

2015

Open to Public Inspection

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

A For the 2015 calendar year, or tax year beginning 04-01-2015, and ending 03-31-2016

B Check if applicable

C Name of organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

D Employer identification number

15-0533551

 Address change Name change Initial return Final return/terminated Amended return Application pending

Doing business as

E Telephone number

(888) 994-3863

Number and street (or P O box if mail is not delivered to street address) Room/suite
6767 FOREST LAWN DRCity or town, state or province, country, and ZIP or foreign postal code
LOS ANGELES, CA 90068

G Gross receipts \$ 9,912,492

F Name and address of principal officer

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

H(c) Group exemption number ►

I Tax-exempt status 501(c)(3) 501(c) () (Insert no) 4947(a)(1) or 527J Website: ► willrogersmotionpicture.orgK Form of organization Corporation Trust Association Other ►

L Year of formation 1936 M State of legal domicile CA

Part I Summary

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

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

Activities & Governance

Revenue

Expenses

Net Assets or Fund Balances

Sign Here

Paid Preparer Use Only

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

3 Number of voting members of the governing body (Part VI, line 1a)	3	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 2015 (Part V, line 2a)	5	10
6 Total number of volunteers (estimate if necessary)	6	109
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	

8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9 Program service revenue (Part VIII, line 2g)	3,025,458	4,000,603
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	907,100	431,000
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-3,306	-174,903
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,929,252	4,256,700

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,272,444	2,283,667
14 Benefits paid to or for members (Part IX, column (A), line 4)		0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	816,315	863,646
16a Professional fundraising fees (Part IX, column (A), line 11e)		0
b Total fundraising expenses (Part IX, column (D), line 25) ► 731,591		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,471,183	1,738,657
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	5,559,942	4,885,970
19 Revenue less expenses Subtract line 18 from line 12	-1,630,690	-629,270

20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X, line 26)	22,291,553	20,053,349
22 Net assets or fund balances Subtract line 21 from line 20	2,025,271	1,856,583
	20,266,282	18,196,766

Part II Signature Block

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

***** Signature of officer TODD R VRADENBURG Executive Director Type or print name and title	2016-02-13 Date
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Print/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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2015)

Part III Statement of Program Service AccomplishmentsCheck 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? Yes No

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

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

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported**4a (Code) (Expenses \$ 1,315,669 including grants of \$ 1,040,289) (Revenue \$)**

Neonatal Ventilator Program - Brave Beginnings Formally an initiative in the Will Rogers Institute In 2015, the Will Rogers Institute Neonatal Ventilator Equipment Program was officially renamed, Brave Beginnings (BB) A large portion of WRI program resources was dedicated to the launch and establishing the new program name, especially in the healthcare community that encompasses individuals and organizations that are all dedicated to the issue of premature births in the United States 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 2015-16, the BB program issued 29 grants that serviced 43 hospitals The total amount of grant funding was \$1,040,289 The demand for equipment was approximately \$7,000,000 Since the ventilator grant program was established in 2006, 148 hospitals have received grants, totaling \$5 7 million dollars, and an estimated 91,000 infants have benefitted The Will Rogers Motion Picture Pioneers Foundation will continue to put a considerable amount of effort into the Brave Beginnings program in 2016-17, to try and meet the need of hospitals through the US, as well as, educate the public about the need and long-term benefits to helping premature infants develop without lifelong ailments Along with many other individuals and organizations dedicated to fighting the preemie epidemic, the Brave Beginnings program will try to help eliminate a generation of children growing up with ailments and disorders, due to being born prematurely The 2015 spokesperson for Brave Beginnings was world renowned actress Zoe Saldana The public service announcement she made for BB played at 17 movie theater circuits, either on the big screen or on lobby entertainment monitors Ms Saldana also helped provide a social media push to the effort by communicating with her 2 2 million followers on Facebook and Twitter Ms Saldana was also extremely helpful, as a spokesperson, due to an exclusive interview with People Magazine (circulation 3 5 million), that featured discussion about Brave Beginnings and premature births (Ms Saldana gave birth to twin preemies) Also, discussed in the article, was the Omaze contest, Which Zoe dedicated the portion of funds raised from her participation to Brave Beginnings The Omaze contest offered one a chance to go on location with the cast and crew of the Star Trek movie, by making a donation Ms Saldanas portion of the campaign generated over \$100,000 for Brave Beginnings and tremendous public awareness about the premature birth rate in the US

4b (Code) (Expenses \$ 1,039,740 including grants of \$ 495,150) (Revenue \$)

Patient Assistance ProgramThe Pioneers Assistance Fund (PAF), provides people who work or have spent a career in theatrical entertainment 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 28 clients (8 men, 18 women) and short-term assistance to 95 clients (60 male, 35 female), a significant decrease from the year previous with no one factor for the decrease 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 circumstance The age ranges for a long-term assistance recipients are 50 - 99, with many those receiving assistance between the ages 71 90 The short-term client ages are from 20-100 years of age, with the majority receiving assistance in the 51 70 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 2015, the number one health ailment, for clients needing financial assistance, was cancer For the first time, in many decades, a few clients were homeless, a possible trend for people applying for financial assistance In 2015-16, the Assistance Fund program continued the effort to educate industry members about life planning booklets decisions, specifically, how to make plans that may help prevent a financial hardship Currently, 26 free booklets, on various life management and improvement topics 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 In 2015, social media channels were also used to communicate with theatrical industry members, with specific messages about financial planning and personal health management

4c (Code) (Expenses \$ 730,544 including grants of \$ 730,000) (Revenue \$)

Research The 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 general pulmonary research that provides training for the next generation of pulmonologists and pulmonary researchers, as well as, provides funding for medical school fellowships (training fellowships) In 2015-16, WRI funded research at Burke Rehabilitation Hospital (White Plains, NY), University of Southern California School of Medicine, University of California Los Angeles Medical School, and Patricia Neal Rehabilitation Hospital (Knoxville, TN) 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 2014, two former recipients of the Will Rogers Institute Annual Prize for Outstanding Contributions to Lung Research, were recognized by President Obama Dr Francis 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 In 2015, both Dr Collins and Dr Fauci continued to be in the news to explain infectious disease issues, specifically the Zika virus We are very proud to have had an association with both gentlemen and happy to know that Will Rogers Institute was correct in recognizing both doctors for their past contributions to pulmonary medicine and their potential to help mankind in the future

4d Other program services (Describe in Schedule O) (Expenses \$ 347,183 including grants of \$ 18,228) (Revenue \$)**4e Total program service expenses ► 3,433,136**

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 Section 501(c)(3) organizations.
Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

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

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

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

- a** Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
- b** Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
- c** Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
- d** Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
- e** Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
- f** Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

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

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

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV

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

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

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

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

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

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

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

Part IV Checklist of Required Schedules (continued)

21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II **21** Yes

22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III **22** Yes

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

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

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

c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? **24b** No

d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? **24c** No

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? If "Yes," complete Schedule L, Part I **25a** No

b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I

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? If "Yes," complete Schedule L, Part II **26** No

27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III **27** No

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

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

28a No

b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV **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? If "Yes," complete Schedule L, Part IV **28c** No

29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M **29** No

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M **30** No

31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I **31** No

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II **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? If "Yes," complete Schedule R, Part I **33** No

34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 **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)? If "Yes," complete Schedule R, Part V, line 2 **35b** No

36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 **36** No

37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI **37** No

38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 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 ComplianceCheck 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	1a	16
1b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	10
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	No
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	No
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for 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).	7a	Yes
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	Yes
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	0
d	If "Yes," indicate the number of Forms 8282 filed during the year	7e	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	No
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	No
8	Sponsoring organizations maintaining donor advised funds.	9a	No
	Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	9b	No
9a	Did the sponsoring organization make any taxable distributions under section 4966?		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
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.	13a	No
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	13b	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

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

If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O

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

10a Did the organization have local chapters, branches, or affiliates? **10a** No

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? **10b**

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? **11a** Yes

b Describe in Schedule O the process, if any, used by the organization to review this Form 990 **12a** Yes

12a Did the organization have a written conflict of interest policy? If "No," go to line 13 **12b** Yes

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

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done **13** Yes

13 Did the organization have a written whistleblower policy? **14** Yes

14 Did the organization have a written document retention and destruction policy? **15** 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? **15a** Yes

a The organization's CEO, Executive Director, or top management official **15b** No

b Other officers or key employees of the organization **16a**

If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) **16b** No

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? **16b**

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 , 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

Own website Another's website Upon request 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 6767 FOREST LAWN DR 303 LOS ANGELES, CA 90068 (323) 688-2524

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 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

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

1b Sub-Total	►		
c Total from continuation sheets to Part VII, Section A	►		
d Total (add lines 1b and 1c)	►	385,690	66,737

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? If "Yes," complete Schedule J for such individual	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. 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	124,515

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b 133,732			
	c Fundraising events	1c 1,963,042			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 1,903,829			
	g Noncash contributions included in lines 1a-1f \$	_____			
	h Total. Add lines 1a-1f	► 4,000,603			
Program Service Revenue	2a	Business Code			
	b	_____			
	c	_____			
	d	_____			
	e	_____			
	f All other program service revenue	_____			
	g Total. Add lines 2a-2f	► 0			
	3 Investment income (including dividends, interest, and other similar amounts)	► 260,540			260,540
4 Income from investment of tax-exempt bond proceeds	► 0				
5 Royalties	► 0				
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses	_____	_____			
c Rental income or (loss)	_____	_____			
d Net rental income or (loss)	► 0				
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	4,878,852	739,349			
b Less cost or other basis and sales expenses	4,815,237	632,504			
c Gain or (loss)	63,615	106,845			
d Net gain or (loss)	► 170,460			170,460	
8a Gross income from fundraising events (not including \$ 1,963,042 of contributions reported on line 1c) See Part IV, line 18	a	33,148			
b Less direct expenses	b	208,051			
c Net income or (loss) from fundraising events	► -174,903			-174,903	
9a Gross income from gaming activities See Part IV, line 19	a	0			
b Less direct expenses	b	0			
c Net income or (loss) from gaming activities	► 0				
10a Gross sales of inventory, less returns and allowances .	a	0			
b Less cost of goods sold	b	0			
c Net income or (loss) from sales of inventory	► 0				
Miscellaneous Revenue	Business Code				
11a	_____				
b	_____				
c	_____				
d All other revenue	_____				
e Total. Add lines 11a-11d	► 0				
12 Total revenue. See Instructions	► 4,256,700			256,097	

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	1,788,517	1,788,517		
2 Grants and other assistance to domestic individuals See Part IV, line 22	493,054	493,054		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16	2,096	2,096		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	306,238	102,079	102,080	102,079
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	370,278	234,873	71,449	63,956
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	40,261	16,855	13,612	9,794
9 Other employee benefits	102,795	43,994	43,525	15,276
10 Payroll taxes	44,074	21,952	11,305	10,817
11 Fees for services (non-employees)				
a Management	0			
b Legal	5,207		5,207	
c Accounting	76,530		76,530	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	168,664		168,664	
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	35,178	9,576	18,420	7,182
14 Information technology	3,438	3,438		
15 Royalties	0			
16 Occupancy	89,398	42,836	37,249	9,313
17 Travel	154,650	128,638	8,259	17,753
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	21,840	8,736	6,552	6,552
23 Insurance	38,509	2,599	24,206	11,704
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 <u>HEALTH EDUCATION</u>	345,089	345,089		
b <u>SUMMER THEATER PSA</u>	219,445			219,445
c <u>Printing and Publications</u>	186,688	123,430	28,443	34,815
d <u>INDIRECT EVENT COSTS</u>	117,237			117,237
e <u>All other expenses</u>	276,784	65,374	105,742	105,668
25 Total functional expenses. Add lines 1 through 24e	4,885,970	3,433,136	721,243	731,591
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

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

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	1,704,058	1 1,848,401
	2 Savings and temporary cash investments	1,204,205	2 479,915
	3 Pledges and grants receivable, net	326,507	3 1,220,627
	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	15,527	8 35,746
	9 Prepaid expenses and deferred charges	15,313	9 91,983
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	171,315
	b Less accumulated depreciation	10b	113,055
		57,622	10c 58,260
	11 Investments—publicly traded securities	13,787,057	11 12,420,931
	12 Investments—other securities See Part IV, line 11	5,014,609	12 3,717,314
	13 Investments—program-related See Part IV, line 11	13	0
	14 Intangible assets	7,825	14 5,419
	15 Other assets See Part IV, line 11	158,830	15 174,753
	16 Total assets. Add lines 1 through 15 (must equal line 34)	22,291,553	16 20,053,349
Liabilities	17 Accounts payable and accrued expenses	1,062,340	17 1,291,524
	18 Grants payable	812,000	18 400,000
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	
	22 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	25	150,931 165,059
	26 Total liabilities. Add lines 17 through 25	26	2,025,271 1,856,583
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	17,512,454	27 14,232,468
	28 Temporarily restricted net assets	2,753,828	28 3,964,298
	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	33	20,266,282 18,196,766
	34 Total liabilities and net assets/fund balances	34	22,291,553 20,053,349

Part XI Reconciliation of Net AssetsCheck 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	4,256,700
2 Total expenses (must equal Part IX, column (A), line 25)	2	4,885,970
3 Revenue less expenses Subtract line 2 from line 1	3	-629,270
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20,266,282
5 Net unrealized gains (losses) on investments	5	-1,440,246
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	18,196,766

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

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

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

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

Separate basis Consolidated basis Both consolidated and separate basis

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

Separate basis Consolidated basis Both consolidated and separate basis

3a 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

3b If "Yes," to line 2a or 2b, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

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

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

Additional Data

Software ID: 15000324
Software Version: 2015v3.0
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

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	Instrumental Trustee	Officer	Key employee	Highest compensated employee			
STEVE BUNNELL	2 00								
Vice President	0 00	X		X			0	0	0
GREG DUNN	1 00								
Director	0 00	X					0	0	0
KYLE DAVIES	2 00								
Treasurer	0 00	X		X			0	0	0
NICK CARPOU	2 00								
Vice President	0 00	X		X			0	0	0
MEG WILSON	1 00								
Director	0 00	X					0	0	0
JOHN FITHIAN	1 00								
Director	0 00	X					0	0	0
SCOTT FORMAN	1 00								
Director	0 00	X					0	0	0
DAVID HOLLIS	2 00								
Vice President	0 00	X		X			0	0	0
ADRIAN SMITH	1 00								
Director	0 00	X					0	0	0
MADELYN HAMMOND	1 00								
Director	0 00	X					0	0	0

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

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

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

2015**Open to Public
Inspection**Department of the
Treasury
Internal Revenue Service**Name of the organization**
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION**Employer identification number**

15-0533551

Part I 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 (Form 990 or 990-EZ))
 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 (see instructions))	(iv) Is the organization listed in your governing document?	(v) Amount of monetary support (see instructions)	(vi) A amount of other support (see instructions)
Total			Yes	No	

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)2011	(b)2012	(c)2013	(d)2014	(e)2015	(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)2011	(b)2012	(c)2013	(d)2014	(e)2015	(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 2015 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2014 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2015. 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—2014. 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—2015. 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—2014. 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 III Support Schedule for Organizations Described in Section 509(a)(2)

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a)2011	(b)2012	(c)2013	(d)2014	(e)2015	(f)Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	2,750,123	3,013,393	3,766,602	3,025,458	4,000,603	16,556,179
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	2,750,123	3,013,393	3,766,602	3,025,458	4,000,603	16,556,179
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.)						16,556,179

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a)2011	(b)2012	(c)2013	(d)2014	(e)2015	(f)Total
9 Amounts from line 6	2,750,123	3,013,393	3,766,602	3,025,458	4,000,603	16,556,179
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	538,582	567,130	494,025	311,865	260,540	2,172,142
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	538,582	567,130	494,025	311,865	260,540	2,172,142
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.)	3,288,705	3,580,523	4,260,627	3,337,323	4,261,143	18,728,321

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 2015 (line 8, column (f) divided by line 13, column (f))	15	88 400 %
16 Public support percentage from 2014 Schedule A, Part III, line 15	16	88 140 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2015 (line 10c, column (f) divided by line 13, column (f))	17	11 600 %
18 Investment income percentage from 2014 Schedule A, Part III, line 17	18	11 860 %
19a 33 1/3% support tests—2015. 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—2014. 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

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*

	Yes	No
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?

c **Substitutions only.** Was the substitution the result of an event beyond the organization's control?

5b	
-----------	--

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**

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*

	Yes	No
1		
2		

Section C. Type II Supporting Organizations

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)*

	Yes	No
1		

Section D. All Type III Supporting Organizations

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? *If "Yes," describe in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s)*

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*

	Yes	No
1		
2		
3		

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 The organization satisfied the Activities Test Complete **line 2** below

b The organization is the parent of each of its supported organizations Complete **line 3** below

c The organization supported a governmental entity Describe in Part VI how you supported a government entity (see instructions)

2 Activities Test 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*

	Yes	No
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*

	Yes	No
2b		

3 Parent of Supported Organizations 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*

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*

	Yes	No
3a		
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

1 Net short-term capital gain
2 Recoveries of prior-year distributions
3 Other gross income (see instructions)
4 Add lines 1 through 3
5 Depreciation and depletion
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)
7 Other expenses (see instructions)
8 **Adjusted Net Income** (subtract lines 5, 6 and 7 from line 4)

	(A) Prior Year	(B) Current Year (optional)
1		
2		
3		
4		
5		
6		
7		
8		

Section B - Minimum Asset Amount

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

	(A) Prior Year	(B) Current Year (optional)
1		
1a		
1b		
1c		
1d		
2		
3		
4		
5		
6		
7		
8		

Section C - Distributable Amount

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

	Current Year
1	
2	
3	
4	
5	
6	

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

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 2015 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-2015	(iii) Distributable Amount for 2015
1 Distributable amount for 2015 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2015 (reasonable cause required--see instructions)			
3 Excess distributions carryover, if any, to 2015			
a			
b			
c			
d From 2013.			
e From 2014.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2015 distributable amount			
i Carryover from 2010 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2015 from Section D, line 7 \$ _____			
a Applied to underdistributions of prior years			
b Applied to 2015 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2015, if any Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions)			
6 Remaining underdistributions for 2015 Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions)			
7 Excess distributions carryover to 2016. Add lines 3j and 4c			
8 Breakdown of line 7			
a			
b			
c Excess from 2013.			
d From 2014.			
e From 2015.			

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

2015

Open to Public
Inspection**SCHEDULE D**
(Form 990)**Supplemental Financial Statements**

► Complete if the organization answered "Yes," on 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.Department of the
Treasury
Internal Revenue ServiceName of the organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATIONEmployer identification number
15-0533551**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.**
Complete if the organization answered "Yes" on 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? Yes No6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No**Part II Conservation Easements.** Complete if the organization answered "Yes" on 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)
 Protection of natural habitat
 Preservation of open space

Preservation of an historically important land area
 Preservation of a certified historic structure

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
2a	
2b	
2c	
2d	

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 No6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
► _____7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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" on 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 on 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 on Form 990, Part VIII, line 1 ► \$ _____

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

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

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

a Public exhibition

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" on 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	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

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	2,753,828	2,843,399	2,161,650	3,048,198	3,581,581
b Contributions	2,772,361	767,039	1,611,322	981,955	534,180
c Net investment earnings, gains, and losses					
d Grants or scholarships	495,150	435,209	547,287	1,745,483	1,033,625
e Other expenditures for facilities and programs	1,066,741	421,401	382,286	123,020	33,938
f Administrative expenses					
g End of year balance	3,964,298	2,753,828	2,843,399	2,161,650	3,048,198

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 on lines 2a, 2b, and 2c should equal 100%

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

(i) unrelated organizations

Yes No

(ii) related organizations

Yes No

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

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)	Accumulated (c) depreciation	(d) Book value
1a Land			1		1
b Buildings					
c Leasehold improvements					
d Equipment		60,580		26,256	34,324
e Other		110,734		86,799	23,935
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))					58,260

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b.

See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		

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

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

1	Total revenue, gains, and other support per audited financial statements	1	3,187,990
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains (losses) on investments	2a	-1,440,246
b	Donated services and use of facilities	2b	149,366
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	222,170
e	Add lines 2a through 2d	2e	-1,068,710
3	Subtract line 2e from line 1	3	4,256,700
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	4,256,700

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

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

1	Total expenses and losses per audited financial statements	1	5,257,506
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	149,366
b	Prior year adjustments	2b	
c	Other losses	2c	14,118
d	Other (Describe in Part XIII)	2d	208,052
e	Add lines 2a through 2d	2e	371,536
3	Subtract line 2e from line 1	3	4,885,970
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	4,885,970

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 ASSISTANCE PROGRAM AS SCHOLARSHIPS, CASH GRANTS, BURIAL & CREMATION, EMERGENCY CASH GRANTS, MEDICAL EQUIPMENT SUBSIDIES, MEDICAL REHABILITATION SERVICES AND SOCIAL SERVICES UNTIL THE ASSETS ARE CONSUMED

Part XIII Supplemental Information (continued)

Return Reference	Explanation
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 \$208052 LOSSES OF ASSETS FORM 990, VIII LN 7d \$14118
Part XII, Line 2d Other expenses and losses per audited F/S	SPECIAL EVENT EXP FORM 990, VIII, LN 8b \$208052

SCHEDULE F
(Form 990)

Statement of Activities Outside the United States

2015

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

► 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.

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

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

Part II Grants and Other Assistance to Organizations or Entities Outside the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

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

3 Enter total number of other organizations or entities ►

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	2,096	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

2015

Open to Public
InspectionSCHEDULE G
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue ServiceSupplemental Information Regarding
Fundraising or Gaming ActivitiesComplete if the organization answered "Yes" on 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

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" on Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

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

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

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising 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
1		Yes	No			
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" on 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 PIONEER OF THE YEAR (event type)	(b) Event #2 FILM ROW CHARITY GOLF CLASSIC (event type)	(c) Other events <hr/> (total number)	(d) Total events (add col (a) through col (c))
Revenue				
1 Gross receipts	1,892,275	103,915		1,996,190
2 Less Contributions	1,881,775	81,267		1,963,042
3 Gross income (line 1 minus line 2)	10,500	22,648		33,148
Direct Expenses				
4 Cash prizes				
5 Noncash prizes		12,456		12,456
6 Rent/facility costs		13,014		13,014
7 Food and beverages	63,636	14,031		77,667
8 Entertainment	18,350			18,350
9 Other direct expenses	86,564			86,564
10 Direct expense summary Add lines 4 through 9 in column (d) ►				208,051
11 Net income summary Subtract line 10 from line 3, column (d) ►				-174,903

Part III Gaming.

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

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

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

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 activity conducted in

13a	%
13b	%

a The organization's facility

b An outside facility

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

Name ► _____

Address ► _____

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

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

c If "Yes," enter name and address of the third party

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer

Employee

Independent contractor

17 Mandatory distributions

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

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

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

Return Reference

Explanation

Schedule I (Form 990)

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

Complete if the organization answered "Yes," on 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.

**Open to Public
Inspection**

Department of the
Treasury
Internal Revenue Service

Name of the organization

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number

15-0533551

Part I General Information on Grants and Assistance

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on 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.

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on 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
(1) BURIAL & CREMATION	3	3,611			
(2) MEDICAL EQUIPMENT	4	3,742			
(3) MEDICAL REHABILITATION	53	127,257			
(4) CARE MANAGEMENT SUPPORT	23	850			
(5) MOVIE / FRUIT / BOOK SUPPORT	22	10,633			
(6) HOUSING ASSISTANCE	87	343,790			
(7) VOCATIONAL ASSISTANCE	5	3,171			

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.
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 ORGANIZATION'S PROGRAMS AND SERVICES. THE FELLOWSHIP AND GRANTS COMMITTEE APPROVES THE RECIPIENTS WITH CONSULTATION AND RECOMMENDATION OF THE INSTITUTES MEDICAL ADVISOR WHO IS AN EXPERT IN LUNG RESEARCH. The MOTION PICTURE Pioneers Assistance FUND Program is managed by professional social workers. The individuals who receive assistance are placed into two broad categories long-term or short-term assistance. The individuals who receive long-term assistance are represented in Direct Cash Assistance. The majority of the expenses are paid directly to vendors. Direct Cash Assistance is justified for the following needs: Health Insurance, Dental insurance, Prescription co-pays, Home Health Care, Rent, Food and Clothing, Medical Supplies, Home Supplies (i.e. sheets and fixtures), and Transportation.

Additional Data

Software ID: 15000324
Software Version: 2015v3.0
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 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
ALLEGHENY HEALTH NETWORK 120 FIFTH ST STE 922 PITTSBURGH, PA 15222	45-3674924		49,558	0			NEONATAL VENTILATOR PROGRAM
ALTRU HEALTH FOUNDATION 2501 DEmERS aVENUE GRAN FORKS, ND 58201	45-0368330		50,000	0			NEONATAL VENTILATOR PROGRAM
ARROWHEAD REGIONAL MEDICAL CT PO BOX 2206 COLTON, CA 92324	95-3213342		28,430	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 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
AULTMAN HOSPITAL 2600 SIXTH ST SW CANTON, OH 44720	34-0714538		21,708	0			NEONATAL VENTILATOR PROGRAM
BAPTIST HOSP OF SE TEXAS 810 HOSPITAL DRIVE 235 BEAUMONT, TX 77701	61-1557670		35,000	0			NEONATAL VENTILATOR PROGRAM
BURKE REHABILITATION HOSPITAL 785 MAMARONECK AVENUE WHITE PLAINS, NY 10605	13-1739937		50,000	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 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
CHI HEALTH GOOD SAMARITAN 10 E 31ST PO BOX 1990 KEARNEY, NE 68848	47-0379755		54,000	0			NEONATAL VENTILATOR PROGRAM
CHILDRENS HOSPITALNATIONAL 111 MICHIGAN AVENU NW WASHINGTON, DC 20010	53-0196580		32,601	0			NEONATAL VENTILATOR PROGRAM
DCH FOUNDATION 809 UNIVERSITY BLVD E TUSCALOOSA, AL 35401	63-0718581		23,600	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 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
EASTERN MAINE MED CENTER 43 WHITING HILL BREWER, ME 04412	01-0211501		45,000	0			NEONATAL VENTILATOR PROGRAM
EMORY UNIVERSITY SCHOOL OF MEDICINE 550 PEACH STREET NE ATLANTA, GA 30365	58-0566256		40,000	0			MEDICAL RESEARCH FELLOWSHIP
FLOYD HEALTHCARE FOUNDATION 400 TURNER MCCALL BLVD 102 ROME, GA 30165	58-1375074		30,000	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 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
FORSYTH MEDICAL CENTER FDN 3333 SILAS CREEK PKWY WINSTONSALEM, NC 27103	56-2120959		15,000	0			NEONATAL VENTILATOR PROGRAM
FORT SANDERS FDN PATRICIA NEAL REHAB CTR 1901 CLINCH AVENUE KNOXVILLE, TN 37916	62-1748601		90,000	0			MEDICAL RESEARCH FELLOWSHIP
GOOD SAMARITAN HOSPITAL 1225 WILSHIRE BLVD LOS ANGELES, CA 90017	95-1656366		16,750	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 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
HARDIN MEMORIAL HOSPITAL 913 N DIXIE AVENUE ELIZABETH, KY 42701	61-1251585		50,000	0			NEONATAL VENTILATOR PROGRAM
HUNTSVILLE HOSPITAL FDN 101 SIVLEY ROAD HUNTSVILLE, AL 35801	63-0752604		22,500	0			NEONATAL VENTILATOR PROGRAM
JAMES WHITCOMB RILEY MEMORIAL 30 S MERIDIAN ST 200 INDIANAPOLIS, IN 46204	35-0868147		42,000	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 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
LAFAYETTE GENERAL FOUNDATION 1214 COLLIDGE ST LAFAYETTE, LA 70503	37-1766778		10,000	0			NEONATAL VENTILATOR PROGRAM
LITTLE COMPANY OF MARY HOSPTL 2800 W 95TH ST EVERGREEN PARK, IL 60805	36-3993337		23,576	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 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
PEACE HEALTH SACRED HEART MED 123 INTERNATIONAL WAY SPRINGFIELD, OR 97477	93-6026548		30,000	0			NEONATAL VENTILATOR PROGRAM
PIEDMONT HEALTHCARE FDN 1968 PEACHTREE RD NW ATLANTA, GA 30309	58-1272768		25,000	0			NEONATAL VENTILATOR PROGRAM
PROVIDENCE HEALTH & SERVICES 501 S BUENA VISTA ST BURBANK, CA 91505	95-3544877		46,000	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 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
RAPID CITY REGIONAL HOSPITAL 353 FAIRMONT BLVD RAPID CITY, SD 57701	46-0319070		35,391	0			NEONATAL VENTILATOR PROGRAM
ROCHESTER GENERAL HOSPITAL 1425 PORTLAND AVENUE ROCHESTER, NY 14621	16-0743134		70,700	0			NEONATAL VENTILATOR PROGRAM
SANFORD BISMARCK 300 N 7TH ST BISMARCK, ND 58501	45-0226700		38,475	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 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 ELIZABETH HOSPITAL 1506 S ONEIDA ST APPLETON, WI 54915	39-1256677		25,000	0			NEONATAL VENTILATOR PROGRAM
ST PETERS UNIVERSITY HOSP 254 EASTON AVENUE NW BRUNSWICK, NJ 08901	22-1487330		35,000	0			NEONATAL VENTILATOR PROGRAM
ST ROSE DOMINICAN HEALTH 102 E LAKE MEAD PKWY HENDERSON, NV 89015	88-0349432		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 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
STATE UNIVERSITY OF IOWA 105 JESSUP HALL IOWA CITY, IA 52242	42-6004813		30,000	0			NEONATAL VENTILATOR PROGRAM
TRUMAN MEDICAL CENTER FDN 2310 HOLMES 735 KANSAS CITY, MO 64108	43-1194064		67,000	0			NEONATAL VENTILATOR PROGRAM
U OF MARYLAND MEDICAL 110 S PACA ST 9TH FLOOR BALTIMORE, MD 21201	52-2238893		38,000	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 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 ANGELES 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		80,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIV OF CALIF LOS ANGELES 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		80,000	0			MEDICAL RESEARCH GRANT
UNIV OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		150,000	0			MEDICAL RESEARCH GRANT

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

(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
UNIV OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		120,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF TEXAS - SW MEDICAL CTR 5323 HARRY HINES BOULEVARD DALLAS, TX 75235	75-6002868		40,000	0			MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF WISCONSIN 600 HIGHLAND AVENUE MADISON, WI 53792	39-1805963		40,000	0			MEDICAL RESEARCH FELLOWSHIP

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

(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
WILL ROGERS RANCH FOUNDATION PO BOX 502 PAC PALISADES, CA 90272	26-2060795		14,620	0		EDUCATION	

2015

Open to Public
Inspection**Schedule J**
(Form 990)**Compensation Information**

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

► Complete if the organization answered "Yes" on 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.Department of the
Treasury
Internal Revenue ServiceName of the organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number

15-0533551

Part I Questions Regarding Compensation

Yes No

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

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

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**1b****2****3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

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

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization**a** Receive a severance payment or change-of-control payment?**4a** No**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**4b** No**c** Participate in, or receive payment from, an equity-based compensation arrangement?**4c** No

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

Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**5** For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of**5a** No**a** The organization?**5b** No**b** Any related organization?

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

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of**6a** No**a** The organization?**6b** No**b** Any related organization?

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

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III**7** No**8** Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III**8** No**9** If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?**9** No

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

For each individual whose compensation must be reported on 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 benefits	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 TODD R VRADENBURG EXECUTIVE DIREC	(i) 290,090 -----	(ii) -----	(iii) 11,400 -----	(C) 27,857 -----	(D) 22,953 -----	(E) 352,300 -----	(F) -----

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

2015

Open to Public
Inspection**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.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 III, Line 4d Other Program Services Description	OTHER PROGRAM SERVICES 4 Patient Assistance ProgramThe Pioneers Assistance Fund (PAF), provides people who work or have spent a career in theatrical entertainment 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 28 clients (8 men, 18 women) and short-term assistance to 95 clients (60 male, 35 female), a significant decrease from the year previous with no one factor for the decrease. 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 circumstance. The age ranges for a long-term assistance recipients are 50 - 99, with many those receiving assistance between the ages 71-90. The short-term client ages are from 20-100 years of age, with the majority receiving assistance in the 51-70 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 2015, the number one health ailment, for clients needing financial assistance, was cancer. For the first time, in many decades, a few clients were homeless, a possible trend for people applying for financial assistance. In 2015-16, the Assistance Fund program continued the effort to educate industry members about life planning booklets decisions, specifically, how to make plans that may help prevent a financial hardship. Currently, 26 free booklets, on various life management and improvement topics. 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. In 2015, social media channels were also used to communicate with theatrical industry members, with specific messages about financial planning and personal health management.
Form 990, Part VI, Line 11b Form 990 Review Process	A COMPLETE ELECTRONIC COPY OF THE ORGANIZATION'S FINAL FORM 990 (INCLUDING ALL REQUIRED SCHEDULES) IS MADE AVAILABLE TO THE VOTING MEMBERS OF THE GOVERNING BODY FOR REVIEW PRIOR TO FILING

990 Schedule O, Supplemental Information

Return Reference	Explanation
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 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 BOARD OF DIRECTORS AT A REGULAR MEETING.

990 Schedule O, Supplemental Information

Return Reference	Explanation
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