

Application for Automatic Extension of Time To File an Exempt Organization Return

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

▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request 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, click on Charities & Non-Profits, and click on e-file for *Charities and Non-Profits*.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (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
	File by the due date for filing your return. See instructions. Number, street, and room or suite number. If a P.O. box, see instructions. 6767 FOREST LAWN DR #303	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90068	

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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. ▶ (323) 688-2524 ----- Fax No. ▶ (323) 380-7950 -----

- 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 6-month extension of time until 2/15, 20 18, 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, 20 16, and ending 3/31, 20 17.

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 Forms 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 Forms 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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Return of Organization Exempt From Income Tax

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

- Do not enter social security numbers on this form as it may be made public.
Information about Form 990 and its instructions is at www.irs.gov/form990.

2016

Open to Public Inspection

Department of the Treasury Internal Revenue Service

A For the 2016 calendar year, or tax year beginning 4/01, 2016, and ending 3/31, 2017

B Check if applicable: Address change, Name change, Initial return, Final return/terminated, Amended return, Application pending. C WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION 6767 FOREST LAWN DR #303 LOS ANGELES, CA 90068. D Employer identification number 15-0533551. E Telephone number (888) 994-3863. G Gross receipts \$ 10,734,750.

F Name and address of principal officer: SAME AS C ABOVE. H(a) Is this a group return for subordinates? Yes No. H(b) Are all subordinates included? Yes No.

I Tax-exempt status: 501(c)(3), 501(c) () (insert no.), 4947(a)(1) or 527. J Website: WILLROGERSMOTIONPICTURE.ORG. H(c) Group exemption number.

K Form of organization: Corporation, Trust, Association, Other. L Year of formation: 1936. M State of legal domicile: CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O

Table with 2 columns: Description and Amount. Rows include: 2 Check this box, 3 Number of voting members (28), 4 Number of independent voting members (27), 5 Total number of individuals employed (9), 6 Total number of volunteers (110), 7a Total unrelated business revenue (0), 7b Net unrelated business taxable income (0).

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 8 Contributions and grants (4,000,603 / 2,696,281), 9 Program service revenue, 10 Investment income (431,000 / 1,519,937), 11 Other revenue (-174,903 / -439,145), 12 Total revenue (4,256,700 / 3,777,073).

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 13 Grants and similar amounts paid (2,283,667 / 2,110,979), 14 Benefits paid to or for members, 15 Salaries, other compensation, employee benefits (863,646 / 887,743), 16a Professional fundraising fees, b Total fundraising expenses (821,917), 17 Other expenses (1,738,657 / 1,756,185), 18 Total expenses (4,885,970 / 4,754,907), 19 Revenue less expenses (-629,270 / -977,834).

Table with 3 columns: Description, Beginning of Current Year, End of Year. Rows include: 20 Total assets (20,053,349 / 19,546,617), 21 Total liabilities (1,856,583 / 1,633,544), 22 Net assets or fund balances (18,196,766 / 17,913,073).

Part II Signature Block

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

Sign Here: Signature of officer TODD R. VRADENBURG, Date, EXECUTIVE DIRECTOR

Paid Preparer Use Only: Print/Type preparer's name MARK A. LADESICH, CPA, Preparer's signature MARK A. LADESICH, CPA, Date, Check self-employed, PTIN P00087452, Firm's name MARK A. LADESICH, CPA, Firm's address 301 E. COLORADO BLVD., STE 624 PASADENA, CA 91101-1918, Firm's EIN 95-4603698, Phone no. (626) 685-2777

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

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 No

If 'Yes,' describe these new services on Schedule O.

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

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

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

4a (Code:) (Expenses \$ 1,355,589. including grants of \$ 998,300.) (Revenue \$)

SEE SCHEDULE O

4b (Code:) (Expenses \$ 937,804. including grants of \$ 500,272.) (Revenue \$)

SEE SCHEDULE O

4c (Code:) (Expenses \$ 580,677. including grants of \$ 580,000.) (Revenue \$)

SEE SCHEDULE O

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

(Expenses \$ 380,198. including grants of \$ 32,407.) (Revenue \$)

4e Total program service expenses 3,254,268.

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)? <i>If 'Yes,' complete Schedule A.</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (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? <i>If 'Yes,' complete Schedule C, Part I.</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? <i>If 'Yes,' complete Schedule C, Part II.</i>		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? <i>If 'Yes,' complete Schedule C, Part III.</i>		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? <i>If 'Yes,' complete Schedule D, Part I.</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? <i>If 'Yes,' complete Schedule D, Part II.</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i>		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? <i>If 'Yes,' complete Schedule D, Part IV.</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V.</i>	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? <i>If 'Yes,' complete Schedule D, Part VI.</i>	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? <i>If 'Yes,' complete Schedule D, Part VII.</i>	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? <i>If 'Yes,' complete Schedule D, Part VIII.</i>		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? <i>If 'Yes,' complete Schedule D, Part IX.</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If 'Yes,' complete Schedule D, Part X.</i>	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)? <i>If 'Yes,' complete Schedule D, Part X.</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If 'Yes,' complete Schedule D, Parts XI and XII.</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E.</i>		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? <i>If 'Yes,' complete Schedule F, Parts I and IV.</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If 'Yes,' complete Schedule F, Parts II and IV.</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If 'Yes,' complete Schedule F, Parts III and IV.</i>		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? <i>If 'Yes,' complete Schedule G, Part I</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? <i>If 'Yes,' complete Schedule G, Part II.</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i>	X	

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If 'Yes,' complete Schedule H.</i>		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III.</i>	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, that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a.</i>		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), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i>		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 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If 'Yes,' complete Schedule L, Part II.</i>		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, Part II, III, or IV, and Part 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 (2016)

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. <input type="text" value="15"/>		
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="9"/>		
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' to line 3b, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
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. Did a donor advised fund maintained by the 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 sponsoring organization make any taxable distributions under section 4966? <input type="checkbox"/>		
9 b	Did the sponsoring 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 or note to any line in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (28), 1b (27), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

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 (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O
20 State the name, address, and telephone number of the person who possesses the organization's books and records: TODD R. VRADENBURG 6767 FOREST LAWN DR #303 LOS ANGELES CA 90068 (323) 688-2524

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

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

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

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			301,523.	0.	58,662.	
(2) TIM WARNER DIRECTOR	1 0	X					0.	0.	0.	
(3) JEFF GOLDSTEIN DIRECTOR	1 0	X					0.	0.	0.	
(4) FRED VAN NOY DIRECTOR	1 0	X					0.	0.	0.	
(5) RICHARD M. FAY VICE PRESIDENT	2 0	X		X			0.	0.	0.	
(6) CHRIS ARONSON CHAIRMAN	2 0	X		X			0.	0.	0.	
(7) MARK CHRISTIANSEN VICE PRESIDENT	2 0	X		X			0.	0.	0.	
(8) DAVID PASSMAN VICE PRESIDENT	2 0	X		X			0.	0.	0.	
(9) CLARK WOODS DIRECTOR	1 0	X					0.	0.	0.	
(10) ROBERT DEL MORO DIRECTOR	1 0	X					0.	0.	0.	
(11) STEVE BUNNELL VICE PRESIDENT	2 0	X		X			0.	0.	0.	
(12) GREG DUNN DIRECTOR	1 0	X					0.	0.	0.	
(13) KYLE DAVIES TREASURER	2 0	X		X			0.	0.	0.	
(14) NICK CARPOU VICE PRESIDENT	2 0	X		X			0.	0.	0.	

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

(A) Name and title	(B) Average hours per week 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			
(15) MEG WILSON DIRECTOR	1 0	X					0.	0.	0.	
(16) JOHN FITHIAN DIRECTOR	1 0	X					0.	0.	0.	
(17) SCOTT FORMAN DIRECTOR	1 0	X					0.	0.	0.	
(18) DAVID HOLLIS VICE PRESIDENT	2 0	X		X			0.	0.	0.	
(19) ADRIAN SMITH DIRECTOR	1 0	X					0.	0.	0.	
(20) MADELYN HAMMOND DIRECTOR	1 0	X					0.	0.	0.	
(21) ANN-ELIZABETH CROTTY DIRECTOR	1 0	X					0.	0.	0.	
(22) ROBERT LENIHAN SECRETARY	2 0	X		X			0.	0.	0.	
(23) JOHN SPINELLO DIRECTOR	1 0	X					0.	0.	0.	
(24) BRANDEN MILLER DIRECTOR	1 0	X					0.	0.	0.	
(25) JIM ORR PRESIDENT	2 0	X		X			0.	0.	0.	
1 b Sub-total							301,523.	0.	58,662.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							301,523.	0.	58,662.	
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>		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>	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>		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
OFFIT CAPITAL ADVISORS, LLC 485 LEXINGTON AVENUE, 24TH FLOOR NEW YOR	INVESTMENT MGMT CONS	109,215.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 1		

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1 a				
	b Membership dues	1 b 88,791.				
	c Fundraising events	1 c 943,677.				
	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 1,663,813.				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f	▶ 2,696,281.				
Program Service Revenue	2 a Business Code					
	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)		351,768.		351,768.	
	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	6,177,084.			
		(ii) Other	1,467,404.			
		b Less: cost or other basis and sales expenses	5,218,641.	1,257,678.		
		c Gain or (loss)	958,443.	209,726.		
	d Net gain or (loss)	▶	1,168,169.		1,168,169.	
	8 a Gross income from fundraising events (not including \$ 943,677. of contributions reported on line 1c). See Part IV, line 18	a	19,018.			
		b Less: direct expenses	b	464,441.		
c Net income or (loss) from fundraising events		▶	-445,423.		-445,423.	
9 a Gross income from gaming activities. See Part IV, line 19	a	23,195.				
	b Less: direct expenses	b	16,917.			
	c Net income or (loss) from gaming activities	▶	6,278.		6,278.	
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	▶				
11 a Miscellaneous Revenue		Business Code				
b -----						
c -----						
d All other revenue						
e Total. Add lines 11a-11d	▶					
12 Total revenue. See instructions	▶	3,777,073.	0.	0.	1,080,792.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	1,610,707.	1,610,707.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	500,272.	500,272.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	305,069.	101,689.	101,690.	101,690.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	408,234.	225,361.	121,084.	61,789.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	37,645.	14,538.	13,077.	10,030.
9 Other employee benefits	90,380.	35,196.	32,343.	22,841.
10 Payroll taxes	46,415.	21,281.	14,496.	10,638.
11 Fees for services (non-employees):				
a Management				
b Legal	1,611.		1,611.	
c Accounting	101,914.		101,914.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	133,420.		133,420.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)				
12 Advertising and promotion				
13 Office expenses	26,661.	8,073.	12,533.	6,055.
14 Information technology	5,083.	5,083.		
15 Royalties				
16 Occupancy	99,078.	55,672.	18,877.	24,529.
17 Travel	163,367.	133,933.	5,520.	23,914.
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	21,719.	8,690.	6,516.	6,513.
23 Insurance	30,274.	3,390.	25,190.	1,694.
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>	407,696.	407,696.		
b <u>INDIRECT EVENT COSTS</u>	220,599.			220,599.
c <u>SUMMER THEATER PSA</u>	191,457.			191,457.
d <u>PRINTING AND PUBLICATIONS</u>	79,171.	47,124.	10,226.	21,821.
e All other expenses	274,135.	75,563.	80,225.	118,347.
25 Total functional expenses. Add lines 1 through 24e	4,754,907.	3,254,268.	678,722.	821,917.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash – non-interest-bearing	1,848,401.	1	288,593.
	2 Savings and temporary cash investments	479,915.	2	2,628,929.
	3 Pledges and grants receivable, net	1,220,627.	3	367,119.
	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	35,746.	8	31,331.
	9 Prepaid expenses and deferred charges	91,983.	9	15,265.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 185,209.		
	b Less: accumulated depreciation	10b 132,368.	58,260.	10c 52,841.
	11 Investments – publicly traded securities	12,420,931.	11	11,510,318.
	12 Investments – other securities. See Part IV, line 11	3,717,314.	12	4,428,505.
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets	5,419.	14	3,013.
	15 Other assets. See Part IV, line 11	174,753.	15	220,703.
16 Total assets. Add lines 1 through 15 (must equal line 34)	20,053,349.	16	19,546,617.	
Liabilities	17 Accounts payable and accrued expenses	1,291,524.	17	1,437,102.
	18 Grants payable	400,000.	18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	165,059.	25	196,442.
	26 Total liabilities. Add lines 17 through 25	1,856,583.	26	1,633,544.
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	14,232,468.	27	13,731,560.
	28 Temporarily restricted net assets	3,964,298.	28	4,181,513.
	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	18,196,766.	33	17,913,073.
	34 Total liabilities and net assets/fund balances	20,053,349.	34	19,546,617.

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Form 990 (2016)

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,777,073.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,754,907.
3	Revenue less expenses. Subtract line 2 from line 1	3	-977,834.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	18,196,766.
5	Net unrealized gains (losses) on investments	5	694,141.
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	17,913,073.

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		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 (2016)

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.

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

OMB No. 1545-0047

2016

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 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 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.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4.						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10.						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f)).	14	%
15 Public support percentage from 2015 Schedule A, Part II, line 14.	15	%

16a **33-1/3% support test—2016.** If the organization did not check the box on line 13, and line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ▶

b **33-1/3% support test—2015.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ▶

17a **10%-facts-and-circumstances test—2016.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶

b **10%-facts-and-circumstances test—2015.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶

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

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)	3,013,393.	3,766,602.	3,025,458.	4,000,603.	2,696,281.	16,502,337.
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.	3,013,393.	3,766,602.	3,025,458.	4,000,603.	2,696,281.	16,502,337.
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.)						16,502,337.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
9 Amounts from line 6.	3,013,393.	3,766,602.	3,025,458.	4,000,603.	2,696,281.	16,502,337.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	567,130.	494,025.	311,865.	260,540.	351,768.	1,985,328.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						0.
c Add lines 10a and 10b.	567,130.	494,025.	311,865.	260,540.	351,768.	1,985,328.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						0.
13 Total support. (Add lines 9, 10c, 11, and 12.)	3,580,523.	4,260,627.	3,337,323.	4,261,143.	3,048,049.	18,487,665.
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 2016 (line 8, column (f) divided by line 13, column (f)).	15	89.26 %
16 Public support percentage from 2015 Schedule A, Part III, line 15.	16	88.40 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f)).	17	10.74 %
18 Investment income percentage from 2015 Schedule A, Part III, line 17.	18	11.60 %
19a 33-1/3% support tests—2016. 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. ▶ <input checked="" type="checkbox"/>		
b 33-1/3% support tests—2015. 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. ▶ <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ▶ <input type="checkbox"/>		

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If 'No,' describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If 'Yes,' explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If 'Yes,' answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If 'Yes,' describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If 'Yes,' explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ('foreign supported organization')? <i>If 'Yes' and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If 'Yes,' describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If 'Yes,' explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If 'Yes,' answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If 'Yes,' provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If 'Yes,' provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If 'Yes,' provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If 'Yes,' provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If 'Yes,' answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If 'Yes' to a, b, or c, provide detail in Part VI .	11c	

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If 'Yes,' then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If 'Yes,' explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b		
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If 'Yes,' describe in Part VI the role played by the organization in this regard.	3b		

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

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

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

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

Section C – Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

7 Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

BAA

Schedule A (Form 990 or 990-EZ) 2016

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

Section D – Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2016 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E – Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1 Distributable amount for 2016 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2016 (reasonable cause required – explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2016:			
a			
b			
c From 2013			
d From 2014			
e From 2015			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2016 distributable amount			
i Carryover from 2011 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2016 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2016 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2017. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b Excess from 2013			
c Excess from 2014			
d Excess from 2015			
e Excess from 2016			

BAA

Schedule A (Form 990 or 990-EZ) 2016

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

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.**
▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 its Form 990-PF, Part I, line 2, to certify that it doesn't 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, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

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
1	----- ----- -----	\$ 71,748.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	----- ----- -----	\$ 433,691.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	----- ----- -----	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	----- ----- -----	\$ 17,375.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	----- ----- -----	\$ 10,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	----- ----- -----	\$ 27,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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
7	----- ----- -----	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	----- ----- -----	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9	----- ----- -----	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
10	----- ----- -----	\$ 6,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
11	----- ----- -----	\$ 66,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
12	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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
<u>13</u>	----- ----- -----	\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>14</u>	----- ----- -----	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>15</u>	----- ----- -----	\$ 13,932.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>16</u>	----- ----- -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>17</u>	----- ----- -----	\$ 18,344.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>18</u>	----- ----- -----	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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
<u>19</u>	----- ----- -----	\$ <u>25,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>20</u>	----- ----- -----	\$ <u>20,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>21</u>	----- ----- -----	\$ <u>26,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>22</u>	----- ----- -----	\$ <u>20,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>23</u>	----- ----- -----	\$ <u>55,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>24</u>	----- ----- -----	\$ <u>6,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

WILL ROGERS MOTION PICTURE

Employer identification number

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
25	----- ----- -----	\$ 15,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
26	----- ----- -----	\$ 14,150.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27	----- ----- -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
28	----- ----- -----	\$ 121,671.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
29	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30	----- ----- -----	\$ 21,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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
31	----- ----- -----	\$ 26,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
32	----- ----- -----	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
33	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
34	----- ----- -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
35	----- ----- -----	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
36	----- ----- -----	\$ 26,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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	----- ----- -----	\$ 13,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
38	----- ----- -----	\$ 6,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
39	----- ----- -----	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
40	----- ----- -----	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
41	----- ----- -----	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
42	----- ----- -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
44	----- ----- -----	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
45	----- ----- -----	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
46	----- ----- -----	\$ 19,209.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
47	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
48	----- ----- -----	\$ 21,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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
49		\$ 13,181.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
50		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
51		\$ 8,813.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
52		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
53		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
54		\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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
55	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
56	----- ----- -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
57	----- ----- -----	\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
58	----- ----- -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
59	----- ----- -----	\$ 9,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
60	----- ----- -----	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization WILL ROGERS MOTION PICTURE	Employer identification number 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
61	----- ----- -----	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
62	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
63	----- ----- -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
64	----- ----- -----	\$ 5,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
65	----- ----- -----	\$ 18,467.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
66	----- ----- -----	\$ 14,101.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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
67	----- ----- -----	\$ 6,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
68	----- ----- -----	\$ 8,018.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
69	----- ----- -----	\$ 7,054.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
70	----- ----- -----	\$ 5,022.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
71	----- ----- -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
72	----- ----- -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the 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' on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

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

OMB No. 1545-0047

2016

Open to Public Inspection

Name of the organization

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number

15-0533551

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6.

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

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes 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' on Form 990, Part IV, line 7.

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

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

	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, handling of violations, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - 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' on 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, for escrow or custodial account liability? Yes No
- b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance	3,964,298.	2,753,828.	2,843,399.	2,161,650.	3,048,198.
b Contributions	2,385,542.	2,772,361.	767,039.	1,611,322.	981,955.
c Net investment earnings, gains, and losses					
d Grants or scholarships	500,272.	495,150.	435,209.	547,287.	1,745,483.
e Other expenditures for facilities and programs	1,668,055.	1,066,741.	421,401.	382,286.	123,020.
f Administrative expenses					
g End of year balance	4,181,513.	3,964,298.	2,753,828.	2,843,399.	2,161,650.

- 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 _____ %
- The percentages on 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' on line 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.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land		1.		1.
b Buildings				
c Leasehold improvements				
d Equipment		63,195.	34,037.	29,158.
e Other		122,013.	98,331.	23,682.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				52,841.

Part VII Investments – Other Securities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other <u>OCA BRIGADE CREDIT FUND II</u>		END OF YEAR MARKET VALUE
(A) <u>SEE PART XIII</u>		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12.)	4,428,505.	

Part VIII Investments – Program Related.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13. N/A

(a) Description of investment	(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.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. 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.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) <u>457 PLAN LIABILITY</u>	196,442.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	196,442.

2. Liability for uncertain tax positions. 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.

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

1	Total revenue, gains, and other support per audited financial statements	1	8,850,240.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains (losses) on investments	2a	694,141.
	b Donated services and use of facilities	2b	3,897,668.
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIII.) SEE PART XIII	2d	481,358.
	e Add lines 2a through 2d	2e	5,073,167.
3	Subtract line 2e from line 1	3	3,777,073.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIII.)	4b	
	c Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	3,777,073.

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

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

1	Total expenses and losses per audited financial statements	1	9,133,933.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
	a Donated services and use of facilities	2a	3,897,668.
	b Prior year adjustments	2b	
	c Other losses	2c	
	d Other (Describe in Part XIII.) SEE PART XIII	2d	481,358.
	e Add lines 2a through 2d	2e	4,379,026.
3	Subtract line 2e from line 1	3	4,754,907.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a	
	b Other (Describe in Part XIII.)	4b	
	c Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	4,754,907.

Part XIII Supplemental Information.

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

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

Part XIII Supplemental Information (continued)**SCHEDULE D, PART VII
INVESTMENTS - OTHER SECURITIES**

DESCRIPTION	BOOK VALUE	METHOD OF VALUATION
CERBERUS RMBS OPPORTUNITIES FUND LTD	203,665.	END OF YEAR MARKET VALUE
OCA MEZZANINIE II SEGREGATED PORTFOLIO	456,893.	END OF YEAR MARKET VALUE
OCA KKR ENERGY FUND, LLC	260,284.	END OF YEAR MARKET VALUE
OCA STRATEGOS RMBS FUND, LLC	202,854.	END OF YEAR MARKET VALUE
OCA OHA CREDIT FUND	1,238,593.	END OF YEAR MARKET VALUE
OCA GSO CAPITAL SOLUTIONS OVERSEAS	330,885.	END OF YEAR MARKET VALUE
ALPHAGEN EUROPEAN BEST IDEAS FUND, LLC	779,346.	END OF YEAR MARKET VALUE
OCA VAN ECK CONCENTRATED ENERGY EQUITY	439,169.	END OF YEAR MARKET VALUE
OCA BREDS III TE, LLC	41,696.	END OF YEAR MARKET VALUE
OCA ANCHORAGE SP	475,120.	END OF YEAR MARKET VALUE
TOTAL	<u>\$ 4,428,505.</u>	

PART X - FIN 48 FOOTNOTE

THE AUDITED FINANCIAL STATEMENTS INCLUDE THE FOLLOWING FOOTNOTE REGARDING LIABILITY FOR UNCERTAIN TAX PROVISIONS:

ACCOUNTING PRINCIPLES GERALLY ACCEPTED IN THE UNITED STATES OF AMERICA REQUIRE MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE ORGANIZATION AND RECOGNIZE A TAX LIABILITY IF THE ORGANIZATION HAS TAKEN A TAX POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE SUSTAINABLE UPON EXAMINATION BY A TAX AUTHORITY. THE ORGANIZATION IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS, HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS.

**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.....	\$ 481,358.
TOTAL	<u>\$ 481,358.</u>

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

SPECIAL EVENT EXP. FORM 990, VIII, LN 8B.....	\$ 481,358.
TOTAL	<u>\$ 481,358.</u>

**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' on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2016

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

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

- a** 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 10 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' on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

REVENUE	(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
	AWARD DINNER (event type)	GOLF TOURNAMEN (event type)	NONE (total number)	(add column (a) through column (c))	
1	Gross receipts	877,911.	84,784.	962,695.	
2	Less: Contributions	859,722.	83,955.	943,677.	
3	Gross income (line 1 minus line 2)	18,189.	829.	19,018.	
DIRECT EXPENSES	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	13,760.	13,760.	
	7	Food and beverages	132,762.	13,893.	146,655.
	8	Entertainment	110,455.		110,455.
	9	Other direct expenses	192,058.	1,513.	193,571.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			464,441.
11	Net income summary. Subtract line 10 from line 3, column (d)			-445,423.	

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

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		23,195.
DIRECT EXPENSES	2	Cash prizes		
	3	Noncash prizes		16,917.
	4	Rent/facility costs		
	5	Other direct expenses		
	6	Volunteer labor	<input type="checkbox"/> Yes <u>0</u> % <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <u>0</u> % <input checked="" type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)			16,917.
8	Net gaming income summary. Subtract line 7 from line 1, column (d)			6,278.

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

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

b If 'No,' explain:

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

13 Indicate the percentage of gaming activity conducted in:

a The organization's facility	13a	%
b An outside facility	13b	100.0 %

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

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If 'Yes,' enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If 'Yes,' enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ TIMINEY MAYHEW

Gaming manager compensation ▶ \$ 570.

Description of services provided ▶ OPERATIONS MANAGER

- Director/officer Employee Independent contractor

17 Mandatory distributions

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ 20,876. SEE PART IV

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

**PART III, LINE 17B
DISTRIBUTIONS REQUIRED UNDER STATE LAW**

CALIFORNIA	\$	20,876.
TOTAL	\$	<u>20,876.</u>

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

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

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

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization

WILL ROGERS MOTION PICTURE

Employer identification number

15-0533551

Part I General Information on Grants and Assistance

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

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

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 noncash assistance	(h) Purpose of grant or assistance
(1) BURKE REHABILITATION HOSPITAL 785 MAMARONECK AVENUE WHITE PLAINS, NY 10605	13-1739937		30,000.	0.			MEDICAL RESEARCH GRANT
(2) UNIV. OF CALIF., LOS ANGELES 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		50,000.	0.			MEDICAL RESEARCH GRANT
(3) UNIV. OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		150,000.	0.			MEDICAL RESEARCH GRANT
(4) UNIV OF CALIF LOS ANGELES 10833 LE CONTE AVENUE LOS ANGELES, CA 90024	95-6006143		100,000.	0.			MEDICAL RESEARCH FELLOWSHIP
(5) UNIV. OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE, 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		120,000.	0.			MEDICAL RESEARCH FELLOWSHIP
(6) FORT SANDERS FDN PATRICIA NEA 1901 CLINCH AVENUE KNOXVILLE, TN 37916	62-1748601		50,000.	0.			MEDICAL RESEARCH FELLOWSHIP
(7) UNIVERSITY OF TEXAS - SW MEDI 5323 HARRY HINES BOULEVARD DALLAS, TX 75235	75-6002868		40,000.	0.			MEDICAL RESEARCH FELLOWSHIP
(8) NEW YORK UNIV. SCHOOL OF MED. 550 FIRST AVE., BELLEVUE CHES NEW YORK, NY 10016	13-5562308		40,000.	0.			MEDICAL RESEARCH FELLOWSHIP

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 33
- 3 Enter total number of other organizations listed in the line 1 table ▶ 0

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
1 BURIAL & CREMATION	4	14,299.			
2 MEDICAL EQUIPMENT	7	2,211.			
3 MEDICAL REHABILITATION	65	127,550.			
4 CARE MANAGEMENT SUPPORT	15	12,742.			
5 MOVIE / FRUIT / BOOK SUPPORT	34	10,386.			
6 HOUSING ASSISTANCE	89	317,686.			
7 VOCATIONAL ASSISTANCE	11	15,398.			

Part IV Supplemental Information. 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.

Continuation Sheet for Schedule I (Form 990)

2016

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

Continuation Page 1 of 3

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 Domestic Organizations and Domestic Governments. (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 noncash assistance	(h) Purpose of grant or assistance
<u>WILL ROGERS RANCH FOUNDATION</u> <u>P.O. BOX 502</u> <u>PAC PALISADES, CA 90272</u>	26-2060795		30,000.				EDUCATION
<u>ASHLAND HOSPITAL CORPORATION</u> <u>2201 LEXINGTON AVENUE</u> <u>ASHLAND, KY 41101</u>	61-0444716		41,500.				MEDICAL EQUIPMENT GRANT
<u>BRIDGEPORT HOSPITAL</u> <u>267 GRANT STREET</u> <u>BRIDGEPORT, CT 06610</u>	06-0646554		69,000.				MEDICAL EQUIPMENT GRANT
<u>CA HOSPITAL MEDICAL CTR FDN</u> <u>1401 S. GRAND AVENUE</u> <u>LOS ANGELES, CA 90015</u>	95-4000909		29,000.				MEDICAL EQUIPMENT GRANT
<u>CAMCARE HLTH ED & RESEARCH FD</u> <u>1401 S. GRAND</u> <u>LOS ANGELS, CA 90015</u>	95-4000909		44,400.				MEDICAL EQUIPMENT GRANT
<u>CHILDRENS HOSP OF WISCONSIN</u> <u>PO BOX 1997, MS 3050</u> <u>MILWAUKEE, WI 53201</u>	39-0812532		25,000.				MEDICAL EQUIPMENT GRANT
<u>CHILDRENS HOSP OF LOS ANGELES</u> <u>4650 SUNSET BLVD., #29</u> <u>LOS ANGELS, CA 90027</u>	95-1690977		10,000.				MEDICAL EQUIPMENT GRANT
<u>CONN CHILDREN MED CNTR</u> <u>282 WASHINGTON STREET</u> <u>HARTFORD, CT 06106</u>	22-2619669		40,000.				MEDICAL EQUIPMENT GRANT
<u>DIGNITY HEALTH</u> <u>10500 LINDEN AVENUE</u> <u>LONG BEACH, CA 90813</u>	94-1196203		73,800.				MEDICAL EQUIPMENT GRANT
<u>FORREST COUNTY GENERAL HOSP</u> <u>6051 US 49</u> <u>HATTIESBURG, MS 39401</u>	64-6001587		42,900.				MEDICAL EQUIPMENT GRANT

Continuation Sheet for Schedule I (Form 990)

2016

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

Continuation Page 2 of 3

Name of the organization

WILL ROGERS MOTION PICTURE

Employer identification number

15-0533551

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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 noncash assistance	(h) Purpose of grant or assistance
HARRIS CNTY HOSP DIST FUND 2525 HOLLY HALL STREET, #292 HOUSTON, TX 77054	76-0408224		45,000.				MEDICAL EQUIPMENT GRANT
LE BONHEUR CHILDRENS HOSP FND 850 POPLAR AVENUE MEMPHIS, TN 38103	62-1872938		22,900.				MEDICAL EQUIPMENT GRANT
LUBBOCK COUNTY HOSP DISTRICT 602 INDIANA AVENUE LUBBOCK, TX 79415	75-1301362		75,000.				MEDICAL EQUIPMENT GRANT
MERCY MEDICAL CENTER 1320 MERCY DRIVE NW CANTON, OH 44708	34-1893439		10,000.				MEDICAL EQUIPMENT GRANT
MONTEFIORE MEDICAL CENTER 3325 BAINBRIDGE AVENUE BRONX, NY 10467	13-1740114		45,000.				MEDICAL EQUIPMENT GRANT
NORTHWEST IOWA HOSP CORP 2720 STONEPARK BLVD SIOUX CITY, IA 51104	42-1019872		41,000.				MEDICAL EQUIPMENT GRANT
NORTON HOSP INC 234 E. GRAY ST #450 LOUISVILLE, KY 40202	62-0703799		70,000.				MEDICAL EQUIPMENT GRANT
ROCKY MTN ADVENTIST HEALTH FN 100 HEALTH PARK DRIVE LOUISVILLE, CO 80027	84-0745018		34,000.				MEDICAL EQUIPMENT GRANT
SHARP HEALTHCARE FOUNDATION 8695 SPECTRUM CENTER BLVD. SAN DIEGO, CA 92123	95-3492461		14,600.				MEDICAL EQUIPMENT GFRANT
SE ALABAMA MED CTR FOUNDATION 1922 FAIRVIEW AVENUE, AL 36301	20-8726030		90,600.				MEDICAL EQUIPMENT GRANT

Continuation Sheet for Schedule I (Form 990)

2016

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

Continuation Page 3 of 3

Name of the organization

WILL ROGERS MOTION PICTURE

Employer identification number

15-0533551

Part II Continuation of Grants and Other Assistance to Domestic Organizations and Domestic Governments. (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 noncash assistance	(h) Purpose of grant or assistance
THE UPSTATE FOUNDATION, INC. 750 E ADAMS ST CAB 326 SYRACUSE, NY 13210	16-1068101		40,500.				MEDICAL EQUIPMENT GRANT
UMC FOUNDATION, INC. 1800W CHARLESTON BOULEVARD LAS VEGAS, NV 89102	86-1146214		28,600.				MEDICAL EQUIPMENT GRANT
US CONF OF CATHOLIC BISHOPS 1 MEDICAL PARK DRIVE E BIRMINGHAM, AL 35235	53-0196617		22,000.				MEDICAL EQUIPMENT GRANT
UNIV HEALTH SYSTEM INC 2121 MEDICAL CENTER WAY # 110 KNOXVILLE, TN 37920	31-1626179		25,000.				MEDICAL EQUIPMENT GRANT
UPSTATE AFFILIATE ORGANIZTN. 701 GROVE ROAD GREENVILLE, SC 29605	81-1723202		57,900.				MEDICAL EQUIPMENT GRANT

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2016

▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 23.

▶ Attach to Form 990.

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

WILL ROGERS MOTION PICTURE

Employer identification number

15-0533551

Part I Questions Regarding Compensation

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

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

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

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

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

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

- a** Receive a severance payment or change-of-control payment? **4 a**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4 b**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4 c**
- 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), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

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

- a** The organization? **5 a**
- b** Any related organization? **5 b**
- If 'Yes' on line 5a or 5b, describe in Part III.

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

- a** The organization? **6 a**
- b** Any related organization? **6 b**
- If 'Yes' on line 6a or 6b, describe in Part III.

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

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

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

	Yes	No
1 a		
1 b		
2		
3		
4 a		X
4 b		X
4 c		X
5 a		X
5 b		X
6 a		X
6 b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2016

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns(B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
TODD R. VRADENBURG 1 EXECUTIVE DIREC	(i)	290,123.	0.	11,400.	27,857.	30,805.	360,185.	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

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION

Employer identification number

15-0533551

FORM 990, PART I, LINE 1 - ORGANIZATION MISSION OR SIGNIFICANT ACTIVITIES

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

ABOUT THE WILL ROGERS INSTITUTE

THE WILL ROGERS INSTITUTE IS A PROGRAM OF THE WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION. ORIGINALLY A HOSPITAL FOR TUBERCULOSIS-STRICKEN VAUDEVILLIANS, THE WILL ROGERS MEMORIAL HOSPITAL (ESTABLISHED IN 1936) BECAME A NATIONAL TRAINING FACILITY FOR DOCTORS TREATING PATIENTS WITH TUBERCULOSIS AND THE WILL ROGERS INSTITUTE WAS CREATED. CURRENTLY, THE WRI PERPETUATES THE LEGACY OF WILL ROGERS AS A NATIONAL CHARITABLE HEALTH PROGRAM DEDICATED TO THE SUPPORT OF RESEARCH IN DEBILITATING LUNG DISORDERS, MEDICAL SCHOOL TRAINING FELLOWSHIPS, DISTRIBUTORS OF FREE HEALTH 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 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

BRAVE BEGINNINGS - AN INITIATIVE OF THE WILL ROGERS INSTITUTE

IN 2015, THE WILL ROGERS INSTITUTE NEONATAL VENTILATOR EQUIPMENT PROGRAM WAS OFFICIALLY RENAMED, BRAVE BEGINNINGS (BB). A LARGE PORTION OF WRI PROGRAM RESOURCES WAS DEDICATED TO THE LAUNCH AND ESTABLISHING THE NEW PROGRAM NAME, ESPECIALLY IN THE HEALTHCARE COMMUNITY THAT ENCOMPASSES INDIVIDUALS AND ORGANIZATIONS THAT ARE ALL DEDICATED TO THE ISSUE OF PREMATURE BIRTHS IN THE UNITED STATES. DUE TO THE LARGE PREMATURE BIRTH PROBLEM IN THE UNITED STATES (THE US HAS THE SIXTH HIGHEST RATE OF PREMATURE BIRTHS IN THE WORLD, 12% OF ALL BIRTHS, IN MOST DEVELOPED COUNTRIES THE RATE IS 7 - 9%), HOSPITALS HAVE A TREMENDOUS NEED FOR ADDITIONAL EQUIPMENT AND MODERN EQUIPMENT THAT WILL GIVE A PREMATURE INFANT A FIGHTING CHANCE AT A LIFE WITHOUT DISEASE OR A PERMANENT DISORDER. IN 2016-17, THE BB PROGRAM ISSUED 24 GRANTS TO HOSPITALS IN THE USA, FROM A POOL OF 64 APPLICANTS. THE TOTAL AMOUNT OF GRANT FUNDING WAS AGAIN JUST OVER \$1 MILLION DOLLARS, WHICH FUNDED THE PURCHASE OF 79 PIECES OF EQUIPMENT. THE DEMAND FOR EQUIPMENT FUNDING WAS APPROXIMATELY \$9,000,000. SINCE THE VENTILATOR GRANT PROGRAM WAS ESTABLISHED IN 2006, 170 HOSPITALS HAVE RECEIVED GRANTS, TOTALING \$6.7 MILLION DOLLARS, AND AN ESTIMATED 107,244 INFANTS HAVE BENEFITED. THE WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION WILL CONTINUE TO PUT A CONSIDERABLE AMOUNT OF EFFORT INTO THE BRAVE BEGINNINGS PROGRAM IN 2017-18, TO TRY AND MEET THE NEED OF HOSPITALS THROUGH THE US, AS WELL AS, EDUCATE THE PUBLIC ABOUT THE NEED AND LONG-TERM BENEFITS TO HELPING PREMATURE INFANTS DEVELOP WITHOUT LIFELONG AILMENTS. ALONG WITH MANY OTHER INDIVIDUALS AND ORGANIZATIONS DEDICATED TO FIGHTING THE PREEMIE EPIDEMIC, THE BRAVE BEGINNINGS PROGRAM WILL TRY TO HELP ELIMINATE A GENERATION OF CHILDREN GROWING UP WITH AILMENTS AND DISORDERS, DUE TO A PREMATURE BIRTH, BY PROVIDING HEALTHCARE INSTITUTIONS AND PROFESSIONALS WITH THE TOOLS THEY NEED TO PERFORM THE MIRACLES PEOPLE ARE ASKING OF THEM. FOLLOWING THE TRADITION

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

ESTABLISHED BY THE WILL ROGERS INSTITUTE PROGRAM, AND UTILIZING RESOURCES FROM THE ENTERTAINMENT INDUSTRY, PUBLIC SERVICE ANNOUNCEMENTS MADE A SIGNIFICANT IMPACT IN 2016-17. THERE WERE TWO PSAS IN THE MARKET, ONE FEATURING AWARD WINNING MUSICAL TALENT PHILLIP PHILLIPS, WHO WAS A PREEMIE, AND AN ANIMATED PSA FEATURING SIR ISAAC NEWTON, WHO WAS ALSO A PREEMIE. THE TWO PUBLIC SERVICE ANNOUNCEMENTS PLAYED AT 16 MOVIE THEATER CIRCUITS, EITHER ON THE BIG SCREEN OR ON LOBBY ENTERTAINMENT MONITORS.

IN ADDITION TO THE PSA PLAY IN MOVIE THEATERS, THE PSAS ALSO HAD A TREMENDOUS AMOUNT OF PLAY ON CABLE TELEVISION AND WEBSITES. THE PHILLIPS PSA RELEASED TO WEBSITES AND WAS STREAMED 715,743 TIMES. THE PSA HAD A 73% COMPLETION VIEW RATE, NATIONAL AVERAGE IS 45%. THE NEWTON PSA AIRED 14,651 TIMES ON 500 STATIONS, IN 2016-17, PROVIDING AN IN-KIND MEDIA VALUE OF \$4,916,543. THE PSA WAS SEEN ON THE CNN AIRPORT NETWORK, COOKING CHANNEL, DIY CHANNEL, AND THE FOOD NETWORK. SIXTY-SEVEN PERCENT OF THE PSA AIRINGS WAS BETWEEN THE HOURS 5 AM - 10 PM, WITH 8% OF THE PLAY HAPPENING IN THE 8:00-10:00 PM HOURS.

THE BRAVE BEGINNINGS PROGRAM WAS FEATURED ON NATIONALLY PODCAST RADIO PROGRAM, "DR. GLUSS: ENGAGING MINDS" (KABC) AND A NATIONALLY SYNDICATED NEWS PROGRAM CALLED LIFE CONNECTED (NBC), WHICH IS PRODUCED AND FEATURES THE RESPECTED REPORTER CAROLYN JOHNSON.

BRAVE BEGINNINGS WAS ALSO THE FEATURED PROGRAM FOR THE 64TH CANNES LIONS INTERNATIONAL FESTIVAL OF CREATIVITY - AKA THE YOUNG LIONS COMPETITION. IN THE USA, JUNIOR CREATIVE EXECUTIVES COMPETED TO EARN A TRIP TO THE MARKETING FESTIVAL IN CANNES, FRANCE AND COMPETE AGAINST OTHER JUNIOR EXECS FROM AROUND THE WORLD. THE USA CONTESTANTS HAD TO CREATE CONTENT AND CAMPAIGNS FOR ALL MARKETING SECTORS EXCLUSIVELY

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

FOR BRAVE BEGINNINGS. THE MARKETING SECTORS WERE: PRINT PSA, CYBER, INTEGRATED MARKETING & PUBLIC RELATIONS, AND VIDEO PSA. EACH CATEGORY PRODUCED FANTASTIC IDEAS AND WE LOOK FORWARD TO UTILIZING SOME OF THEM IN 2018-19.

ALSO, IN 2016-17, WRMPFF JOINED OTHER ORGANIZATIONS DEDICATED TO PREMATURE BIRTH AWARENESS AND PREEMIE SUPPORT FOR THE NATIONAL NICU AWARENESS CAMPAIGN. BRAVE BEGINNINGS SPOKES PEOPLE, LIAM HEMSWORTH, ZOE SALDANA, AND PHILLIP PHILLIPS ALL MADE A PUSH ON SOCIAL MEDIA TO CREATE AWARENESS FOR NICU AWARENESS MONTH, AS WELL AS, BRING ATTENTION TO THE PREMATURE BIRTH EPIDEMIC IN THE USA. CELEBRITY KIM KARDASHIAN WEST ALSO SIGNED-ON TO SUPPORT THE CAMPAIGN BY SENDING MESSAGES TO HER 48 MILLION FOLLOWERS ON SOCIAL MEDIA.

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

PIONEERS ASSISTANCE PROGRAM

THE PIONEERS ASSISTANCE FUND (PAF), PROVIDES PEOPLE WHO WORK OR HAVE SPENT A CAREER IN THEATRICAL ENTERTAINMENT WITH FINANCIAL ASSISTANCE FOR HEALTH AND WELFARE ISSUES. THE PAF IS FUNDED BY RESTRICTED DONATIONS FROM ENTERTAINMENT INDUSTRY COMPANIES, FOUNDATIONS AND INDIVIDUALS WHO WORK IN THE INDUSTRY, PRIMARILY VIA AN ANNUAL GALA EVENT, GOLF TOURNAMENT, AND YEAR-END SOLICITATION. IN 2016-17, THE FUND PROVIDED LONG-TERM ASSISTANCE TO 29 CLIENTS AND SHORT-TERM ASSISTANCE TO 210 CLIENTS, UP FROM 95 THE PREVIOUS YEAR. CLIENT AILMENTS INCLUDED BONE/JOINT/MUSCLE DISORDERS, BRAIN/SPINAL CORD/NERVE DISORDERS, HEART AND BLOOD VESSEL DISORDERS, LUNG/AIRWAY DISORDERS, MENTAL HEALTH ISSUES, AND FINANCIAL HARDSHIP. THE TOP THREE REASONS FOR ASSISTANCE ARE: 1. FINANCIAL HARDSHIP, 2. CANCER TREATMENTS, AND 3. ACCIDENT OR UNFORESEEN CIRCUMSTANCE. THE AGE RANGE FOR LONG-TERM ASSISTANCE RECIPIENTS IS 50 - 99, WITH MANY OF THOSE RECEIVING ASSISTANCE BETWEEN THE AGES 71 - 90. THE SHORT-TERM

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

CLIENT AGES ARE FROM 20-100 YEARS OF AGE, WITH THE MAJORITY RECEIVING ASSISTANCE IN THE 51 - 70 AGE GROUP. THE PIONEERS ASSISTANCE FUND PROGRAM PROVIDES FINANCIAL ASSISTANCE FOR THE FOLLOWING SERVICES: MEDICAL REHABILITATION, MEDICAL RELATED EQUIPMENT, VOCATIONAL REHABILITATION, EMERGENCY GRANTS, AND QUALITY OF LIFE ISSUES (DUE TO HEALTH-RELATED CIRCUMSTANCE). IN 2016-17, THE NUMBER ONE HEALTH AILMENT, FOR CLIENTS NEEDING FINANCIAL ASSISTANCE, WAS CANCER. HOMELESSNESS WAS NOT AS MUCH OF A PROBLEM, AS THE YEAR PREVIOUS, BECAUSE SOCIAL WORKERS HAD EXPERIENCE IN 2015-16 WORKING WITH CLIENTS WHO WERE HOMELESS (DUE TO FINANCIAL HARDSHIP) THEY WERE ON THE LOOKOUT FOR CERTAIN CIRCUMSTANCES. SOCIAL WORKERS ARE FINDING THAT A SIGNIFICANT NUMBER OF PEOPLE SEEKING FINANCIAL ASSISTANCE ARE EMPLOYED, BUT LIVE UNDER A VERY TIGHT BUDGET, DUE TO MANY FACTORS. ONE ACCIDENT, ILLNESS OR UNFORESEEN INCIDENT CAN CREATE A HOUSEHOLD CRISIS. PAF CLIENTS REFLECT THE GREATER CIRCUMSTANCE AFFECTING MIDDLE-CLASS WORKERS IN THE USA, MOST ARE BARELY KEEPING UP WITH FINANCIAL DEMANDS OF DAY-TO-DAY LIFE.

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

WILL ROGERS INSTITUTE RESEARCH & FELLOWSHIPS

THE WILL ROGERS INSTITUTE (WRI) IS A PROGRAM THAT HAS ROOTS DATING BACK TO WHEN THE CHARITY OPERATED THE WILL ROGERS MEMORIAL HOSPITAL. A PRIMARY OBJECTIVE OF THE HOSPITAL WAS TO CONDUCT RESEARCH FOR PATIENT CARE AND TRAIN PULMONARY DOCTORS ON HOW TO PROVIDE THE BEST CARE FOR THEIR PATIENTS. TODAY, WRI FUNDS GENERAL PULMONARY RESEARCH THAT PROVIDES TRAINING FOR THE NEXT GENERATION OF PULMONOLOGISTS AND PULMONARY RESEARCHERS, AS WELL AS, PROVIDES FUNDING FOR MEDICAL SCHOOL FELLOWSHIPS (TRAINING FELLOWSHIPS). IN 2016-17, WRI FUNDED RESEARCH AT: BURKE REHABILITATION HOSPITAL (WHITE PLAINS, NY), UNIVERSITY OF SOUTHERN CALIFORNIA SCHOOL OF MEDICINE, UNIVERSITY OF CALIFORNIA LOS ANGELES MEDICAL SCHOOL, AND PATRICIA NEAL

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

REHABILITATION HOSPITAL (KNOXVILLE, TN). THE FELLOWSHIPS WERE AT: NEW YORK UNIVERSITY, UNIVERSITY OF TEXAS MEDICAL SCHOOL (DALLAS, TX), UNIVERSITY OF CALIFORNIA LOS ANGELES, AND UNIVERSITY OF SOUTHERN CALIFORNIA. CURRENT SPONSORED PROGRAMS AT THE FOUR LABORATORIES INCLUDE: TREATMENT OF LUNG INFECTIONS BY NEWLY DISCOVERED NATURAL ANTIBIOTICS KNOWN AS DEFENSINS AT UCLA; NEW STRATEGIES FOR TREATMENT OF LUNG INJURY AND PULMONARY EDEMA FROM AIR POLLUTION AND OTHER LUNG INJURIES AT USC; ADVANCED METHODS OF DELIVERING PULMONARY REHABILITATION UTILIZING SOCIAL WORKERS AND MEDICAL PRACTITIONERS AT BURKE; AND SMOKING CESSATION PROGRAMS FOR PATIENTS IN PULMONARY REHABILITATION, AS WELL AS OTHER PULMONARY RELATED THERAPIES AT THE PATRICIA NEAL CENTER. THE OBJECTIVE FOR FUNDING RESEARCH FELLOWSHIPS IN LUNG DISEASES AT MANY MAJOR UNIVERSITIES THROUGHOUT THE UNITED STATES IS TO HELP TRAIN FUTURE LEADERS OF LUNG RESEARCH AND THORACIC SPECIALISTS.

FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

WILL ROGERS INSTITUTE - HEALTH EDUCATION

ANOTHER MISSION OF THE WILL ROGERS INSTITUTE IS TO EDUCATE THE PUBLIC ON THE PREVENTION OF CARDIO-PULMONARY DISORDERS, AS WELL AS, HOW TO MANAGE SUCH DISORDERS. THE WRI HAS A RICH HISTORY OF PRODUCING AND DISTRIBUTING PUBLIC SERVICE ANNOUNCEMENTS (PSAS) ON AN ANNUAL BASIS, FOR THEATRICAL, WEB-BASED AND TELEVISION AUDIENCES. PRINT PUBLIC SERVICE ANNOUNCEMENTS, AS WELL AS, DIGITAL PSAS ARE ALSO PART OF THAT RICH HISTORY. SINCE THE 1950'S, CELEBRITIES HAVE DONATED THEIR TIME AND STAR POWER TO HELP ATTRACT ATTENTION TO THE PSA AND THE IMPORTANCE OF THE TOPIC. IN 2016-17, A PSA WAS NOT PRODUCED FOR THE WILL ROGERS INSTITUTE, ALL RESOURCES WERE DEDICATED TO THE SPIN-OFF PROGRAM, BRAVE BEGINNINGS, HOWEVER, WRI IS VERY ACTIVE ON SOCIAL MEDIA, PRIMARILY FACEBOOK. THE OBJECTIVE OF THE POSTS ON SOCIAL MEDIA IS TO EDUCATE THE PUBLIC ABOUT PULMONARY DISEASE AND DISORDERS, AS WELL AS, JOIN THE

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FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

EFFORTS TO CREATE AWARENESS ABOUT CHRONIC OBSTRUCTIVE PULMONARY DISEASE (COPD), THE FOURTH LEADING CAUSE OF DEATH IN THE USA.

IN 2016-17, WRI WAS A COALITION MEMBER OF THE COPD AWARENESS CAMPAIGN FOR NATIONAL COPD AWARENESS MONTH, LED BY THE NATIONAL INSTITUTES OF HEALTH AND THE COPD FOUNDATION. THE WILL ROGERS INSTITUTE'S WEB SITE AND SOCIAL MEDIA CHANNELS CONTINUE TO BE VISITED BY THE PUBLIC, GENERATING THOUSANDS OF HITS PER YEAR AND PAGE VIEWS. THE SOCIAL MEDIA OUTLETS HAVE BECOME A PRIMARY SOURCE OF SHARING INFORMATION TO CONSTITUENTS AND THE PUBLIC ON A WEEKLY BASIS, TO SUPPLEMENT TRADITIONAL MEDIUMS, SUCH AS NEWSLETTERS AND E-MAIL BLASTS. WILL ROGERS INSTITUTE EDUCATIONAL BOOKLETS REMAIN IN DEMAND. IN 2016-17, WRI DISTRIBUTED 17,282 FREE BOOKLETS, UP FROM 12,932 THE PREVIOUS YEAR. THE MOST REQUESTED BOOKLET TOPICS ARE: "THE TRUTH ABOUT SMOKING" AND "CHILDREN AND ASTHMA." WITH THE AMOUNT OF FREE INFORMATION AVAILABLE ON THE INTERNET, THE FREE HEALTH BOOKLETS CONTINUE TO BE IN HIGH DEMAND, ESPECIALLY FOR ORGANIZATIONS SUCH AS COMMUNITY HEALTH CENTERS, EDUCATORS, AND HUMAN RESOURCE DEPARTMENTS.

PERPETUATING THE MEMORY OF WILL ROGERS

THE WRMPFF, AS WELL AS BEING A HEALTH CHARITY, ALSO HAS THE PRIMARY MISSION OF PERPETUATING THE MEMORY OF THE GREAT HUMANITARIAN, WILL ROGERS. EFFORTS TO PERPETUATE THE MEMORY OF WILL ROGERS ARE DONE IN PARTNERSHIP WITH THE WILL ROGERS MUSEUM (CLAREMORE, OK), THE WILL ROGERS RANCH FOUNDATION (PACIFIC PALISADES, CA), AND IN 2016-17 A PARTNERSHIP WAS DEVELOPED WITH THE HISTORIC SARANAC LAKE (THE HISTORICAL SOCIETY FOR SARANAC VILLAGE, NEW YORK WHERE THE WILL ROGERS HOSPITAL WAS LOCATED). IN 2016-17, EFFORTS WERE MADE TO CONTINUE TO COMMEMORATE THE 80TH ANNIVERSARY OF THE DEATH OF WILL ROGERS, AFTER AN UNTIMELY DEATH IN A PLANE CRASH

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FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES DESCRIPTION

WITH THE ACCLAIMED PILOT WILEY POST. THE NATIONAL MEDIA BLITZ CREATED A GREAT DEAL OF MESSAGES ABOUT WILL ROGERS. THE ATLANTIC MONTHLY MAGAZINE RAN A FEATURED ARTICLE ABOUT THE WILL ROGERS HOSPITAL WHICH FOCUSED ON ITS ORIGINS AS A TUBERCULOSIS HOSPITAL FOR VAUDEVILLIAN ACTORS AND STAGE HANDS. WILL ROGERS AND CHARLIE CHAPLIN WERE THE TWO MOST SUCCESSFUL PERSONALITIES TO TRANSITION FROM VAUDEVILLE TO HOLLYWOOD AND THE HOSPITAL FOR VAUDEVILLIANS WAS RENAMED AFTER WILL ROGERS UPON HIS DEATH.

IN 2016-17, WRMPFF AGAIN PARTNERED WITH THE MUSEUM TO SPONSOR THE ANNUAL WILL ROGERS HUMANITARIAN AWARD, GIVEN BY THE NATIONAL SOCIETY OF NEWSPAPER COLUMNISTS. AT THE TIME OF HIS DEATH IN 1935, WILL ROGERS HAD THE NUMBER ONE SYNDICATED NEWSPAPER COLUMN IN THE USA. WE ALSO SUPPORT THE MUSEUM BY UTILIZING THEIR SUPPLIERS FOR INTERPRETIVE WILL ROGERS' MEMORABILIA, WHICH WE GIVE TO DONORS AS GIFTS AND VOLUNTEER RECOGNITION AWARDS, ESPECIALLY TO INDIVIDUALS WORKING IN THE ENTERTAINMENT INDUSTRY.

THE WRMPFF WORKS WITH THE WILL ROGERS RANCH FOUNDATION BY PROVIDING BACK OFFICE AND ADMINISTRATIVE SUPPORT. THE WILL ROGERS RANCH FOUNDATION IS A SMALL GRASSROOTS ORGANIZATION WITH ONE PART-TIME STAFF PERSON. IN 2016-17, 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. WRMPFF CONTINUES TO 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.

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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.

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

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

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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.

WILL ROGERS MOTION PICTURE
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FORM 990, PART III, LINE 4E
PROGRAM SERVICES TOTALS

	PROGRAM SERVICES TOTAL	FORM 990	SOURCE
TOTAL EXPENSES	3,254,268.	3,254,268.	PART IX, LINE 25, COL. B
GRANTS	2,110,979.	2,110,979.	PART IX, LINES 1-3, COL. B
REVENUE	0.	0.	PART VIII, LINE 2, COL. A

FORM 990, PART IX, LINE 24E
OTHER EXPENSES

	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT & GENERAL	(D) FUNDRAISING
BANK CHARGES	11,223.		11,223.	
DONOR RECOGNITION	35,247.			35,247.
DUES AND PUBLICATIONS	6,822.	2,137.	4,685.	
EDUCATION / SEMINARS	6,663.	6,663.		
EQUIPMENT RENTAL	8,111.	3,245.	2,433.	2,433.
LICENSES AND FEES	17,323.			17,323.
MEETING EXPENSES	15,386.	8,261.	4,445.	2,680.
MERCHANT CHARGES	28,013.			28,013.
OUTSIDE SERVICES	52,324.	3,477.	33,966.	14,881.
PAYROLL PROCESSING	16,613.	8,306.	4,817.	3,490.
POSTAGE AND SHIPPING	44,446.	28,080.	8,439.	7,927.
REPAIRS / MAINTENANCE	5,982.		5,982.	
TELECOMMUNICATIONS	25,982.	15,394.	4,235.	6,353.
TOTAL	\$ 274,135.	\$ 75,563.	\$ 80,225.	\$ 118,347.