

Form **8879-EO**

**IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2012, or fiscal year beginning 4/01, 2012, and ending 3/31, 2013.

2012

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**

Name of exempt organization

**WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION**

Employer identification number

15-0533551

Name and title of officer

TODD R. VRADENBURG

EXECUTIVE DIRECTOR

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a**, **2a**, **3a**, **4a**, or **5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b**, **2b**, **3b**, **4b**, or **5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1 a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1 b <u>5,328,789.</u>
2 a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2 b _____
3 a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3 b _____
4 a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4 b _____
5 a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5 b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize MARK A. LADESICH, CPA to enter my PIN 09735 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN 95266691659
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ _____

**ERO Must Retain This Form – See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

BAA For Paperwork Reduction Act Notice, see instructions.

Form **8879-EO**

Return of Organization Exempt From Income Tax

2012

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning 4/01, **2012, and ending** 3/31, **2013**

B Check if applicable:	C	D Employer Identification Number
<input type="checkbox"/> Address change	WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION 10045 RIVERSIDE DRIVE, 3RD FLOOR TOLUCA LAKE, CA 91602	15-0533551
<input type="checkbox"/> Name change		E Telephone number
<input type="checkbox"/> Initial return		(888) 994-3863
<input type="checkbox"/> Terminated		G Gross receipts \$ 25,935,415.
<input type="checkbox"/> Amended return		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Application pending	F Name and address of principal officer: SAME AS C ABOVE	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list. (see instructions)
I Tax-exempt status	<input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H(c) Group exemption number ▶
J Website: ▶	WRINSTITUTE.ORG	
K Form of organization:	<input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of Formation: 1936 M State of legal domicile: CA

Part I Summary

1	Briefly describe the organization's mission or most significant activities: <u>THE MISSION OF THE WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION IS TO PERPETUATE THE MEMORY OF WILL ROGERS BY PROMOTING AND ENGAGING IN CARDIOPULMONARY PROGRAMS, AS WELL AS, PUBLIC HEALTH EDUCATION, UNDER THE NAME OF WILL ROGERS INSTITUTE, AND PROVIDE SOCIAL SERVICE</u>		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	47
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	46
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	10
6	Total number of volunteers (estimate if necessary)	6	122
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	2,750,123.	3,013,393.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	915,899.	2,403,847.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-10,738.	-88,451.
	12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,655,284.	5,328,789.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,272,979.	3,612,154.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	862,829.	832,924.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 686,751.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,373,976.	1,502,611.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,509,784.	5,947,689.	
19 Revenue less expenses. Subtract line 18 from line 12	-854,500.	-618,900.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	22,288,878.	21,924,996.
	22 Net assets or fund balances. Subtract line 21 from line 20	730,591.	1,549,922.
		21,558,287.	20,375,074.

Part II Signature Block

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

Sign Here	Signature of officer	Date	
	TODD R. VRADENBURG		EXECUTIVE DIRECTOR
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	MARK A. LADESICH, CPA		
	Firm's name ▶	Firm's EIN ▶	
	MARK A. LADESICH, CPA	95-4603698	
Firm's address ▶	Phone no.		
301 E. COLORADO BLVD., STE 624	(626) 685-2777		
PASADENA, CA 91101-1918			

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

SEE SCHEDULE O

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 [X] 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 [X] No

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 2,073,557. including grants of \$ 3,025,826.) (Revenue \$)

SEE SCHEDULE O

4b (Code:) (Expenses \$ 1,704,203. including grants of \$ 586,328.) (Revenue \$)

SEE SCHEDULE O

4c (Code:) (Expenses \$ 875,921. including grants of \$) (Revenue \$)

SEE SCHEDULE O

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

(Expenses \$ including grants of \$) (Revenue \$)

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

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A.....	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?.....	X	
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.....		X
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.....		X
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.....		X
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.....		X
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.....		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III.....		X
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.....		X
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.....	X	
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.....	X	
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.....	X	
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.....		X
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.....		X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X.....	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.....	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, and XII.....	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional.....		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.....		X
14a Did the organization maintain an office, employees, or agents outside of the United States?.....		X
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.....		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV.....		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV.....	X	
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).....		X
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.....	X	
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.....		X
20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H.....		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?.....		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III.</i>	X	
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J.</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1.</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI.</i>		X
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.	X	

BAA

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year... 47; 1b Enter the number of voting members included in line 1a, above, who are independent... 46; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? X; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? X; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? X; 5 Did the organization become aware during the year of a significant diversion of the organization's assets? X; 6 Did the organization have members or stockholders? X; 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? X; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body? X; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? X; b Each committee with authority to act on behalf of the governing body? X; 9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O. X

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? X; 10b 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?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? X; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O; 12a Did the organization have a written conflict of interest policy? If 'No,' go to line 13. X; 12b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? X; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. SEE SCHEDULE O. X; 13 Did the organization have a written whistleblower policy? X; 14 Did the organization have a written document retention and destruction policy? X; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official. SEE SCHEDULE O. X; b Other officers of key employees of the organization. X; If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? X; 16b 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 taken steps to safeguard the organization's exempt status with respect to such arrangements? X

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
[X] Own website [X] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
TODD R. VRADENBURG 10045 RIVERSIDE DRIVE TOLUCA LAKE CA 91602 (818) 755-2300

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TODD R. VRADENBURG EXECUTIVE DIREC	50 0	X		X				303,132.	0.	51,143.
(2) TIM WARNER VICE PRESIDENT	2 0	X		X				0.	0.	0.
(3) JEFF GOLDSTEIN DIRECTOR	1 0	X						0.	0.	0.
(4) BRUCE SNYDER DIRECTOR	1 0	X						0.	0.	0.
(5) FRED VAN NOY VICE PRESIDENT	2 0	X		X				0.	0.	0.
(6) JIM AMOS VICE PRESIDENT	2 0	X		X				0.	0.	0.
(7) ERIK LOMIS DIRECTOR	1 0	X						0.	0.	0.
(8) RICHARD M. FAY VICE PRESIDENT	2 0	X		X				0.	0.	0.
(9) CHUCK VIANE DIRECTOR	1 0	X						0.	0.	0.
(10) CHRIS ARONSON PRESIDENT	2 0	X		X				0.	0.	0.
(11) MARK CHRISTIANSEN TREASURER	2 0	X		X				0.	0.	0.
(12) DAVID PASSMAN VICE PRESIDENT	2 0	X		X				0.	0.	0.
(13) CLARK WOODS DIRECTOR	1 0	X						0.	0.	0.
(14) ROBERT DEL MORO DIRECTOR	1 0	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) NIKKI ROCCO DIRECTOR	1 0	X					0.	0.	0.
(16) JOHN LUNDIN DIRECTOR	1 0	X					0.	0.	0.
(17) DANIEL R. FELLMAN DIRECTOR	1 0	X					0.	0.	0.
(18) JEROME A. FORMAN DIRECTOR	1 0	X					0.	0.	0.
(19) STEVE BUNNELL DIRECTOR	1 0	X					0.	0.	0.
(20) GREG DUNN DIRECTOR	1 0	X					0.	0.	0.
(21) RORY BRUER DIRECTOR	1 0	X					0.	0.	0.
(22) TOM SHERAK DIRECTOR	1 0	X					0.	0.	0.
(23) KYLE DAVIES SECRETARY	2 0	X		X			0.	0.	0.
(24) RON GIAMBRA DIRECTOR	1 0	X					0.	0.	0.
(25) NICK CARPOU DIRECTOR	1 0	X					0.	0.	0.
1 b Sub-total							303,132.	0.	51,143.
c Total from continuation sheets to Part VII, Section A							0.	0.	0.
d Total (add lines 1b and 1c)							303,132.	0.	51,143.
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 1									

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

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
NELSON COMPANY, LLC 4517 MORNINGSIDE AVENUE ST. PAUL , MN 55127	MEDIA DESIGN CONTENT	105,496.

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

Department of the Treasury
Internal Revenue Service

Name of the Organization WILL ROGERS MOTION PICTURE	Employer Identification number 15-0533551
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Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
TED COOPER ----- CHAIRMAN	2 0			X				0.	0.	0.
JOHN FITHIAN ----- DIRECTOR	1 0	X						0.	0.	0.
KEVIN GRAYSON ----- VICE PRESIDENT	2 0			X				0.	0.	0.
SCOTT FORMAN ----- DIRECTOR	1 0	X						0.	0.	0.
STEVEN FREIDLANDER ----- DIRECTOR	1 0	X						0.	0.	0.
DAVID HOLLIS ----- VICE PRESIDENT	2 0	X		X				0.	0.	0.
SONNY GOURLEY ----- DIRECTOR	1 0	X						0.	0.	0.
DENISE K. GURIN ----- DIRECTOR	1 0	X						0.	0.	0.
ADRIAN SMITH ----- VICE PRESIDENT	2 0	X		X				0.	0.	0.
MADelyn HAMMOND ----- DIRECTOR	1 0	X						0.	0.	0.
ANN-ELIZABETH CROTTY ----- DIRECTOR	1 0	X						0.	0.	0.
ROBERT LENIHAN ----- VICE PRESIDENT	1 0	X		X				0.	0.	0.
JOHN SPINELLO ----- DIRECTOR	1 0	X						0.	0.	0.
NANCY KLUETER ----- DIRECTOR	1 0	X						0.	0.	0.
BRANDEN MILLER ----- DIRECTOR	1 0	X						0.	0.	0.
JIM ORR ----- VICE PRESIDENT	2 0	X		X				0.	0.	0.
ADAM MIZEL ----- DIRECTOR	1 0	X						0.	0.	0.
CHARLES B. MOSS ----- DIRECTOR	1 0	X						0.	0.	0.
BRUCE J. OLSEN ----- DIRECTOR	1 0	X						0.	0.	0.
RICK SANDS ----- DIRECTOR	1 0	X						0.	0.	0.
JIM SMITH ----- DIRECTOR	1 0	X						0.	0.	0.

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a				
	b Membership dues	1 b 99,335.				
	c Fundraising events	1 c 721,597.				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 2,192,461.				
	g Noncash contributions included in Ins 1a-1f: \$					
	h Total. Add lines 1a-1f	▶ 3,013,393.				
	PROGRAM SERVICE REVENUE	Business Code				
		2 a -----				
b -----						
c -----						
d -----						
e -----						
f All other program service revenue						
g Total. Add lines 2a-2f	▶					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)	▶ 567,130.			567,130.	
	4 Income from investment of tax-exempt bond proceeds	▶				
	5 Royalties	▶				
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)	▶				
	7 a Gross amount from sales of assets other than inventory.	(i) Securities	22277388.			
		(ii) Other	42,934.			
		b Less: cost or other basis and sales expenses	20483605.			
		c Gain or (loss)	1,793,783.	42,934.		
	d Net gain or (loss)	▶ 1,836,717.			1,836,717.	
	8 a Gross income from fundraising events (not including \$ 721,597. of contributions reported on line 1c). See Part IV, line 18	a 34,570.				
		b Less: direct expenses	b 123,021.			
c Net income or (loss) from fundraising events		▶ -88,451.			-88,451.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities	▶				
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory	▶				
Miscellaneous Revenue		Business Code				
11 a -----						
	b -----					
	c -----					
	d All other revenue					
	e Total. Add lines 11a-11d	▶				
12 Total revenue. See instructions	▶ 5,328,789.	0.	0.	2,315,396.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash – non-interest-bearing	1,388,800.	1	1,419,989.
	2 Savings and temporary cash investments	932,736.	2	519,424.
	3 Pledges and grants receivable, net	995,000.	3	
	4 Accounts receivable, net		4	
	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	
	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	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	45,016.	9	23,633.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 197,311.		
	b Less: accumulated depreciation	10b 117,725.	81,146.	10c 79,586.
	11 Investments – publicly traded securities	18,721,565.	11	15,591,539.
	12 Investments – other securities. See Part IV, line 11		12	4,181,318.
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets	15,043.	14	12,637.
	15 Other assets. See Part IV, line 11	109,572.	15	96,870.
16 Total assets. Add lines 1 through 15 (must equal line 34)	22,288,878.	16	21,924,996.	
LIABILITIES	17 Accounts payable and accrued expenses	614,709.	17	645,273.
	18 Grants payable	32,000.	18	812,000.
	19 Deferred revenue		19	3,770.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	83,882.	25	88,879.
	26 Total liabilities. Add lines 17 through 25	730,591.	26	1,549,922.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	18,510,090.	27	18,213,424.
	28 Temporarily restricted net assets	3,048,197.	28	2,161,650.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	21,558,287.	33	20,375,074.	
34 Total liabilities and net assets/fund balances	22,288,878.	34	21,924,996.	

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Form 990 (2012)

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,328,789.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,947,689.
3	Revenue less expenses. Subtract line 2 from line 1	3	-618,900.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	21,558,287.
5	Net unrealized gains (losses) on investments	5	-564,313.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	20,375,074.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2b	Were the organization's financial statements audited by an independent accountant?	X	
If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

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Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

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

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11 g (i)	
(ii) A family member of a person described in (i) above?	11 g (ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11 g (iii)	
- h Provide the following information about the supported organization(s).

	(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of monetary support
				Yes	No	Yes	No	Yes	No	
(A)										
(B)										
(C)										
(D)										
(E)										
Total										

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

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

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6.	5,834,003.	4,913,552.	5,112,823.	2,750,123.	3,013,393.	21,623,894.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	632,737.	542,685.	466,554.	538,582.	567,130.	2,747,688.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						0.
c Add lines 10a and 10b.	632,737.	542,685.	466,554.	538,582.	567,130.	2,747,688.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
13 Total support. (Add lns 9, 10c, 11, and 12.)	6,466,740.	5,456,237.	5,579,377.	3,288,705.	3,580,523.	24,371,582.
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)).	15	88.73 %
16 Public support percentage from 2011 Schedule A, Part III, line 15.	16	88.71 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)).	17	11.27 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17.	18	11.29 %

- 19a 33-1/3% support tests – 2012.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶
- b 33-1/3% support tests – 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ▶

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

PUBLIC DISCLOSURE COPY
Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No. 1545-0047

2012

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

Employer identification number
15-0533551

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012) **or 990-PF.**

Name of organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 350,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 26,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 97,775.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 63,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 294,713.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 7,819.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	----- ----- -----	\$ 6,039.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	----- ----- -----	\$ 20,350.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	----- ----- -----	\$ 9,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	----- ----- -----	\$ 23,850.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	----- ----- -----	\$ 8,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	----- ----- -----	\$ 1,043,900.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	----- ----- -----	\$ 17,550.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	----- ----- -----	\$ 49,788.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	----- ----- -----	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	----- ----- -----	\$ 153,656.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	----- ----- -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	----- ----- -----	\$ 7,300.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	----- ----- -----	\$ 9,650.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization WILL ROGERS MOTION PICTURE	Employer identification number 15-0533551
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	----- ----- -----	\$ 11,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	----- ----- -----	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	----- ----- -----	\$ 15,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28	----- ----- -----	\$ 8,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	----- ----- -----	\$ 5,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30	----- ----- -----	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	----- ----- -----	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32	----- ----- -----	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33	----- ----- -----	\$ 9,975.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34	----- ----- -----	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35	----- ----- -----	\$ 6,014.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36	----- ----- -----	\$ 8,239.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39	----- ----- -----	\$ 5,350.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
40	----- ----- -----	\$ 22,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
41	----- ----- -----	\$ 65,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42	----- ----- -----	\$ 43,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	----- ----- -----	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
44	----- ----- -----	\$ 50,450.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
45	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
46	----- ----- -----	\$ 11,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
47	----- ----- -----	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
48	----- ----- -----	\$ 5,418.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
50	----- ----- -----	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
51	----- ----- -----	\$ 41,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
52	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
53	----- ----- -----	\$ 25,350.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- -----	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	N/A		
_____		\$ _____	
_____		\$ _____	
_____		\$ _____	
_____		\$ _____	
_____		\$ _____	

Name of organization: WILL ROGERS MOTION PICTURE
 Employer identification number: 15-0533551

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8) or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.
 For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ N/A
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

Employer identification number

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

15-0533551

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
- Protection of natural habitat Preservation of a certified historic structure
- Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements	2 a
b Total acreage restricted by conservation easements	2 b
c Number of conservation easements on a certified historic structure included in (a)	2 c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2 d

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

- 1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

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

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

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

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

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

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

1 a 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
c Beginning balance	1 c
d Additions during the year	1 d
e Distributions during the year	1 e
f Ending balance	1 f

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

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

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

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

- a Board designated or quasi-endowment %
 - b Permanent endowment %
 - c Temporarily restricted endowment 100.00 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land		1.		1.
b Buildings				
c Leasehold improvements		18,382.	4,419.	13,963.
d Equipment		66,667.	40,944.	25,723.
e Other		112,261.	72,362.	39,899.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 79,586.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives.....		
(2) Closely-held equity interests.....		
(3) Other <u>OCA BRIGADE CREDIT FUND II</u>	1,621,319.	END OF YEAR MARKET VALUE
(A) <u>OCA WESLEY MORTGAGE REIT FD</u>	1,291,316.	END OF YEAR MARKET VALUE
(B) <u>CERBERUS RMBS OPPORTUNITIES FUND L</u>	624,330.	END OF YEAR MARKET VALUE
(C) <u>NWI EMERGING MARKET CURRENCY FD</u>	644,353.	END OF YEAR MARKET VALUE
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12.) . . . ▶	4,181,318.	

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A

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

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

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

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

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) 457 PLAN LIABILITY	88,879.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.) ▶	88,879.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. SEE PART XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements		1 5,213,029.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains on investments	2a	
	b Donated services and use of facilities	2b 325,532.	
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIII.) SEE PART XIII	2d 123,021.	
	e Add lines 2a through 2d	2e	448,553.
3	Subtract line 2e from line 1		3 4,764,476.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a 564,313.	
	b Other (Describe in Part XIII.)	4b	
	c Add lines 4a and 4b	4c	564,313.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5 5,328,789.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements		1 6,396,242.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
	a Donated services and use of facilities	2a 325,532.	
	b Prior year adjustments	2b	
	c Other losses	2c	
	d Other (Describe in Part XIII.) SEE PART XIII	2d 123,021.	
	e Add lines 2a through 2d	2e	448,553.
3	Subtract line 2e from line 1		3 5,947,689.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIII.)	4b	
	c Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5 5,947,689.

Part XIII Supplemental Information

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

PART V, LINE 4 - INTENDED USES OF ENDOWMENT FUND

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

PART X - FIN 48 FOOTNOTE

THE AUDITED FINANCIAL STATEMENTS INCLUDE THE FOLLOWING FOOTNOTE REGARDING LIABILITY

UNCERTAIN TAX PROVISIONS:

Part XIII Supplemental Information (continued)

PART X - FIN 48 FOOTNOTE (CONTINUED)

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

2012

SCHEDULE D, PART XIII - SUPPLEMENTAL INFORMATION PAGE 4

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

15-0533551

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

SPECIAL EVENT EXP. FORM 990, VIII, LN 8B.....	\$	123,021.
TOTAL	\$	<u>123,021.</u>

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

SPECIAL EVENT EXP. FORM 990, VIII, LN 8B.....	\$	123,021.
TOTAL	\$	<u>123,021.</u>

**Schedule F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ **Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b, 15, or 16.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

WILL ROGERS MOTION PICTURE

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

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

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

Schedule F (Form 990) 2012

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

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

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter. ▶ 0

3 Enter total number of other organizations or entities ▶ 0

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	5,113.	WIRE TRANSFER			
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

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

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

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

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If 'Yes,' the organization may be required to file Form 8621, 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).* Yes No

Part V Supplemental Information

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

PART I, LINE 2 - GRANTMAKERS EXPLANATION FOR MONITORING USE OF FUNDS OUTSIDE US

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

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

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

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

Employer identification number
15-0533551

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a Mail solicitations
 - b Internet and email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No
- b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

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

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

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

REVENUE	(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
	PIONEER OF THE (event type)	FILM ROW CHARI (event type)	NONE (total number)	(add column (a) through column (c))	
1	Gross receipts	691,847.	64,320.	756,167.	
2	Less: Charitable contributions	674,597.	47,000.	721,597.	
3	Gross income (line 1 minus line 2)	17,250.	17,320.	34,570.	
DIRECT EXPENSES	4	Cash prizes			
	5	Noncash prizes	6,789.	6,789.	
	6	Rent/facility costs	36,399.	9,000.	45,399.
	7	Food and beverages	52,096.	6,541.	58,637.
	8	Entertainment			
	9	Other direct expenses	12,196.		12,196.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			123,021.
11	Net income summary. Combine line 3, column (d), and line 10			-88,451.	

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

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

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

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If 'No,' explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If 'Yes,' explain: _____

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

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

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13 a	%
b An outside facility.....	13 b	%

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

Name ▶ -----

Address ▶ -----

15 a Does the organization have a contact 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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ -----

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

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. **SEE PART IV**

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) ATHENS REGIONAL HEALTH SYST 1199 PRINCE AVENUE ATHENS, GA 30606	58-1978389		26,670.	0.			NEONATAL VENTILATOR PROGRAM
(2) BAKERSFIELD MEMORIAL HOSPITAL 420 34TH STREET BAKERSFIELD, CA 93301	95-3555043		34,384.	0.			NEONATAL VENTILATOR PROGRAM
(3) BLOOMINGTON HOSPITAL FDN P.O. BOX 1149 BLOOMINGTON, IN 47202	35-1720795		35,040.	0.			NEONATAL VENTILATOR PROGRAM
(4) BOYS & GIRLS CLUB OF AMERICA 1275 PEACHTREE STREET, NE ATLANTA, GA 30309	13-5562976		200,000.	0.			BE HEALTHY BE FIT
(5) BURKE REHABILITATION HOSPITAL 785 MAMARONECK AVENUE WHITE PLAINS, NY 10605	13-1739937		80,000.	0.			MEDICAL RESEARCH GRANT
(6) CHILDRENS HOSP KINGS DAUGHTER 601 CHILDREN'S LANE NORFOLK, VA 23507	54-0506321		49,850.	0.			NEONATAL VENTILATOR PROGRAM
(7) CHILDREN'S MERCY HOSP & CLINI 2401 GILLHAM ROAD KANSAS CITY, MO 64108	44-0605373		75,000.	0.			MEDICAL RESEARCH FELLOWSHIP
(8) EAST TENNESSEE CHILDRENS HOSP 2018 CLINCH AVENUE KNOXVILLE, TN 37916	62-6002604		500,000.	0.			NEONATAL VENTILATOR PROGRAM

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **28**

3 Enter total number of other organizations listed in the line 1 table **0**

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

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

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

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

WILL ROGERS INSTITUTE FELLOWSHIP GRANTS ARE GIVEN TO MEDICAL SCHOOLS WITH A STRONG TRACK RECORD FOR TRAINING DOCTORS IN PULMONARY MEDICINE. THE FELLOWSHIPS ARE GIVEN FOR FIRST AND SECOND YEAR TRAINING PURPOSES, TO HELP A RESEARCHER WITH EARLY STAGE WORK. FELLOWSHIPS AND RESEARCH GRANT RECIPIENTS ARE CAREFULLY CHOSEN BASED ON THEIR ABILITY AND AREAS OF EXPERTISE OF STUDY WHICH COINCIDE WITH THE ORGANIZATIONS PROGRAMS AND SERVICES. THE FELLOWSHIP AND GRANTS COMMITTEE APPROVES THE RECIPIENTS WITH CONSULTATION AND RECOMMENDATION OF THE INSTITUTES MEDICAL ADVISOR WHO IS AN EXPERT IN LUNG RESEARCH.

THE MOTION PICTURE PIONEERS ASSISTANCE FUND PROGRAM IS MANAGED BY PROFESSIONAL SOCIAL

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

WORKERS. THE INDIVIDUALS WHO RECEIVE ASSISTANCE ARE PLACED INTO TWO BROAD CATEGORIES LONG-TERM OR SHORT-TERM ASSISTANCE. THE INDIVIDUALS WHO RECEIVE LONG-TERM ASSISTANCE ARE REPRESENTED IN DIRECT CASH ASSISTANCE. THE MAJORITY OF THE EXPENSES ARE PAID DIRECTLY TO VENDORS.

DIRECT CASH ASSISTANCE IS JUSTIFIED FOR THE FOLLOWING NEEDS: HEALTH INSURANCE, DENTAL INSURANCE, PRESCRIPTION CO-PAYS, HOME HEALTH CARE, RENT, FOOD AND CLOTHING, MEDICAL SUPPLIES, HOME SUPPLIES (I.E. SHEETS AND FIXTURES), AND TRANSPORTATION.

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

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

BURIAL & CREMATION:

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

EMERGENCY CASH GRANTS:

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

PART IV - ADDITIONAL SUPPLEMENTAL INFORMATION (CONTINUED)

ISSUED TO INDUSTRY MEMBERS/SPOUSES OR SERVICE PROVIDERS.

MEDICAL EQUIPMENT:

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

MEDICAL REHABILITATION:

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

MOVIE/FRUIT/BOOK SUPPORT:

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

PART IV - ADDITIONAL SUPPLEMENTAL INFORMATION (CONTINUED)

CARE MANAGEMENT SUPPORT:

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

ANNUAL PRIZE FOR LUNG RESEARCH:

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

GENERAL SUPPORT - ASSISTANCE LIVING FACILITY:

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

EDUCATION ASSISTANCE:

SCHOLARSHIPS FOR UNDERGRADUATE COLLEGE STUDENTS, WHO DEMONSTRATE A FINANCIAL HARDSHIP AND ALSO WORK FOR A MOVIE THEATRE.

Continuation Sheet for Schedule I (Form 990)

2012

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

Continuation Page 1 of 2

Name of the organization WILL ROGERS MOTION PICTURE	Employer identification number 15-0533551
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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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 MARINE MEDICAL CENTER 489 STATE STREET BANGOR, ME 04401	01-0211501		50,000.				NEONATAL VENTILATOR PROGRAM
EMORY UNIVERSITY SCHOOL OF MEDIC 550 PEACH STREET, NE ATLANTA, GA 30365	58-0566256		40,000.				MEDICAL RESEARCH FELLOWSHIP
FORT SANDERS FDN PATRICIA NEAL R 1901 CLINCH AVENUE KNOXVILLE, TN 37916	62-1748601		150,000.				MEDICAL RESEARCH FELLOWSHIP
GOOD SHEPHERD FDN, INC. 700 E. MARSHALL AVENUE LONGVIEW, TX 75601	75-2056700		37,248.				NEONATAL VENTILATOR PROGRAM
MOTION PICTURE AND TELEVISION FU 23388 MULHOLLAND DRIVE WOODLAND HILLS, CA 91364	95-4597683		750,000.				GENERAL SUPPORT - ASSISTANCE LIVING FACILITY
NEW HANOVER REGIONAL MEDICAL 2131 S. 17TH STREET, BOX 9000 WILMINGTON, NC 28402	56-0887181		50,000.				NEONATAL VENTILATOR PROGRAM
NEW YORK UNIV. SCHOOL OF MED. 550 FIRST AVE., BELLEVUE CHEST NEW YORK, NY 10016	13-5562308		40,000.				MEDICAL RESEARCH FELLOWSHIP
NEWARK BETH ISRAEL MED CENTER 201 LYONS AVENUE NEWARK, NJ 07112	22-2587176		50,000.				NEONATAL VENTILATOR PROGRAM
PORT HURON HOSPITAL FDN 1201 STONE STREET, STE. 11 PORT HURON, MI 48060	38-2777750		49,338.				NEONATAL VENTILATOR PROGRAM
PROVIDENT ST VINCENT MEDICAL 9205 SW BARNES ROAD, MT 2111 PORTLAND, OR 97225	93-0575982		38,000.				NEONATAL VENTILATOR PROGRAM

Continuation Sheet for Schedule I (Form 990)

2012

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

Continuation Page 2 of 2

Name of the organization WILL ROGERS MOTION PICTURE	Employer identification number 15-0533551
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Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)							
(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 FRANCIS MEDICAL CENTER FDN 3630 E. IMPERIAL HIGHWAY LYNWOOD, CA 90262	95-3190773		20,000.				NEONATAL VENTILATOR PROGRAM
ST LUKE REGIONAL MEDICAL CTR 2720 SONE PARK BOULEVARD SIOUX CITY, IA 51104	43-1301885		40,000.				NEONATAL VENTILATOR PROGRAM
UNIV. OF CALIF., LOS ANGELES 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		120,000.				MEDICAL RESEARCH FELLOWSHIP
UNIV. OF CALIF., LOS ANGELES 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		150,000.				MEDICAL RESEARCH GRANT
UNIV. OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		150,000.				MEDICAL RESEARCH GRANT
UNIV. OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE, 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		120,000.				MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF MASSACHUSETTS 55 LAKE AVENUE, NORTH WORCESTER, MA 01655	04-3167352		40,000.				MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF TEXAS - SW MEDICAL 5323 HARRY HINES BOULEVARD DALLAS, TX 75235	75-6002868		80,000.				MEDICAL RESEARCH FELLOWSHIP
UNIVERSITY OF WISCONSIN 600 HIGHLAND AVENUE MADISON, WI 53792	39-1805963		40,000.				MEDICAL RESEARCH FELLOWSHIP
WILL ROGERS RANCH FOUNDATION P.O. BOX 502 PAC PALISADES, CA 90272	26-2060795		10,296.				EDUCATION

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

(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
HOUSING ASSISTANCE	263	268,913.			
EDUCATION ASSISTANCE	8	24,000.			
VOCATIONAL ASSISTANCE	1	15,297.			

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2012

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Open to Public Inspection

Name of the organization

Employer identification number

WILL ROGERS MOTION PICTURE

15-0533551

Part I Questions Regarding Compensation

	Yes	No
1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.		
<input type="checkbox"/> First-class or charter travel		
<input type="checkbox"/> Travel for companions		
<input type="checkbox"/> Tax indemnification and gross-up payments		
<input type="checkbox"/> Discretionary spending account		
<input type="checkbox"/> Housing allowance or residence for personal use		
<input type="checkbox"/> Payments for business use of personal residence		
<input type="checkbox"/> Health or social club dues or initiation fees		
<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain.	1 b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	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 type="checkbox"/> Independent compensation consultant		
<input type="checkbox"/> Form 990 of other organizations		
<input checked="" type="checkbox"/> Written employment contract		
<input checked="" type="checkbox"/> Compensation survey or study		
<input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:		
a Receive a severance payment or change-of-control payment?	4 a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4 b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4 c	X
If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a The organization?	5 a	X
b Any related organization?	5 b	X
If 'Yes' to line 5a or 5b, describe in Part III.		
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a The organization?	6 a	X
b Any related organization?	6 b	X
If 'Yes' to line 6a or 6b, describe in Part III.		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III.	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III.	8	X
9 If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns(B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
TODD R. VRADENBURG 1 EXECUTIVE DIREC	(i)	279,824.	12,000.	11,308.	27,213.	23,930.	354,275.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

Area with horizontal dashed lines for supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

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

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or 990-EZ.

Name of the organization
WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number
15-0533551

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

THE MISSION OF THE WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION IS TO PERPETUATE THE MEMORY OF WILL ROGERS BY PROMOTING AND ENGAGING IN CARDIOPULMONARY PROGRAMS, AS WELL AS, PUBLIC HEALTH EDUCATION, UNDER THE NAME OF WILL ROGERS INSTITUTE, AND PROVIDE SOCIAL SERVICE ASSISTANCE TO ELIGIBLE MEMBERS OF THE THEATRICAL ENTERTAINMENT INDUSTRY THROUGH THE MOTION PICTURE PIONEERS ASSISTANCE FUND.

ABOUT THE WILL ROGERS INSTITUTE

THE WILL ROGERS INSTITUTE IS A PROGRAM OF THE WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION. ORIGINALLY A HOSPITAL FOR TUBERCULOSIS-STRICKEN VAUDEVILLIANS, THE WILL ROGERS MEMORIAL HOSPITAL (ESTABLISHED IN 1936) BECAME A NATIONAL TRAINING FACILITY FOR DOCTORS TREATING PATIENTS WITH TUBERCULOSIS AND THE WILL ROGERS INSTITUTE WAS CREATED. CURRENTLY, THE WRI PERPETUATES THE LEGACY OF WILL ROGERS AS A NATIONAL CHARITABLE HEALTH PROGRAM DEDICATED TO THE SUPPORT OF RESEARCH IN DEBILITATING LUNG DISORDERS, MEDICAL SCHOOL TRAINING FELLOWSHIPS, DISTRIBUTORS OF FREE HEALTH EDUCATIONAL MATERIALS TO THE GENERAL PUBLIC AND RECENTLY BECOMING A NATIONAL LEADER IN PROVIDING LIFE SAVING NEONATAL VENTILATOR EQUIPMENT TO HOSPITALS THROUGHOUT THE UNITED STATES. FOR MORE INFORMATION, VISIT WWW.WRINSTITUTE.ORG

ABOUT THE MOTION PICTURE PIONEERS ASSISTANCE FUND

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

FOR MORE INFORMATION, VISIT WWW.WRPIONEERS.ORG.

Name of the organization WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number
15-0533551

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

RESEARCH

THE WILL ROGERS INSTITUTE (WRI) IS OPERATED AS A PROGRAM OF THE WRMPFF (WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION), WHICH HAS A PRIMARY MISSION OF FUNDING PULMONARY RESEARCH AT PRESTIGIOUS HOSPITALS AND UNIVERSITIES ACROSS THE UNITED STATES. IN 2012-13, THE INSTITUTE PROGRAM CONTINUED TO FUND FOUR RESEARCH LABORATORIES: BURKE REHABILITATION HOSPITAL, UNIVERSITY OF SOUTHERN CALIFORNIA SCHOOL OF MEDICINE, UNIVERSITY OF CALIFORNIA LOS ANGELES MEDICAL SCHOOL, AND THE PATRICIA NEAL REHABILITATION HOSPITAL IN KNOXVILLE, TENNESSEE; IN ADDITION, THE WRI ALSO FUNDED 10 FELLOWSHIPS AT MEDICAL SCHOOLS AND HOSPITALS, IN PULMONARY RESEARCH.

CURRENT SPONSORED PROGRAMS AT THE FOUR LABORATORIES INCLUDE: TREATMENT OF LUNG INFECTIONS BY NEWLY DISCOVERED NATURAL ANTIBIOTICS KNOWN AS DEFENSINS AT UCLA; NEW STRATEGIES FOR TREATMENT OF LUNG INJURY AND PULMONARY EDEMA FROM AIR POLLUTION AND OTHER LUNG INJURIES AT USC; ADVANCED METHODS OF DELIVERING PULMONARY REHABILITATION UTILIZING SOCIAL WORKERS AND MEDICAL PRACTITIONERS AT BURKE; AND SMOKING CESSATION PROGRAMS FOR PATIENTS IN PULMONARY REHABILITATION, AS WELL AS OTHER PHYSICAL REHABILITATIONS AT THE PATRICIA NEAL CENTER. THE OBJECTIVE FOR FUNDING RESEARCH FELLOWSHIPS IN LUNG DISEASES AT MANY MAJOR UNIVERSITIES THROUGHOUT THE UNITED STATES IS TO HELP TRAIN FUTURE LEADERS OF LUNG RESEARCH AND THORACIC SPECIALISTS.

THE FOLLOWING MEDICAL SCHOOLS AND HOSPITALS RECEIVED RESEARCH FELLOWSHIPS AND SPECIAL GIFTS RESTRICTED TO PULMONARY RESEARCH PURPOSES: UNIVERSITY OF SOUTHERN CALIFORNIA, EMORY UNIVERSITY, UNIVERSITY OF CALIFORNIA, LOS ANGELES, UNIVERSITY OF MASSACHUSETTS, UNIVERSITY OF TEXAS, UNIVERSITY OF WISCONSIN, NEW YORK UNIVERSITY, AND CHILDREN'S MERCY HOSPITAL (KANSAS CITY, MO).

Name of the organization WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number
15-0533551

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

THE WRI NEONATAL VENTILATOR EQUIPMENT PROGRAM FOR HOSPITALS ACROSS THE UNITED STATES, CONTINUED IN 2012-13. A TOTAL OF \$426,146 WAS DEDICATED TO THIS PROGRAM. THE LIST OF RECIPIENT HOSPITALS IS AS FOLLOWS: ATHENS REGIONAL HEALTH SYSTEMS IN ATHENS, GA, BETTY H. CAMERON WOMEN & CHILDREN'S HOSPITAL IN WILMINGTON, NC, BLOOMINGTON HOSPITAL FOUNDATION IN BLOOMINGTON, IN, CHILDREN'S HOSPITAL OF NEW JERSEY IN NEWARK, NJ, CHILDREN'S HOSPITAL OF THE KING'S DAUGHTERS IN NORFOLK, VA, EASTERN MAINE MEDICAL CENTER IN BANGOR, ME, GOOD SHEPHERD MEDICAL CENTER IN LONGVIEW, TX, PORT HURON HOSPITAL IN PORT HURON, MI, PROVIDENCE ST. VINCENT IN PORTLAND, OR AND ST. LUKE'S REGIONAL MEDICAL CENTER IN SIOUX CITY, IA.

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

PATIENT ASSISTANCE PROGRAM

THE PIONEERS ASSISTANCE FUND PROGRAM, ANOTHER PROGRAM OF THE WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION, PROVIDES INDUSTRY VETERANS OF THE THEATRICAL COMMUNITY (EXHIBITION, DISTRIBUTION AND TRADE SERVICES) WITH FINANCIAL ASSISTANCE FOR HEALTH AND WELFARE ISSUES. THIS YEAR, THE FUND PROVIDED LONG-TERM ASSISTANCE TO 28 CLIENTS AND SHORT-TERM ASSISTANCE TO 235 CLIENTS. CLIENT AILMENTS INCLUDED BONE, JOINT AND MUSCLE DISORDERS; BRAIN, SPINAL CORD AND NERVE DISORDERS; HEART AND BLOOD VESSEL DISORDERS; LUNG AND AIRWAY DISORDERS; MENTAL HEALTH ISSUES; AND FINANCIAL HARDSHIP, TO NAME A FEW. THE MEDIAN AGE FOR A LONG-TERM ASSISTANCE RECIPIENT IS 76, WHILE THE MAJORITY OF SHORT-TERM CLIENTS FALL INTO THE AGE GROUP OF 40-59 YEARS OF AGE.

THE PIONEERS ASSISTANCE FUND PROGRAM PROVIDES FINANCIAL ASSISTANCE FOR THE FOLLOWING SERVICES: MEDICAL REHABILITATION, MEDICAL RELATED EQUIPMENT, VOCATIONAL

Name of the organization WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION	Employer identification number 15-0533551
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FORM 990, PART III, LINE 4B - PROGRAM SERVICE ACCOMPLISHMENTS

REHABILITATION, EMERGENCY GRANTS, AND QUALITY OF LIFE ISSUES (DUE TO HEALTH RELATED CIRCUMSTANCE).

IN 2012/13, THE ASSISTANCE FUND PROGRAM CONTINUED THE EFFORT TO GIVE-AWAY LIFE PLANNING BOOKLETS TO SUPPORTERS AND THOSE IN NEED. THERE ARE A TOTAL OF 26 BOOKLETS, WITH TITLES SUCH AS "HEALTHY AGING," "WHAT IS GERIATRICS," MANAGING CAREGIVING," AND "GERIATRIC CARE MANAGERS: YOU AND YOUR HEALTHCARE PROVIDER."

IN 2012/13, THE PIONEERS ASSISTANCE FUND PROGRAM CONTINUED A SCHOLARSHIP FUND FOR POST HIGH SCHOOL SPECIALIZED TRAINING AND UNDERGRADUATE COLLEGE STUDENTS, WHO DEMONSTRATE A FINANCIAL HARDSHIP, AND ALSO WORK FOR A MOVIE THEATER. THE SCHOLARSHIP IS FOR \$3,000 PER PERSON AND FOR THE FISCAL YEAR, \$24,000 IN SCHOLARSHIPS WAS AWARDED.

PIONEERS ASSISTANCE FUND PROGRAM INFORMATION CAN BE FOUND AT WWW.WRPIONEERS.ORG

FORM 990, PART III, LINE 4C - PROGRAM SERVICE ACCOMPLISHMENTS

HEALTH EDUCATION

ANOTHER MISSION OF THE WILL ROGERS INSTITUTE IS TO EDUCATE THE PUBLIC ON HOW TO LEAD A HEALTHY LIFESTYLE. THE WRI CONTINUES TO DISTRIBUTE PUBLIC SERVICE ANNOUNCEMENTS ON AN ANNUAL BASIS, FOR BOTH THEATRICAL AND TELEVISION AUDIENCES. PRINT PUBLIC SERVICE ANNOUNCEMENTS AND AUDIO PSAS ARE DISTRIBUTED ANNUALLY TO VARIOUS PRINT AND MEDIA OUTLETS. CELEBRITIES, WHO DONATE THEIR TIME, ARE FEATURED IN THE PUBLIC SERVICE ANNOUNCEMENTS.

Name of the organization WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number
15-0533551

FORM 990, PART III, LINE 4C - PROGRAM SERVICE ACCOMPLISHMENTS

THE 2012/13 PUBLIC SERVICE ANNOUNCEMENT FOR WRI WAS "KID FIT" FEATURING NUMEROUS CHILDREN PARTICIPATING IN DAILY PHYSICAL FITNESS ACTIVITIES. THE PSA RECEIVED PLAYTIME, FOR A 30-DAY PERIOD, ON THE LOBBY MONITORS AT 33 THEATER CHAINS, VIA THE TRAILERVISION NETWORK. THE PSA RECEIVED A GREAT DEAL OF PLAY AND RECOGNITION ON THE INTERNET, RECEIVING HOMEPAGE PLACEMENT ON HIGH TRAFFIC WEB SITES SUCH AS YAHOO, MSNBC, BOSTON.COM, NEWSDAY, OPRAH.COM, WOMANSDAY, FAMILY DOCTOR, EDUCATION WORLD, I-VILLAGE, AND MARKET WATCH (WSJ PUBLICATION). THE SPOT WAS FEATURED ON 13 BLOGGER SITES, WAS A FEATURED TWEET BY 92 TWITTER HANDLES, AND A FEATURED STORY ON FOUR COMMERCIAL FACEBOOK PAGES, REACHING AN ESTIMATED INTERNET AUDIENCE OF OVER 30 MILLION PEOPLE. "KID FIT" WAS ALSO DISTRIBUTED TO PANDORA, AN INTERNET MUSIC SERVICE, WHICH YIELDED HOME PAGE BANNER ADS FOR A 30-DAY PERIOD, PROVIDING 12,500 CLICKS TO THE WILL ROGERS INSTITUTE WEB SITE.

THE 2012 ANNUAL SUMMER THEATRICAL PUBLIC SERVICE ANNOUNCEMENT, HOSTED BY 'NORMAN' (AN ANIMATED CHARACTER FROM THE MOVIE PARANORMAN) PLAYED ON APPROXIMATELY 20,000 MOVIE SCREENS AT 16 THEATER CHAINS AND DRIVE-IN LOCATIONS ACROSS THE UNITED STATES.

THE WILL ROGERS INSTITUTE'S WEB SITE CONTINUES TO RECEIVE APPROXIMATELY A HALF-MILLION HITS PER YEAR AND 100,000+ PAGE VIEWS. IN 2012 AND 2013, WRI INCREASED A SOCIAL MEDIA PUSH WITH FACEBOOK AND TWITTER, INCREASING "LIKES" AND "FOLLOWERS" BY 200% FROM THE PREVIOUS YEAR. THE SOCIAL MEDIA OUTLETS HAVE BECOME A PRIMARY SOURCE OF SHARING INFORMATION TO CONSTITUENTS AND THE GENERAL PUBLIC ON A WEEKLY BASIS, TO SUPPLEMENT TRADITIONAL MEDIUMS, SUCH AS NEWSLETTERS AND E-MAIL BLASTS.

Name of the organization WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number
15-0533551

FORM 990, PART III, LINE 4C - PROGRAM SERVICE ACCOMPLISHMENTS

DUE TO THE TREMENDOUS SUCCESS OF PUBLIC SERVICE ANNOUNCEMENTS AND PARTNERSHIPS WITH THEATER CHAINS ACROSS AMERICA, WRI FILLED 1,280 REQUESTS FOR JUST OVER 95,000 FREE EDUCATIONAL BOOKLETS. THE MOST REQUESTED BOOKLETS WERE ON THE TOPICS OF STRESS MANAGEMENT, THE BENEFITS OF WALKING, FITNESS AND HEALTHY EATING, AND MANAGING HIGH BLOOD PRESSURE.

IN 2012/13, WRI WRAPPED THE INITIAL AGREEMENT WITH THE NATIONAL BOYS AND GIRLS CLUB FOR THE "BE HEALTHY, BE FIT, BE GREAT" AWARD. AN EDUCATIONAL GRANT OF \$5,000 IS AWARDED LOCAL CLUBS THAT IMPLEMENTS ITS TRIPLE PLAY PROGRAM (AN ANNUAL \$25K COMMITMENT), WHICH PROMOTES NUTRITION, HEALTH AND FITNESS TO MEMBERS AND THEIR FAMILIES. THESE CLUBS ARE ALSO EXPECTED TO DEMONSTRATE EXEMPLARY METHODS OF PROMOTING HEALTHY AND ACTIVE LIFESTYLES. THE 2012/13 AWARD WAS GIVEN TO THE BOYS AND GIRLS CLUB OF ADA COUNTY, IDAHO.

THE "BE HEALTHY BE FIT" PROGRAM HAS BEEN SUCH A SUCCESS FOR BOYS AND GIRLS CLUBS AND WRI COMMITMENT TO PROMOTING HEALTHY LIFESTYLES, THE COMMITMENT WILL BE EXTENDED FOR TWO YEARS AND AN ANNUAL INCREASE TO \$100,000 PER YEAR. THIS WILL ALLOW GRANTS TO BE GIVEN TO MORE CLUBS AND PROVIDED FUNDING FOR EDUCATIONAL MATERIALS AT ALL CLUBS.

WILL ROGERS INSTITUTE INFORMATION CAN BE FOUND AT WWW.WRINSTITUTE.ORG

WILL ROGERS EDUCATION

THE WRMPFF, AS WELL AS BEING A HEALTH CHARITY, ALSO HAS THE MISSION OF PERPETUATING THE MEMORY OF THE GREAT HUMANITARIAN WILL ROGERS. EFFORTS TO PERPETUATE THE MEMORY

Name of the organization WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number
15-0533551

FORM 990, PART III, LINE 4C - PROGRAM SERVICE ACCOMPLISHMENTS

OF WILL ROGERS, ONE OF THE GREAT AMERICANS ICONS, ARE DONE IN PARTNERSHIP WITH THE WILL ROGERS MUSEUM AND THE WILL ROGERS RANCH FOUNDATION. IN 2012/13, FUNDS WERE DEDICATED TO EACH ORGANIZATION TO ASSIST WITH A PROGRAM THEY WERE ROLLING OUT TO THE PUBLIC. IN OKLAHOMA, THE MUSEUM IS HAVING A GOOD DEAL OF SUCCESS EDUCATING SCHOOL CHILDREN ABOUT THE WILL ROGERS HERITAGE, AS WELL AS, A GROWING FAN BASE ON SOCIAL MEDIA CHANNELS. THE MUSEUM PROVIDES THE GENERAL PUBLIC WITH A DAILY WILL ROGERS QUOTE, AS WELL AS, HISTORICAL FACTS INVOLVING WILL ROGERS AND DIGNITARIES OF HIS DAY. WE ALSO SUPPORT THE MUSEUM BY UTILIZING THEIR SUPPLIERS FOR INTERPRETIVE WILL ROGERS' ARTIFACTS, WHICH WE GIVE TO DONORS AS GIFTS AND VOLUNTEER RECOGNITION AWARDS, ESPECIALLY TO INDIVIDUALS WORKING IN THE ENTERTAINMENT INDUSTRY. ALL PHOTOGRAPHS, WRITINGS, AND INTERPRETIVE ITEMS CAN BE FOUND ON THE WILL ROGERS MUSEUM WEB SITE, WWW.WILLROGERS.COM

THE WRMPFF ALSO WORKS WITH THE WILL ROGERS RANCH FOUNDATION IN LOS ANGELES, CALIFORNIA. IN 2012/13, THE TWO ORGANIZATIONS CONTINUED TO PARTNER TO PROVIDE A FREE PUBLIC MOVIE NIGHT AT WILL ROGERS STATE HISTORIC PARK SHOWING A CLASSIC WILL ROGERS FILM. THE EVENT WAS ATTENDED BY OVER 500 PEOPLE. WE ALSO UNDERWRITE THE PRINTING AND DISTRIBUTION OF TOURISM INFORMATION WHICH PROMOTES VISITS TO WILL ROGERS STATE HISTORIC PARK, AS WELL AS, THE PRODUCTION OF HISTORICAL TRAIL MAPS OF THE PARK. THE TWO ORGANIZATIONS CONTINUE TO PROMOTE THE MEMORY OF WILL ROGERS BY STAGING A BIRTHDAY CELEBRATION AT THE STATE PARK ON THE WEEKEND CLOSEST TO NOVEMBER 4TH. "I WAS BORN ON NOV. 4, WHICH IS ELECTION DAY. . . . MY BIRTHDAY HAS MADE MORE MEN AND SENT MORE BACK TO HONEST WORK THAN ANY OTHER DAYS IN THE YEAR." - WILL ROGERS IN 2012/13, OUR ORGANIZATION ALSO CONTINUED TO PROVIDE BACK OFFICE SUPPORT TO THE RANCH FOUNDATION WITH DATABASE MANAGEMENT, ACCOUNTING RECORDS, AND CREATION OF PROMOTIONAL MATERIALS.

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

INFORMATION ABOUT THE WILL ROGERS RANCH FOUNDATION CAN BE FOUND AT
WWW.WILLROGERSRANCHFOUNDATION.ORG

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

A COMPLETE ELECTRONIC COPY OF THE ORGANIZATIONS FINAL FORM 990 (INCLUDING ALL
REQUIRED SCHEDULES) IS MADE AVAILABLE TO THE VOTING MEMBERS OF THE GOVERNING BODY
FOR REVIEW PRIOR TO FILING.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

ON AN ANNUAL BASIS EACH RESPONSIBLE PERSON IS REQUIRED TO REVIEW A COPY OF THE
CONFLICT OF INTEREST POLICY AND TO ACKNOWLEDGE IN WRITING THAT HE OR SHE HAS DONE
SO.

EACH RESPONSIBLE PERSON IS REQUIRED ANNUALLY COMPLETE A DISCLOSURE FORM IDENTIFYING
ANY RELATIONSHIPS, POSITIONS, OR CIRCUMSTANCES IN WHICH THE RESPONSIBLE PERSON IS
INVOLVED THAT HE OR SHE BELIEVES COULD CONTRIBUTE TO A CONFLICT OF INTEREST ARISING.

THE CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY BY THE BOARD. ANY CHANGES TO
THE POLICY ARE COMMUNICATED IMMEDIATELY TO ALL RESPONSIBLE PERSONS.

FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO, TOP MANAGEMENT

COMPENSATION REVIEW IS CONDUCTED DURING A SPECIAL MEETING OF THE BOARD OF THE
DIRECTORS. DIRECTORS UTILIZE SALARY SURVEY DATA APPROVED UNDER GUIDELINES OF THE
CALIFORNIA INTEGRITY ACT. CONTEMPORANEOUS MINUTES OF THE PROCEEDINGS ARE MAINTAINED
OUTLINING THE DELIBERATIONS IN THE RECORDS OF THE ORGANIZATION. COMPENSATION IS
RECOMMENDED BY THE COMPENSATION COMMITTEE AND RATIFIED BY THE BORAD OF DIRECTORS AT
A REGULAR MEETING.

Name of the organization WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number
15-0533551

FORM 990 , PART VI, LINE 17 - LIST OF STATES WHICH THIS RETURN IS FILED

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

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.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment
 Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor **WILL ROGERS MOTION PICTURE
 PIONEERS FOUNDATION** Identifying number (see instructions)
15-0533551

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No

- c** Is the partner disposing of its **entire** interest in the partnership? Yes No

- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **CERBERUS RMBS OPPORTUNITIES FEEDER FUND** **4** Identifying number, if any

5 Address (including country) **87 MARY STREET
 GEORGE TOWN, GRAND CAYMAN CAYMAN ISLANDS KY1-9005**

6 Country code of country of incorporation or organization (see instructions)
XY

7 Foreign law characterization (see instructions)
EXEMPTED COMPANY - INCORPORATED

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

BAA Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of Property	(a) Date of Transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	11/01/2012		575,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp Regs sec 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and Temp Regs sec 1.367(a)-4(c))					
Property to be sold (as described in Temp Regs sec 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp Regs sec 1.367(a)-4T(e))					
Other Property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.0000 % (b) After 0.0012 %

10 Type of nonrecognition transaction (see instructions) ▶ 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) Yes No
- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? Yes No

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is 'Yes,' enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of a transaction? Yes No

b If 'Yes' describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment
 Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor **WILL ROGERS MOTION PICTURE
 PIONEERS FOUNDATION** Identifying number (see instructions)
15-0533551

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- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No

- c** Is the partner disposing of its **entire** interest in the partnership? Yes No

- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) **NWI EMERGING MARKET CURRENCY FUND** **4** Identifying number, if any

5 Address (including country) **11 DR. ROY'S DRIVE
 P.O. BOX 694, GRAND CAYMAN CAYMAN ISLANDS KY1-1107**

6 Country code of country of incorporation or organization (see instructions)
XY

7 Foreign law characterization (see instructions)
EXEMPTED COMPANY - INCORPORATED

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

BAA Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

Type of Property	(a) Date of Transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	11/01/2012		575,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp Regs sec 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and Temp Regs sec 1.367(a)-4(c))					
Property to be sold (as described in Temp Regs sec 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp Regs sec 1.367(a)-4T(e))					
Other Property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 0.0000 % (b) After 0.0010 %

10 Type of nonrecognition transaction (see instructions) ▶ 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

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- b Gain recognition under section 904(f)(5)(F) Yes No
- c Recapture under section 1503(d) Yes No
- d Exchange gain under section 987 Yes No

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- a Tainted property Yes No
- b Depreciation recapture Yes No
- c Branch loss recapture Yes No
- d Any other income recognition provision contained in the above-referenced regulations Yes No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? Yes No

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? Yes No

b If the answer to line 15a is 'Yes,' enter the amount of foreign goodwill or going concern value transferred ▶ \$ _____

16 Was cash the only property transferred? Yes No

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of a transaction? Yes No

b If 'Yes' describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only.

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

Enter filer's identifying number, see instructions

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

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

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

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

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 11/15, 2013, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ▶ calendar year 20 ____ or
- ▶ tax year beginning 4/01, 2012, and ending 3/31, 2013.

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

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

Enter the Return code for the return that this application is for (file a separate application for each return)..... **01**

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

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

- The books are in care of ▶ TODD R. VRADENBURG
Telephone No. ▶ (818) 755-2300 FAX No. ▶ (818) 508-9816
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ... ▶ . If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 2/15, 20 14.
- 5 For calendar year _____, or other tax year beginning 4/01, 20 12, and ending 3/31, 20 13.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension... INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME.

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

Signature and Verification must be completed for Part II only.

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

Signature ▶ _____ Title ▶ **EXECUTIVE DIRECTOR** Date ▶ _____

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

15-0533551

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

OCCUPANCY - RENT.....	\$	95,141.
HEALTH EDUCATION - VALUE OF PUBLIC SERVICE ANNOUNCEMENTS.....		<u>230,391.</u>
TOTAL	\$	<u><u>325,532.</u></u>

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

OCCUPANCY - RENT.....	\$	95,141.
HEALTH EDUCATION - VALUE OF PUBLIC SERVICE ANNOUNCEMENTS.....		<u>230,391.</u>
TOTAL	\$	<u><u>325,532.</u></u>

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

15-0533551

FORM 990, PART IX, LINE 24E
OTHER EXPENSES

	(A)	(B)	(C)	(D)
	TOTAL	PROGRAM SERVICES	MANAGEMENT & GENERAL	FUNDRAISING
BANK CHARGES	5,450.		5,450.	
DONOR RECOGNITION	76,481.			76,481.
DUES AND PUBLICATIONS	6,931.	2,442.	4,489.	
EDUCATION / SEMINARS	1,897.	1,897.		
EQUIPMENT RENTAL	7,973.	3,189.	2,392.	2,392.
LICENSES AND FEES	13,486.			13,486.
MEETING EXPENSES	19,905.	17,092.	1,656.	1,157.
MERCHANT CHARGES	14,912.			14,912.
OUTSIDE SERVICES	40,108.	18,752.	10,678.	10,678.
PAYROLL PROCESSING	10,651.	5,006.	3,089.	2,556.
POSTAGE AND SHIPPING	66,333.	28,014.	14,125.	24,194.
REPAIRS / MAINTENANCE	7,063.		7,063.	
TELECOMMUNICATIONS	31,701.	2,126.	27,956.	1,619.
TOTAL	<u>\$ 302,891.</u>	<u>\$ 78,518.</u>	<u>\$ 76,898.</u>	<u>\$ 147,475.</u>

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

15-0533551

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
FORM 990/990-PF																
AMORTIZATION																
28	ORGANIZATION COSTS	12/31/03		36,096							36,096	21,053	S/L	15		2,406
TOTAL AMORTIZATION				36,096		0	0	0	0	0	36,096	21,053				2,406
FURNITURE AND FIXTURES																
2	OFFICE FURNITURE	VARIOUS		3,000							3,000	3,000	S/L	10		0
3	CONFERENCE TABLE	VARIOUS		1,000							1,000	1,000	S/L	10		0
4	DESK / CHAIR	1/24/01		1,438							1,438	1,438	S/L	HY	5	0
5	AWARD CASTING MOLD - AWA	12/15/00		7,177							7,177	7,177	S/L	HY	5	0
6	OFFICE FURNITURE	8/27/97		1,939							1,939	1,939	S/L	HY	5	0
8	CHAIRS	4/04/98		513							513	513	S/L	HY	5	0
9	DESK / CABINETS	7/07/98		665							665	665	S/L	HY	5	0
10	DESK / CABINETS	7/31/98		633							633	633	S/L	HY	5	0
12	PRINTS	11/16/99		697							697	697	S/L	HY	5	0
13	WILL ROGERS ARTWORK	1/11/02		677							677	677	S/L	HY	5	0
15	CHAIRS	9/10/02		777							777	777	S/L	HY	5	0
16	FILE CABINETS	9/20/02		510							510	510	S/L	HY	5	0
22	MOVIE POSTER	12/18/02		907							907	907	S/L	HY	5	0
23	MOVIE POSTER	2/10/03		1,344							1,344	1,344	S/L	HY	5	0
26	WR STATUE "WILLIE" RESTOR	2/25/04		3,901							3,901	3,782	S/L	HY	5	0
27	OFFICE FURNITURE	7/24/03		6,901							6,901	6,692	S/L	HY	5	0
29	CHAIRS, DESK, ACCESSORIES	9/30/04		8,213							8,213	8,213	S/L	HY	5	0
31	EXECUTIVE FURNITURE	7/14/06		4,612							4,612	3,624	S/L	HY	7 .14290	659
32	WINDOW TREATMENT - BLINDS	5/29/06		2,715							2,715	1,496	S/L	HY	10 .10000	272

WILL ROGERS MOTION PICTURE
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37	TRADESHOW BOOTH	3/20/09		39,728							39,728	12,416	S/L MQ	10	.10000	3,973
43	FILE CABINET	1/27/11		849							849	255	S/L HY	5	.20000	170
44	CONFERENCE ROOM CHAIRS	2/07/11		1,354							1,354	525	200DB HY	7	.17490	237
45	PRESS WALL	3/17/11		1,521							1,521	589	200DB HY	7	.17490	266
48	STORAGE CABINETS	11/19/11		3,096							3,096	310	S/L HY	5	.20000	619
51	PRESS WALL	4/03/12		1,521							1,521		200DB MQ	7	.25000	380
52	PRESS WALL	3/27/13		1,235							1,235		200DB MQ	7	.03570	44
TOTAL FURNITURE AND FIXTURE				96,923		0	0	0	0	0	96,923	59,179				6,620
IMPROVEMENTS																
24	CARPET	9/04/03		13,190							13,190	2,817	S/L MM	39	.02564	338
25	PAINTING	9/01/03		5,192							5,192	1,131	S/L MM	39	.02564	133
TOTAL IMPROVEMENTS				18,382		0	0	0	0	0	18,382	3,948				471
LAND																
1	CEMETARY PLOTS	VARIOUS		1							1					0
TOTAL LAND				1		0	0	0	0	0	1	0				0
MACHINERY AND EQUIPMENT																
7	COMPUTERS	7/28/98		1,651							1,651	1,651	S/L HY	5		0
11	INTERNET SERVER	8/31/99		402							402	394	S/L HY	5		0
14	COMPUTER	9/16/01		663							663	663	S/L HY	5		0
19	COMPUTER	10/29/02		923							923	923	S/L HY	5		0
20	COMPUTER	3/11/03		1,296							1,296	1,296	S/L HY	5		0
21	COMPUTER	3/11/03		1,295							1,295	1,295	S/L HY	5		0

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30	CORDLESS TELEPHONE SYST	3/21/06		5,960							5,960	5,811	S/L MQ	5		0
33	APPLE COMPUTER	8/19/08		1,674							1,674	1,214	S/L MQ	5	.20000	335
34	DELL LAP TOP COMPUTER	9/16/08		1,555							1,555	1,127	S/L MQ	5	.20000	311
35	TELEPHONE SYSTEM	9/18/08		11,105							11,105	5,752	S/L MQ	7	.14280	1,586
36	DIGITAL HD TAPE PLAYER	10/06/08		10,375							10,375	5,004	S/L MQ	7	.14280	1,482
38	COMPUTER	11/12/09		1,192							1,192	595	S/L HY	5	.20000	238
39	BACK-UP / RECOVERY SYS	10/22/10		5,542							5,542	1,662	S/L HY	5	.20000	1,108
40	SERVER	10/22/10		10,504							10,504	3,151	S/L HY	5	.20000	2,101
41	COMPUTER	10/22/10		692							692	207	S/L HY	5	.20000	138
42	COMPUTER	10/22/10		692							692	207	S/L HY	5	.20000	138
46	COMPUTER	4/07/11		1,551							1,551	155	S/L HY	5	.20000	310
47	APPLE TABLETS (7)	8/24/11		6,399							6,399	640	S/L HY	5	.20000	1,280
49	LAP TOP COMPUTER	12/19/12		1,798							1,798		S/L MQ	5	.07500	135
50	TELEVISION MONITOR	2/25/13		1,399							1,399		S/L MQ	5	.02500	35
TOTAL MACHINERY AND EQUIPME				66,668		0	0	0	0	0	66,668	31,747				9,197
MISCELLANEOUS																
53	AWARD CASTING MOLD - PY	3/19/13		9,000							9,000		S/L MQ	5	.02500	225
TOTAL MISCELLANEOUS				9,000		0	0	0	0	0	9,000	0				225
SOFTWARE																
17	QUICKBOOKS PRO	7/23/02		422							422	422	S/L HY	5		0
18	CONRAD DONORBASE	9/12/02		5,916							5,916	5,916	S/L HY	5		0
TOTAL SOFTWARE				6,338		0	0	0	0	0	6,338	6,338				0

3/31/13

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15-0533551

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
	TOTAL DEPRECIATION			<u>197,312</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>197,312</u>	<u>101,212</u>				<u>16,513</u>
	GRAND TOTAL AMORTIZATION			36,096		0	0	0	0	0	36,096	21,053				2,406
	GRAND TOTAL DEPRECIATION			<u>197,312</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>197,312</u>	<u>101,212</u>				<u>16,513</u>