 | 319,982 | | |
| b | SUMMER THEATER PSA | 310,555 | | | 310,555 |
| c | Printing and Publications | 118,619 | 85,348 | 11,151 | 22,120 |
| d | Postage and Shipping | 42,463 | 11,445 | 15,622 | 15,396 |
| e | All other expenses | 200,082 | 47,005 | 64,714 | 88,363 |
| 25 | Total functional expenses. Add lines 1 through 24e. | 5,559,942 | 4,187,323 | 691,060 | 681,559 |
| 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 Sheet

Check if Schedule O contains a response or note to any line in this Part X

| | | | | | (A) | | (B) |
|-----------------------------|---|--|-----|------------|-------------------|------------|-------------|
| | | | | | Beginning of year | | End of year |
| Assets | 1 | Cash—non-interest-bearing | | | 936,523 | 1 | 1,704,058 |
| | 2 | Savings and temporary cash investments | | | 1,750,603 | 2 | 1,204,205 |
| | 3 | Pledges and grants receivable, net | | | 1,485,053 | 3 | 326,507 |
| | 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 | | | 8,474 | 8 | 15,527 |
| | 9 | Prepaid expenses and deferred charges | | | 16,183 | 9 | 15,313 |
| | 10a | Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a | 214,878 | | | |
| | b | Less accumulated depreciation | 10b | 157,256 | 69,773 | 10c | 57,622 |
| | 11 | Investments—publicly traded securities | | | 14,300,652 | 11 | 13,787,057 |
| | 12 | Investments—other securities See Part IV, line 11 | | | 3,852,986 | 12 | 5,014,609 |
| | 13 | Investments—program-related See Part IV, line 11 | | | | 13 | 0 |
| | 14 | Intangible assets | | | 10,231 | 14 | 7,825 |
| | 15 | Other assets See Part IV, line 11 | | | 136,561 | 15 | 158,830 |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | | | 22,567,039 | 16 | 22,291,553 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | 870,103 | 17 | 1,062,340 |
| | 18 | Grants payable | | | 562,000 | 18 | 812,000 |
| | 19 | Deferred revenue | | | 3,770 | 19 | |
| | 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 | | | 128,662 | 25 | 150,931 |
| | 26 | Total liabilities. Add lines 17 through 25 | | | 1,564,535 | 26 | 2,025,271 |
| 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 | | | 18,159,105 | 27 | 17,512,454 |
| | 28 | Temporarily restricted net assets | | | 2,843,399 | 28 | 2,753,828 |
| | 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 | | | 21,002,504 | 33 | 20,266,282 |
| | 34 | Total liabilities and net assets/fund balances | | | 22,567,039 | 34 | 22,291,553 |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

| | | | |
|----|---|----|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 3,929,252 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 5,559,942 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | -1,630,690 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 21,002,504 |
| 5 | Net unrealized gains (losses) on investments | 5 | 894,468 |
| 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 | 20,266,282 |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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 | | 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 | 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 | Yes | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | No |
| 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 | | |

Additional Data

Software ID: 14000265

Software Version: 2014v6.0

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 |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) TODD R VRADENBURG EXECUTIVE DIREC | 50 00 0 00 | X | | X | | | | 297,389 | 0 | 50,544 |
| (1) TIM WARNER Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (2) JEFF GOLDSTEIN Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (3) FRED VAN NOY Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (4) RICHARD M FAY Vice President | 2 00 0 00 | X | | X | | | | 0 | 0 | 0 |
| (5) CHRIS ARONSON President | 2 00 0 00 | X | | X | | | | 0 | 0 | 0 |
| (6) MARK CHRISTIANSEN Treasurer | 2 00 0 00 | X | | X | | | | 0 | 0 | 0 |
| (7) DAVID PASSMAN Vice President | 2 00 0 00 | X | | X | | | | 0 | 0 | 0 |
| (8) CLARK WOODS Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (9) ROBERT DEL MORO Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (10) STEVE BUNNELL Vice President | 2 00 0 00 | X | | X | | | | 0 | 0 | 0 |
| (11) GREG DUNN Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (12) KYLE DAVIES Vice President | 2 00 0 00 | X | | X | | | | 0 | 0 | 0 |
| (13) NICK CARPOU Vice President | 2 00 0 00 | X | | X | | | | 0 | 0 | 0 |
| (14) TED COOPER Chairman | 2 00 0 00 | X | | X | | | | 0 | 0 | 0 |
| (15) JOHN FITHIAN Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (16) SCOTT FORMAN Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (17) DAVID HOLLIS Vice President | 2 00 0 00 | X | | X | | | | 0 | 0 | 0 |
| (18) ADRIAN SMITH Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (19) MADELYN HAMMOND Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (20) ANN-ELIZABETH CROTTY Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (21) ROBERT LENIHAN Vice President | 2 00 0 00 | X | | X | | | | 0 | 0 | 0 |
| (22) JOHN SPINELLO Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (23) BRANDEN MILLER Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (24) JIM ORR 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 |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (26) ADAM MIZEL Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (1) CHARLES B MOSS Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (2) ROLANDO RODRIGUEZ Director | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2014
Open to Public Inspection

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 in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g

a

☐

Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**

b

☐

Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**

c

☐

Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**

d

☐

Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**

e

☐

Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization

f

Enter the number of supported organizations _____

g

Provide the following information about the supported organization(s)

| (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 listed in your governing document? | | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|-----------------------------------|----------|--|---|----|---|---|
| | | | Yes | No | | |
| | | | | | | |
| | | | | | | |
| 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) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (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) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (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 VI) | | | | | | |
| 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 section 501(c)(3) organization, check this box and stop here | | | | | | ▶ |

| Section C. Computation of Public Support Percentage | | | | | | |
|---|--|----|--|--|--|---|
| 14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f)) | | 14 | | | | |
| 15 Public support percentage for 2013 Schedule A, Part II, line 14 | | 15 | | | | |
| 16a 33 1/3% support test—2014. 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—2013. 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—2014. 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 VI how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization | | | | | | ▶ |
| b 10%-facts-and-circumstances test—2013. 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 VI 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 IIISupport 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) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (f) Total |
|--|-----------|-----------|-----------|-----------|-----------|------------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | 5,112,823 | 2,750,123 | 3,013,393 | 3,766,602 | 3,025,458 | 17,668,399 |
| 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 | 5,112,823 | 2,750,123 | 3,013,393 | 3,766,602 | 3,025,458 | 17,668,399 |
| 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.) | | | | | | 17,668,399 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) 2014 | (f) Total |
|--|-----------|-----------|-----------|-----------|-----------|------------|
| 9 Amounts from line 6 | 5,112,823 | 2,750,123 | 3,013,393 | 3,766,602 | 3,025,458 | 17,668,399 |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 466,554 | 538,582 | 567,130 | 494,025 | 311,865 | 2,378,156 |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | 0 |
| c Add lines 10a and 10b | 466,554 | 538,582 | 567,130 | 494,025 | 311,865 | 2,378,156 |
| 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 VI.) | | | | | | 0 |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | 5,579,377 | 3,288,705 | 3,580,523 | 4,260,627 | 3,337,323 | 20,046,555 |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|---|----|----------|
| 15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)) | 15 | 88 140 % |
| 16 Public support percentage from 2013 Schedule A, Part III, line 15 | 16 | 88 230 % |

Section D. Computation of Investment Income Percentage

| | | |
|--|----|----------|
| 17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f)) | 17 | 11 860 % |
| 18 Investment income percentage from 2013 Schedule A, Part III, line 17 | 18 | 11 770 % |

- 19a 33 1/3% support tests—2014. 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—2013. 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 Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

| | Yes | No |
|--|-----|----|
| 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain. | 1 | |
| 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2). | 2 | |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below. | 3a | |
| b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination. | 3b | |
| c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use. | 3c | |
| 4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below. | 4a | |
| b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations. | 4b | |
| c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes. | 4c | |
| 5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document). | 5a | |
| b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document? | 5b | |
| c Substitutions only. Was the substitution the result of an event beyond the organization's control? | 5c | |
| 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations, (b) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI . | 6 | |
| 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990). | 7 | |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part II of Schedule L (Form 990). | 8 | |
| 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI . | 9a | |
| b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI . | 9b | |
| c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI . | 9c | |
| 10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer b below. | 10a | |
| b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings). | 10b | |
| 11 Has the organization accepted a gift or contribution from any of the following persons? | | |
| a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization? | 11a | |
| b A family member of a person described in (a) above? | 11b | |
| c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI. | 11c | |

Part IV

Supporting Organizations (continued)

Section B. Type I Supporting Organizations

| | Yes | No |
|--|-----|----|
| 1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year. | | |
| 2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised or controlled the supporting organization. | | |

Section C. Type II Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s). | | |

Section D. All Type III Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (1) a written notice describing the type and amount of support provided during the prior tax year, (2) a copy of the Form 990 that was most recently filed as of the date of notification, and (3) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? | | |
| 2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s). | | |
| 3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard. | | |

Section E. Type III Functionally-Integrated Supporting Organizations

| | | | |
|--|----|--|--|
| 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions) | | | |
| a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below. | | | |
| b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below. | | | |
| c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions). | | | |
| 2 <u>Activities Test</u> Answer (a) and (b) below. | | | |
| a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities. | 2a | | |
| b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement. | 2b | | |
| 3 <u>Parent of Supported Organizations</u> Answer (a) and (b) below. | | | |
| a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI. | 3a | | |
| b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard. | 3b | | |

Part V – Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov 20, 1970 **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E

| Section A - Adjusted Net Income | | (A) Prior Year | (B) Current Year (optional) |
|---------------------------------|--|----------------|-----------------------------|
| 1 | Net short-term capital gain | 1 | |
| 2 | Recoveries of prior-year distributions | 2 | |
| 3 | Other gross income (see instructions) | 3 | |
| 4 | Add lines 1 through 3 | 4 | |
| 5 | Depreciation and depletion | 5 | |
| 6 | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6 | |
| 7 | Other expenses (see instructions) | 7 | |
| 8 | Adjusted Net Income (subtract lines 5, 6 and 7 from line 4) | 8 | |

| Section B - Minimum Asset Amount | | (A) Prior Year | (B) Current Year (optional) |
|----------------------------------|--|----------------|-----------------------------|
| 1 | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year) | 1 | |
| a | Average monthly value of securities | 1a | |
| b | Average monthly cash balances | 1b | |
| c | Fair market value of other non-exempt-use assets | 1c | |
| d | Total (add lines 1a, 1b, and 1c) | 1d | |
| e | Discount claimed for blockage or other factors (explain in detail in Part VI) _____ | | |
| 2 | Acquisition indebtedness applicable to non-exempt use assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | |
| 4 | Cash deemed held for exempt use Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | |
| 5 | Net value of non-exempt-use assets (subtract line 4 from line 3) | 5 | |
| 6 | Multiply line 5 by .035 | 6 | |
| 7 | Recoveries of prior-year distributions | 7 | |
| 8 | Minimum Asset Amount (add line 7 to line 6) | 8 | |

| Section C - Distributable Amount | | | Current Year |
|----------------------------------|--|---|--------------|
| 1 | Adjusted net income for prior year (from Section A, line 8, Column A) | 1 | |
| 2 | Enter 85% of line 1 | 2 | |
| 3 | Minimum asset amount for prior year (from Section B, line 8, Column A) | 3 | |
| 4 | Enter greater of line 2 or line 3 | 4 | |
| 5 | Income tax imposed in prior year | 5 | |
| 6 | Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions) | 6 | |
| 7 | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions) | | |

| Section D - Distributions | Current Year |
|--|--------------|
| 1 Amounts paid to supported organizations to accomplish exempt purposes | |
| 2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity | |
| 3 Administrative expenses paid to accomplish exempt purposes of supported organizations | |
| 4 Amounts paid to acquire exempt-use assets | |
| 5 Qualified set-aside amounts (prior IRS approval required) | |
| 6 Other distributions (describe in Part VI) See instructions | |
| 7 Total annual distributions. Add lines 1 through 6 | |
| 8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions | |
| 9 Distributable amount for 2014 from Section C, line 6 | |
| 10 Line 8 amount divided by Line 9 amount | |

| Section E - Distribution Allocations (see instructions) | (i) Excess Distributions | (ii) Underdistributions Pre-2014 | (iii) Distributable Amount for 2014 |
|---|-----------------------------|--|---|
| 1 Distributable amount for 2014 from Section C, line 6 | | | |
| 2 Underdistributions, if any, for years prior to 2014 (reasonable cause required--see instructions) | | | |
| 3 Excess distributions carryover, if any, to 2014 | | | |
| a From 2009. | | | |
| b From 2010. | | | |
| c From 2011. | | | |
| d From 2012. | | | |
| e From 2013. | | | |
| f Total of lines 3a through e | | | |
| g Applied to underdistributions of prior years | | | |
| h Applied to 2014 distributable amount | | | |
| i Carryover from 2009 not applied (see instructions) | | | |
| j Remainder Subtract lines 3g, 3h, and 3i from 3f | | | |
| 4 Distributions for 2014 from Section D, line 7 \$ | | | |
| a Applied to underdistributions of prior years | | | |
| b Applied to 2014 distributable amount | | | |
| c Remainder Subtract lines 4a and 4b from 4 | | | |
| 5 Remaining underdistributions for years prior to 2014, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions) | | | |
| 6 Remaining underdistributions for 2014 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions) | | | |
| 7 Excess distributions carryover to 2015. Add lines 3j and 4c | | | |
| 8 Breakdown of line 7 | | | |
| a From 2010. | | | |
| b From 2011. | | | |
| c From 2012. | | | |
| d From 2013. | | | |
| e From 2014. | | | |

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference

Explanation

SCHEDULE D
(Form 990)

Supplemental Financial Statements

▶ 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.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

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

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

| | | |
|---|---|------------------------------|
| | (a) Donor advised funds | (b) Funds and other accounts |
| 1 | Total number at end of year | |
| 2 | Aggregate value of contributions to (during year) | |
| 3 | Aggregate value of 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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div> | |
| 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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div> | |

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

1

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

☐ Preservation of land for public use (e g , recreation or education)

☐ Preservation of an historically important land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ 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

| | |
|---|--|
| | Held at the End of the Year |
| a | Total number of conservation easements |
| b | Total acreage restricted by conservation easements |
| c | Number of conservation easements on a certified historic structure included in (a) |
| d | Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register |

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) Revenue 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

Revenue included in Form 990, Part VIII, line 1

▶ \$ _____

b

Assets included in Form 990, Part X

▶ \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2014

Part III

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

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

☐

Public exhibition

d

☐

Loan or exchange programs

b

☐

Scholarly research

e

☐

Other

c

☐

Preservation for future generations
- 4
- Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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, for escrow or custodial account liability?
- ☐ 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 | b (c)Two years back | (d)Three years back | (e)Four years back |
|--|-----------------|---------------|---------------------|---------------------|--------------------|
| 1a Beginning of year balance | 2,843,399 | 2,161,650 | 3,048,198 | 3,581,581 | 2,898,128 |
| b Contributions | 767,039 | 1,611,322 | 981,955 | 534,180 | 1,768,850 |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | 435,209 | 547,287 | 1,745,483 | 1,033,625 | 970,335 |
| e Other expenditures for facilities and programs | 421,401 | 382,286 | 123,020 | 33,938 | 115,062 |
| f Administrative expenses | | | | | |
| g End of year balance | 2,753,828 | 2,843,399 | 2,161,650 | 3,048,198 | 3,581,581 |

- 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

3a(i)

☐ Yes

☐ No

(ii) related organizations

3a(ii)

☐ Yes

☐ No

b

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

3b

☐ Yes

☐ No
- 4
- Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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 | 5,361 | 13,021 |
| d Equipment | | 68,478 | 59,658 | 8,820 |
| e Other | | 128,017 | 92,237 | 35,780 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 57,622 |

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

| | | | |
|---|--|----|-----------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 4,858,216 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | |
| a | Net unrealized gains (losses) on investments | 2a | 894,468 |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII) | 2d | 34,496 |
| e | Add lines 2a through 2d | 2e | 928,964 |
| 3 | Subtract line 2e from line 1 | 3 | 3,929,252 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) | 5 | 3,929,252 |

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

| | | | |
|---|---|----|-----------|
| 1 | Total expenses and losses per audited financial statements | 1 | 5,594,438 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII) | 2d | 34,496 |
| e | Add lines 2a through 2d | 2e | 34,496 |
| 3 | Subtract line 2e from line 1 | 3 | 5,559,942 |
| 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 | 5,559,942 |

Part XIII

Supplemental Information

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.

| Return Reference | Explanation |
|---|---|
| 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 ASSITANCE PROGRAM AS SCHOLARSHIPS, CASH GRANTS, BURIAL & CREMATION, EMERGENCY CASH GRANTS, MEDICAL EQUIPMENT SUBSIDIES, MEDICAL REHABILITATION SERVICES AND SOCIAL SERVICES UNTIL THE ASSETS ARE CONSUMED |
| Part X 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 XI, Line 2d Other revenue amounts included in F/S but not included on form 990 | SPECIAL EVENT EXP FORM 990, VIII, LN 8b \$34496 |
| Part XII, Line 2d Other expenses and losses per audited F/S | SPECIAL EVENT EXP FORM 990, VIII, LN 8b \$34496 |
| | |
| | |
| | |

[illegible]

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990.
► Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public
Inspection

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 its grants and other 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 its grants and other assistance outside the United States.
- 3 Activites per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

| (a) Region | (b) Number of offices in the region | (c) Number of employees, agents, and independent contractors in region | (d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region) | (e) If activity listed in (d) is a program service, describe specific type of service(s) in region | (f) Total expenditures for and investments in region |
|--|-------------------------------------|--|---|--|--|
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| (5) | | | | | |
| 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.

| 1 | (a) Name of organization | (b) IRS code section and EIN (if applicable) | (c) Region | (d) Purpose of grant | (e) Amount of cash grant | (f) Manner of cash disbursement | (g) Amount of non-cash assistance | (h) Description of non-cash assistance | (i) Method of valuation (book, FMV, appraisal, other) |
|--------------|---------------------------------|---|-------------------|-----------------------------|---------------------------------|--|--|---|--|
| (1) | | | | | | | | | |
| (2) | | | | | | | | | |
| (3) | | | | | | | | | |
| (4) | | | | | | | | | |

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

3 Enter total number of other organizations or entities ▶ _____

Part III

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

| (a) Type of grant or assistance | (b) Region | (c) Number of recipients | (d) Amount of cash grant | (e) Manner of cash disbursement | (f) Amount of non-cash assistance | (g) Description of non-cash assistance | (h) Method of valuation (book, FMV, appraisal, other) |
|---------------------------------|---------------------|--------------------------|--------------------------|---------------------------------|-----------------------------------|--|---|
| (1) HOUSING ASSISTANCE | EAST ASIA / PACIFIC | 1 | 4,825 | WIRE TRANSFER | | | |
| (2) | | | | | | | |
| (3) | | | | | | | |
| (4) | | | | | | | |
| (5) | | | | | | | |
| (6) | | | | | | | |
| (7) | | | | | | | |
| (8) | | | | | | | |
| (9) | | | | | | | |
| (10) | | | | | | | |
| (11) | | | | | | | |
| (12) | | | | | | | |
| (13) | | | | | | | |
| (14) | | | | | | | |
| (15) | | | | | | | |
| (16) | | | | | | | |
| (17) | | | | | | | |
| (18) | | | | | | | |

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes,"the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)*

☐ Yes

☒ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; do not file with Form 990)*

☐ 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, Information 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; do not file with Form 990)*

☐ Yes

☒ No

Part V Supplemental Information

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).

990 Schedule F, Supplemental Information

| Return Reference | Explanation |
|---|--|
| Part I, Line 2 - Grantmakers Explanation For Monitoring Use of Funds Outside US | EACH APPLICANT IS REQUIRED TO COMPLETE AN APPLICATION, SUPPLEMENTED WITH RECENT BANK STATEMENTS, FINANCIAL RECORDS AND FEDERAL TAX RETURN. STAFF CAN PROVIDE UP TO \$3,000 PER PERSON IN ASSISTANCE WITHOUT COMMITTEE APPROVAL. ALL ASSISTANCE REQUESTS IN EXCESS OF \$3,000 MUST BE APPROVED BY THE ASSISTANCE COMMITTEE (COMPRISED OF BOARD OFFICERS, EXECUTIVE COMMITTEE MEMBERS AND REGULAR BOARD MEMBERS). ONCE A CASE IS ESTABLISHED, STAFF PRODUCES A MONTHLY REPORT TO THE COMMITTEE. FOR LONG-TERM CASES, THE CLIENT MUST REAPPLY ANNUALLY. |

SCHEDULE G
(Form 990 or 990-EZ)

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.
▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number

15-0533551

Part I

Fundraising Activities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1

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

a

☐

Mail solicitations

e

☐

Solicitation of non-government grants

b

☐

Internet and email solicitations

f

☐

Solicitation of government grants

c

☐

Phone solicitations

g

☐

Special fundraising events

d

☐

In-person solicitations
- 2a

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

☐

Yes

☒

No
- 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 | | | |
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |
| Total ▶ | | | | | | |

- 3

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

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events |
|-----------------|----|---|---|------------------|-------------------------------|
| | | PIONEER OF THE YEAR (event type) | FILM ROW CHARITY GOLF CLASSIC (event type) | (total number) | (add col (a) through col (c)) |
| Revenue | 1 | Gross receipts | 524,015 | 57,660 | 581,675 |
| | 2 | Less Contributions . . | 511,065 | 59,096 | 570,161 |
| | 3 | Gross income (line 1 minus line 2) | 12,950 | -1,436 | 11,514 |
| Direct Expenses | 4 | Cash prizes | | | |
| | 5 | Noncash prizes . . | | | |
| | 6 | Rent/facility costs . . | 8,249 | | 8,249 |
| | 7 | Food and beverages . | 10,072 | | 10,072 |
| | 8 | Entertainment | 269 | | 269 |
| | 9 | Other direct expenses . | 11,159 | | 11,159 |
| | 10 | Direct expense summary Add lines 4 through 9 in column (d) ▶ | | | |
| | 11 | Net income summary Subtract line 10 from line 3, column (d) ▶ | | | |
| | | | | | (29,749) |
| | | | | | -18,235 |

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

| | | (a) Bingo | (b) Pull tabs/Instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col (a) through col (c)) |
|-----------------|---|---|---|--|--|
| | | | | | |
| Revenue | 1 | Gross revenue | | 19,676 | 19,676 |
| | 2 | Cash prizes | | | |
| Direct Expenses | 3 | Non-cash prizes | | 4,747 | 4,747 |
| | 4 | Rent/facility costs | | | |
| | 5 | Other direct expenses | | | |
| | 6 | <div><div><input type="checkbox"/> Yes _____ %</div><div><input checked="" type="checkbox"/> No</div></div> | <div><div><input type="checkbox"/> Yes _____ %</div><div><input checked="" type="checkbox"/> No</div></div> | <div><div><input checked="" type="checkbox"/> Yes 70 000 %</div><div><input type="checkbox"/> No</div></div> | |
| | 7 | Direct expense summary Add lines 2 through 5 in column (d) ▶ | | | |
| | 8 | Net gaming income summary Subtract line 7 from line 1, column (d) ▶ | | | |
| | | | | | 4,747 |
| | | | | | 14,929 |

9 Enter the state(s) in which the organization conducts gaming activities CA

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

☒ Yes ☐ No

b If "No," explain _____

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

☐ Yes ☒ No

b If "Yes," explain _____

11

Does the organization conduct 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 activities conducted in

| | | | |
|---|-----------------------------|-----|-----------|
| a | The organization's facility | 13a | % |
| b | An outside facility | 13b | 100 000 % |

14

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

Name

Address 10045 RIVERSIDE DRIVE 3RD FLOOR
TOLUCA LAKE,CA 91602

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 CHRISTINA BLUMER

Gaming manager compensation \$ 10,000

Description of services provided EVENT MANAGER

☐ 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 \$ 17,708

Part IV Supplemental Information. 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 provide any additional information (see instructions).

| Return Reference | Explanation |
|---|-------------|
| Part III, Line 17b - Distributions Required Under State Law | CA \$17708 |

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

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

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

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public
Inspection

Name of the organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number
15-0533551

Part I

General Information on Grants and Assistance

1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2

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

Part II

Grants and Other Assistance to Domestic Organizations and Domestic Governments. 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 section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|---------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| See Additional Data Table | | | | | | | |

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

39

3

Enter total number of other organizations listed in the line 1 table

0

Part III

Grants and Other Assistance to Domestic Individuals. 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 |
|--------------------------------|-------------------------|-------------------------|----------------------------------|--|---------------------------------------|
| See Additional Data Table | | | | | |

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

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

Software ID: 14000265
Software Version: 2014v6.0
EIN: 15-0533551
Name: WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 |
|--|------------|------------------------------------|--------------------------|-----------------------------------|--|--|------------------------------------|
| BETTER HEALTH EAST BAY FDN2855 TELEGRAPH AVE STE 601 BERKLEY,CA 94705 | 51-0160184 | | 76,600 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| BURKE REHABILITATION HOSPITAL785 MAMARONECK AVENUE WHITE PLAINS,NY 10605 | 13-1739937 | | 80,000 | 0 | | | MEDICAL RESEARCH GRANT |
| CHILDRENS HOSP OF WISCONSINPO BOX 1997 MILWAUKEE,WI 53201 | 39-1500075 | | 32,902 | 0 | | | NEONATAL VENTILATOR PROGRAM |

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 MERCY HOSP & CLINICS2401 GILLHAM ROAD KANSAS CITY,MO 64108 | 44-0605373 | | 75,000 | 0 | | | MEDICAL RESEARCH FELLOWSHIP |
| CHILDRENS MERCY HOSPAL & CLN2401 GILLHAM ROAD KANSAS CITY,MO 64108 | 44-0605373 | | 30,000 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| EAST TENNESSEE CHILDRENS HOSP2018 CLINCH AVENUE KNOXVILLE,TN 37916 | 62-6002604 | | 750,000 | 0 | | | NEONATAL VENTILATOR PROGRAM |

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 MEDICINE550 PEACH STREET NE ATLANTA,GA 30365 | 58-0566256 | | 40,000 | 0 | | | MEDICAL RESEARCH FELLOWSHIP |
| FORT SANDERS FDN PATRICIA NEAL REHAB CTR1901 CLINCH AVENUE KNOXVILLE,TN 37916 | 62-1748601 | | 150,000 | 0 | | | MEDICAL RESEARCH FELLOWSHIP |
| GROSSMONT HOSPITAL FOUNDATION5555 GROSSMONT CENTER DRIVE LA MESA,CA 91942 | 33-0124488 | | 40,000 | 0 | | | NEONATAL VENTILATOR PROGRAM |

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 |
|---|------------|------------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| LE BONHEUR CHILDRENS HOSP FD850 POPLAR AVENUE MEMPHIS, TN 38103 | 62-1872938 | | 65,000 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| LOMA LINDA UNIV CHILDRENS H11175 CAMPUS STREET STE B LOMA LINDA, CA 92354 | 33-0565591 | | 42,267 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| MADISON MEMORIAL HOSPITAL450 E MAIN REXBURG, ID 83440 | 82-6001347 | | 39,000 | 0 | | | NEONATAL VENTILATOR PROGRAM |

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 |
|---|------------|------------------------------------|--------------------------|-----------------------------------|--|--|------------------------------------|
| MEMORIAL HOSPITAL GULFPORTPO BOX 940 BILOXI,MS 39502 | 20-4535203 | | 16,500 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| MERCY FOUNDATION NORTH2625 EDITH AVE STE E REDDING,CA 96001 | 94-3136799 | | 41,670 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| MERIDIAN HEALTH SYSTEM INC1345 CAMPUS PKWY STE A2 NEPTUNE,NJ 07753 | 22-2342452 | | 38,369 | 0 | | | NEONATAL VENTILATOR PROGRAM |

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 |
|--|------------|------------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| MERITER FOUNDATION INC 202 S PARK STREET MADISON, WI 53715 | 23-7098688 | | 40,000 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| MISSION HEALTHCARE FOUNDATION 890 HENDERSONVILLE ROAD ASHEVILLE, NC 28803 | 56-1881331 | | 86,708 | 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 Domestic Organizations and Domestic Governments.

| (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 |
|---|------------|------------------------------------|--------------------------|-----------------------------------|--|--|------------------------------------|
| NORTHRIDGE HOSPITAL FDN18300 ROSCOE BOULEVARD NORTHRIDGE,CA 91328 | 23-7444901 | | 39,462 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| OAKWOOD HEALTHCARE FOUNDATION23400 MICHIGAN AVE STE 301 DEARBORN,MI 48124 | 38-3432073 | | 40,299 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| PALMETTO HEALTH FOUNDATION1600 MARION STREET COLUMBIA,SC 29202 | 57-0725699 | | 9,503 | 0 | | | NEONATAL VENTILATOR PROGRAM |

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 |
|--|------------|------------------------------------|--------------------------|-----------------------------------|--|--|------------------------------------|
| PEACH HEALTH SW MEDICAL CTRPO BOX 1600 VANCOUVER,WA 98668 | 91-1231436 | | 32,545 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| PROVIDENCE HLTHCARE FDN E WA101 W EIGHTH AVENUE SPOKANE,WA 99204 | 32-0014330 | | 44,660 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| PROVIDENCE HOSPITAL 16001 W NINE MILE ROAD SOUTHFIELD,MI 48075 | 38-1358212 | | 27,424 | 0 | | | NEONATAL VENTILATOR PROGRAM |

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 |
|---|------------|------------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| PROVIDENCE ST VINCENT MED FDN9205 SW BARNES ROAD PORTLAND,OR 97225 | 93-0575982 | | 35,500 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| RADY CHILDRENS HOPITAL FDN3020 CHILDRENS WAY MC 5005 SAN DIEGO,CA 92123 | 33-0170626 | | 36,600 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| SPECTRUM HEALTH FOUNDATION100 MICHIGAN STREET NE MC 004 GRAND RAPIDS,MI 49503 | 38-2752328 | | 26,579 | 0 | | | NEONATAL VENTILATOR PROGRAM |

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 OF MISS UNIV MS MED CTR2500 N STATE ST JACKSON,MS 39216 | 64-6008520 | | 23,106 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| ST VINCENT HOSP-SISTER THIRD835 S VAN BUREN STREET GREEN BAY,WI 54301 | 39-0817529 | | 13,521 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| ST LOUIS CHILDRENS HOSP FDNONE CHILDRENS PLACE ST LOUIS,MO 63110 | 43-1626863 | | 50,000 | 0 | | | NEONATAL VENTILATOR PROGRAM |

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 | | 120,000 | 0 | | | MEDICAL RESEARCH FELLOWSHIP |
| UNIV OF CALIF LOS ANGELES10833 LE CONTE AVENUE LOS ANGELES,CA 90024 | 95-6006143 | | 150,000 | 0 | | | MEDICAL RESEARCH GRANT |
| UNIV OF SOUTHERN CALIFORNIA2020 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 Domestic Organizations and Domestic Governments.

| (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 CALIFORNIA2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES,CA 90033 | 95-1642394 | | 120,000 | 0 | | | MEDICAL RESEARCH FELLOWSHIP |
| UNIVERSITY OF MASSACHUSETTS55 LAKE AVENUE NORTH WORCESTER,MA 01655 | 04-3167352 | | 40,000 | 0 | | | MEDICAL RESEARCH FELLOWSHIP |
| UNIVERSITY OF TEXAS - SW MEDICAL CTR5323 HARRY HINES BOULEVARD DALLAS,TX 75235 | 75-6002868 | | 80,000 | 0 | | | MEDICAL RESEARCH FELLOWSHIP |

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

| (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 WISCONSIN600 HIGHLAND AVENUE MADISON, WI 53792 | 39-1805963 | | 40,000 | 0 | | | MEDICAL RESEARCH FELLOWSHIP |
| VMC FOUNDATION2400 MOORPARK AVE STE 207 SAN JOSE, CA 95128 | 77-0187890 | | 50,000 | 0 | | | NEONATAL VENTILATOR PROGRAM |
| WILL ROGERS RANCH FOUNDATIONPO BOX 502 PAC PALISADES, CA 90272 | 26-2060795 | | 18,369 | 0 | | | EDUCATION |

Form 990, Schedule I, Part III, Grants and Other Assistance to Domestic Individuals.

| (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 |
|--------------------------------|-------------------------|-------------------------|----------------------------------|--|---------------------------------------|
| OTHER DIRECT ASSISTANCE | 83 | 2,159 | | | |
| BURIAL & CREMATION | 2 | 2,210 | | | |
| MEDICAL EQUIPMENT | 9 | 7,982 | | | |
| MEDICAL REHABILITATION | 70 | 109,077 | | | |
| CARE MANAGEMENT SUPPORT | 7 | 402 | | | |
| MOVIE / FRUIT / BOOK SUPPORT | 25 | 11,621 | | | |
| HOUSING ASSISTANCE | 152 | 255,139 | | | |
| EDUCATION ASSISTANCE | 13 | 41,000 | | | |
| VOCATIONAL ASSISTANCE | 1 | 794 | | | |

Schedule J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
▶ Attach to Form 990.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number

15-0533551

Part I

Questions Regarding Compensation

| | Yes | No |
|---|-----|----|
| <div><div>1a</div><div>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.</div><div><div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Tax idemnification and gross-up payments</div><div><input type="checkbox"/> Discretionary spending account</div></div><div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div></div></div> | | |
| <div><div>1b</div><div>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.</div></div> | | |
| <div><div>2</div><div>Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?</div></div> | | |
| <div><div>3</div><div>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.</div><div><div><div><input checked="" type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Form 990 of other organizations</div></div><div><div><input checked="" type="checkbox"/> Written employment contract</div><div><input checked="" type="checkbox"/> Compensation survey or study</div><div><input checked="" type="checkbox"/> Approval by the board or compensation committee</div></div></div></div> | | |
| <div><div>4</div><div>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:</div></div> | | |
| <div><div>a</div><div>Receive a severance payment or change-of-control payment?</div></div> | | No |
| <div><div>b</div><div>Participate in, or receive payment from, a supplemental nonqualified retirement plan?</div></div> | | No |
| <div><div>c</div><div>Participate in, or receive payment from, an equity-based compensation arrangement?</div><div>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</div></div> | | No |
| <div><div></div><div>Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.</div></div> | | |
| <div><div>5</div><div>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:</div></div> | | |
| <div><div>a</div><div>The organization?</div></div> | | No |
| <div><div>b</div><div>Any related organization?</div><div>If "Yes," to line 5a or 5b, describe in Part III.</div></div> | | No |
| <div><div>6</div><div>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:</div></div> | | |
| <div><div>a</div><div>The organization?</div></div> | | No |
| <div><div>b</div><div>Any related organization?</div><div>If "Yes," to line 6a or 6b, describe in Part III.</div></div> | | No |
| <div><div>7</div><div>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.</div></div> | | No |
| <div><div>8</div><div>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.</div></div> | | No |
| <div><div>9</div><div>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</div></div> | | 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 in column(B) 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) | 285,989 | | 11,400 | 27,591 | 22,953 | 347,933 | |
| | (ii) | | | | | | | |

Part III **Supplemental Information**

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.

| Return Reference | Explanation |
|------------------|-------------|
|------------------|-------------|

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 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

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

990 Schedule O, Supplemental Information

| Return Reference | Explanation |
|---|---|
| Form 990, Part VI, Line 11b Form 990 Review Process | |
| Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts | ON AN ANNUAL BASIS EACH RESPONSIBLE PERSON IS REQUIRED TO REVIEW A COPY OF THE CONFLICT OF INTEREST POLICY AND TO ACKNOWLEDGE IN WRITING THAT HE OR SHE HAS DONE SO EACH RESPONSIBLE PERSON IS REQUIRED ANNUALLY COMPLETE A DISCLOSURE FORM IDENTIFYING ANY RELATIONSHIPS, POSITIONS, OR CIRCUMSTANCES IN WHICH THE RESPONSIBLE PERSON IS INVOLVED THAT HE OR SHE BELIEVES COULD CONTRIBUTE TO A CONFLICT OF INTEREST ARISING THE CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY BY THE BOARD ANY CHANGES TO THE POLICY ARE COMMUNICATED IMMEDIATELY TO ALL RESPONSIBLE PERSONS |
| Form 990, Part VI, Line 15a Compensation Review & Approval Process - 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 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 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 |