Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

► Do not enter social security numbers on this form as it may be made public.
► Go to *www.irs.gov/Form990* for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

A For the 2018 calendar year, or tax year beginning 4/01 , 2018, and ending 3/31 , 2019

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 $ 7,390,525.

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
If "No," attach a list. (see instructions)

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

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

3	Number of voting members of the governing body (Part VI, line 1a)	3	29
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	27
5	Total number of individuals employed in calendar year 2018 (Part V, line 2a)	5	9
6	Total number of volunteers (estimate if necessary)	6	102
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 38	7b	10,605.

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	2,365,505.	1,654,704.
9	Program service revenue (Part VIII, line 2g)		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	315,621.	1,063,313.
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-51,030.	-306,787.
12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,630,096.	2,411,230.
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,847,582.	1,178,997.
14	Benefits paid to or for members (Part IX, column (A), line 4)		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,002,206.	949,344.
16a	Professional fundraising fees (Part IX, column (A), line 11e)		
b	Total fundraising expenses (Part IX, column (D), line 25) ► 614,280.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,245,853.	1,190,849.
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,095,641.	3,319,190.
19	Revenue less expenses. Subtract line 18 from line 12	-1,465,545.	-907,960.

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	18,817,177.	17,017,594.
21	Total liabilities (Part X, line 26)	1,234,018.	867,783.
22	Net assets or fund balances. Subtract line 21 from line 20	17,583,159.	16,149,811.

Part II Signature Block

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

Sign Here

► Signature of officer — Date: 2/12/20

► TODD R. VRADENBURG — EXECUTIVE DIRECTOR
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MARK A. LADESICH, CPA	MARK A. LADESICH, CPA			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 X

1 Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ..... ☐ Yes ☒ 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 $ 927,406. including grants of $ 350,569.) (Revenue $)

SEE SCHEDULE O

4b (Code:) (Expenses $ 738,454. including grants of $ 452,048.) (Revenue $)

BRAVE BEGINNINGS B

4c (Code:) (Expenses $ 379,872. including grants of $ 365,000.) (Revenue $)

SEE SCHEDULE O

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

(Expenses $ 200,428. including grants of $ 11,381.) (Revenue $)

4e Total program service expenses ► 2,246,160.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If 'Yes,' complete Schedule C, Part II*	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If 'Yes,' complete Schedule C, Part III*	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If 'Yes,' complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If 'Yes,' complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V*	10	X	
11	If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If 'Yes,' complete Schedule D, Part VI*	11a	X	
b	Did the organization report an amount for investments – other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VII*	11b	X	
c	Did the organization report an amount for investments – program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part VIII*	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If 'Yes,' complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If 'Yes,' complete Schedule D, Part X*	11e	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If 'Yes,' complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If 'Yes,' complete Schedule D, Parts XI and XII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If 'Yes,' complete Schedule F, Parts I and IV*	14b		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? *If 'Yes,' complete Schedule F, Parts II and IV*	15		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? *If 'Yes,' complete Schedule F, Parts III and IV*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If 'Yes,' complete Schedule G, Part I* (see instructions)	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II*	18	X	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III*	19	X	
20a	Did the organization operate one or more hospital facilities? *If 'Yes,' complete Schedule H*	20a		X
b	If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II*	21	X	

Part IV Checklist of Required Schedules *(continued)*

		Yes	No
22 Did the organization report more than $5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III*	22	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? *If 'Yes,' complete Schedule J*	23	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No, 'go to line 25a*	24a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25 a **Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If 'Yes,' complete Schedule L, Part I*	25a		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? *If 'Yes,' complete Schedule L, Part I*	25b		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? *If 'Yes,' complete Schedule L, Part II*	26		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? *If 'Yes,' complete Schedule L, Part III*	27		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? *If 'Yes,' complete Schedule L, Part IV*	28a		X
b A family member of a current or former officer, director, trustee, or key employee? *If 'Yes,' complete Schedule L, Part IV*	28b		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? *If 'Yes,' complete Schedule L, Part IV*	28c		X
29 Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M*	29		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M*	30		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I*	31		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II*	32		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? *If 'Yes,' complete Schedule R, Part I*	33		X
34 Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Part II, III, or IV, and Part V, line 1*	34		X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		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)? *If 'Yes,' complete Schedule R, Part V, line 2*	35b		
36 **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2*	36		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? *If 'Yes,' complete Schedule R, Part VI*	37		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	38	X	

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	1a	16		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance** *(continued)*

		Yes	No
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 9			
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)			
3a Did the organization have unrelated business gross income of $1,000 or more during the year?	3a	X	
b If 'Yes,' has it filed a Form 990-T for this year? *If 'No' to line 3b, provide an explanation in Schedule O*	3b	X	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If 'Yes,' enter the name of the foreign country: ►			
See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X	
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7b	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If 'Yes,' indicate the number of Forms 8282 filed during the year. 7d			
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the sponsoring organization make any taxable distributions under section 4966?	9a		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12. 10a			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b			
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders. 11a			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. 12b			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state?	13a		
Note. See the instructions for additional information the organization must report on Schedule O.			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b			
c Enter the amount of reserves on hand 13c			
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If 'Yes,' has it filed a Form 720 to report these payments? *If 'No,' provide an explanation in Schedule O*	14b		
15 Is the organization subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? If 'Yes,' see instructions and file Form 4720, Schedule N.	15		X
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If 'Yes,' complete Form 4720, Schedule O.	16		X

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

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a	29		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent 1b	27		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? 2			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? 3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets? 5			X
6	Did the organization have members or stockholders? 6			X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? 7a			X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a	The governing body? 8a		X	
b	Each committee with authority to act on behalf of the governing body? 8b		X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O.* 9			X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► SEE SCHEDULE O

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A 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.

[X] Own website [X] Another's website [X] Upon request [ ] Other *(explain in Schedule O)*

19 Describe in Schedule O whether (and if so, how) the organization 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	50									
EXECUTIVE DIREC	0	X		X				301,540.	0.	69,089.
(2) ELIZABETH FRANK	1									
DIRECTOR	0	X						0.	0.	0.
(3) JEFF GOLDSTEIN	1									
DIRECTOR	0	X						0.	0.	0.
(4) SAMUEL GOURLEY	1									
DIRECTOR	0	X						0.	0.	0.
(5) JOHN C. HALL	1									
DIRECTOR	0	X						0.	0.	0.
(6) SCOTT KENNEDY	1									
DIRECTOR	0	X						0.	0.	0.
(7) SPENCER KLEIN	1									
DIRECTOR	0	X						0.	0.	0.
(8) BILL LEWIS	1									
DIRECTOR	0	X						0.	0.	0.
(9) MICHELLE MADDALENA	1									
DIRECTOR	0	X						0.	0.	0.
(10) MARY NAKAGAWA	1									
DIRECTOR	0	X						0.	0.	0.
(11) MARK CHRISTIANSEN	2									
VICE PRESIDENT	0	X		X				0.	0.	0.
(12) TIM PATTON	1									
DIRECTOR	0	X						0.	0.	0.
(13) JENNIFER ROGERS-ETCHEVERRY	1									
DIRECTOR	0	X						0.	0.	0.
(14) KIP SMILEY, JR	1									
DIRECTOR	0	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 (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			
(15) ANN STADLER	1									
DIRECTOR	0	X						0.	0.	0.
(16) MARK ZORADI	1									
DIRECTOR	0	X						0.	0.	0.
(17) CATHLEEN TAFF	1									
DIRECTOR	0	X						0.	0.	0.
(18) STEVE BUNNELL	2									
SECRETARY	0	X		X				0.	0.	0.
(19) W. KYLE DAVIES	2									
PRESIDENT	0	X		X				0.	0.	0.
(20) MEG WILSON	2									
VICE PRESIDENT	0	X		X				0.	0.	0.
(21) JOHN FITHIAN	1									
DIRECTOR	0	X						0.	0.	0.
(22) SCOTT FORMAN	1									
DIRECTOR	0	X						0.	0.	0.
(23) ADRIAN SMITH	1									
DIRECTOR	0	X						0.	0.	0.
(24) MADELYN HAMMOND	1									
DIRECTOR	0	X						0.	0.	0.
(25) ROBERT LENIHAN	2									
TREASURER	0	X		X				0.	0.	0.
1 b Sub-total								301,540.	0.	69,089.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								301,540.	0.	69,089.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ► 1

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*	3		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? *If 'Yes,' complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*	5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
OFFIT CAPITAL ADVISORS, LLC 485 LEXINGTON AVENUE, 24TH FLOOR NEW YOR	INVESTMENT MGMT CONS	106,877.

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

Form 990

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Form 990

OMB No. 1545-0047

2018

Name of the Organization

WILL ROGERS MOTION PICTURE

Employer Identification number

15-0533551

Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BRANDEN MILLER DIRECTOR	1 0	X						0.	0.	0.
JIM ORR CHAIRMAN	2 0	X		X				0.	0.	0.
ADAM MIZEL VICE PRESIDENT	2 0	X		X				0.	0.	0.
CHARLES B. MOSS DIRECTOR	1 0	X						0.	0.	0.

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b	116,373.			
	c Fundraising events	1c	342,225.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,196,106.			
	g Noncash contributions included in lines 1a-1f: $					
	h Total. Add lines 1a-1f		1,654,704.			
Program Service Revenue		Business Code				
	2a					
	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)		381,142.			381,142.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory	4,375,646.	945,952.			
	b Less: cost or other basis and sales expenses	3,791,902.	847,525.			
	c Gain or (loss)	583,744.	98,427.			
	d Net gain or (loss)			682,171.	-417.	682,588.
	8a Gross income from fundraising events (not including $ 342,225. of contributions reported on line 1c). See Part IV, line 18	a	10,356.			
	b Less: direct expenses	b	337,194.			
	c Net income or (loss) from fundraising events			-326,838.		-326,838.
	9a Gross income from gaming activities. See Part IV, line 19	a	22,725.			
	b Less: direct expenses	b	2,674.			
	c Net income or (loss) from gaming activities			20,051.		20,051.
	10a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
	Miscellaneous Revenue		Business Code			
	11a					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d					
	12 Total revenue. See instructions		2,411,230.	-417.	0.	756,943.

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	828,428.	828,428.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22	350,569.	350,569.		
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	303,900.	121,560.	91,170.	91,170.
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	440,580.	258,811.	101,193.	80,576.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	41,012.	17,453.	12,723.	10,836.
9 Other employee benefits	115,501.	56,881.	33,531.	25,089.
10 Payroll taxes	48,351.	24,704.	12,493.	11,154.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	76,740.		76,740.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	141,412.	87,043.	17,608.	36,761.
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	24,250.	7,221.	13,418.	3,611.
14 Information technology	8,357.	8,357.		
15 Royalties				
16 Occupancy	105,298.	62,427.	23,316.	19,555.
17 Travel	89,795.	62,460.	1,733.	25,602.
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	14,833.	8,899.	2,967.	2,967.
23 Insurance	41,697.	20,965.	10,513.	10,219.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a HEALTH EDUCATION	200,090.	185,823.		14,267.
b SUMMER THEATER PSA	107,815.			107,815.
c INDIRECT EVENT COSTS	97,190.			97,190.
d PRINTING AND PUBLICATIONS	73,084.	53,799.	15,937.	3,348.
e All other expenses	210,288.	90,760.	45,408.	74,120.
25 Total functional expenses. Add lines 1 through 24e	3,319,190.	2,246,160.	458,750.	614,280.
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 ► ☐ 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		773,750.	1	711,146.
	2	Savings and temporary cash investments		1,072,250.	2	884,159.
	3	Pledges and grants receivable, net		513,500.	3	1,500.
	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		30,618.	8	28,353.
	9	Prepaid expenses and deferred charges		14,627.	9	38,595.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 149,055.			
	b	Less: accumulated depreciation	10b 124,833.	38,880.	10c	24,222.
	11	Investments — publicly traded securities		11,859,370.	11	11,827,750.
	12	Investments — other securities. See Part IV, line 11		4,259,925.	12	3,231,245.
	13	Investments — program-related. See Part IV, line 11			13	
	14	Intangible assets		607.	14	
	15	Other assets. See Part IV, line 11		253,650.	15	270,624.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		18,817,177.	16	17,017,594.
Liabilities	17	Accounts payable and accrued expenses		1,003,935.	17	617,053.
	18	Grants payable			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		230,083.	25	250,730.
	26	**Total liabilities.** Add lines 17 through 25		1,234,018.	26	867,783.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ► ☒ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		12,895,785.	27	11,629,193.
	28	Temporarily restricted net assets		4,687,374.	28	4,520,618.
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ► ☐ 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		17,583,159.	33	16,149,811.
	34	Total liabilities and net assets/fund balances		18,817,177.	34	17,017,594.

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	2,411,230.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,319,190.
3	Revenue less expenses. Subtract line 2 from line 1	3	-907,960.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	17,583,159.
5	Net unrealized gains (losses) on investments	5	-525,388.
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	16,149,811.

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: ☐ Cash ☒ Accrual ☐ Other _____			
	If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		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: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	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: ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	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?	2c	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?	3a		X
b	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	3b		

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.

► Go to *www.irs.gov/Form990* for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

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

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 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? Yes	(iv) No	(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
(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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

14	Public support percentage for 2018 (line 6, column (f) divided by line 11, column (f))	14	%
15	Public support percentage from 2017 Schedule A, Part II, line 14	15	%

16a **33-1/3% support test—2018.** 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—2017.** 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—2018.** 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—2017.** 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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants.')	3,025,458.	4,000,603.	2,696,281.	2,365,505.	1,654,704.	13,742,551.
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	3,025,458.	4,000,603.	2,696,281.	2,365,505.	1,654,704.	13,742,551.
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.)						13,742,551.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6	3,025,458.	4,000,603.	2,696,281.	2,365,505.	1,654,704.	13,742,551.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	311,865.	260,540.	351,768.	354,866.	381,142.	1,660,181.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	311,865.	260,540.	351,768.	354,866.	381,142.	1,660,181.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on					8,441.	8,441.
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.)	3,337,323.	4,261,143.	3,048,049.	2,720,371.	2,044,287.	15,411,173.

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ► ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2018 (line 8, column (f), divided by line 13, column (f))	15	89.17 %
16 Public support percentage from 2017 Schedule A, Part III, line 15	16	89.94 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2018** (line 10c, column (f), divided by line 13, column (f))	17	10.77 %
18 Investment income percentage from **2017** Schedule A, Part III, line 17	18	10.06 %

19a **33-1/3% support tests—2018.** If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☒

b **33-1/3% support tests—2017.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV Supporting Organizations

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

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

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

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

		Yes	No
2	Activities Test. ***Answer (a) and (b) below.***		
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? *If 'Yes,' then in* ***Part VI identify those supported organizations and explain*** *how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.*	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).

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 2018 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-2018**	**(iii) Distributable Amount for 2018**
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required – explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2018			
a From 2013			
b From 2014			
c From 2015			
d From 2016			
e From 2017			
f **Total** of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2018 from Section D, line 7: $			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2018, 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 2018. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 **Excess distributions carryover to 2019.** Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2014			
b Excess from 2015			
c Excess from 2016			
d Excess from 2017			
e Excess from 2018			

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 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.
► Go to *www.irs.gov/Form990* for instructions and the latest information.

OMB No. 1545-0047

2018

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).

☐ Preservation of land for public use (e.g., recreation or education)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of a historically important land area
☐ Preservation of a certified historic structure

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

		Held at the End of the Tax Year
a Total number of conservation easements	2a	
b Total acreage restricted by conservation easements	2b	
c Number of conservation easements on a certified historic structure included in (a)	2c	
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1 ►$

(ii) Assets included in Form 990, Part X ►$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenue included on Form 990, Part VIII, line 1 ►$

b Assets included in Form 990, Part X ►$

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

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

a ☐ Public exhibition
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.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIII and complete the following table:

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided 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
1a Beginning of year balance	4,687,374.	4,181,513.	3,964,298.	2,753,828.	2,843,399.
b Contributions	1,443,540.	1,974,546.	2,385,542.	2,772,361.	767,039.
c Net investment earnings, gains, and losses					
d Grants or scholarships	350,569.	482,012.	500,272.	495,150.	435,209.
e Other expenditures for facilities and programs	1,259,727.	986,673.	1,668,055.	1,066,741.	421,401.
f Administrative expenses					
g End of year balance	4,520,618.	4,687,374.	4,181,513.	3,964,298.	2,753,828.

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

a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Temporarily restricted endowment ► 100.00 %

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

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

		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
1a Land		1.		1.
b Buildings				
c Leasehold improvements				
d Equipment		65,597.	51,090.	14,507.
e Other		83,457.	73,743.	9,714.
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10c.)* ►				24,222.

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 CERBERUS RMBS OPPORTUNITIES F		END OF YEAR MARKET VALUE
(A) SEE PART XIII		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. *(Column (b) must equal Form 990, Part X, column (B) line 12.)* ►	3,231,245.	

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

(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. N/A
Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(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) 457 PLAN LIABILITY	250,730.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, column (B) line 25.)* ►	250,730.

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 [X]

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	2,143,637.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains (losses) on investments	2a	-525,388.		
b	Donated services and use of facilities	2b	58,907.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.) SEE PART XIII	2d	340,300.		
e	Add lines 2a through 2d			2e	-126,181.
3	Subtract line 2e from line 1			3	2,269,818.
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	141,412.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	141,412.
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12.)*			5	2,411,230.

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	3,576,985.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	58,907.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII.) SEE PART XIII	2d	340,300.		
e	Add lines 2a through 2d			2e	399,207.
3	Subtract line 2e from line 1			3	3,177,778.
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	141,412.		
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	141,412.
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	3,319,190.

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

Part XIII Supplemental Information *(continued)*

SCHEDULE D, PART VII
INVESTMENTS - OTHER SECURITIES

DESCRIPTION	BOOK VALUE	METHOD OF VALUATION
OCA MEZZANINIE II SEGREGATED PORTFOLIO	328,445.	END OF YEAR MARKET VALUE
OCA KKR ENERGY FUND, LLC	411,039.	END OF YEAR MARKET VALUE
OCA OHA CREDIT FUND	755,938.	END OF YEAR MARKET VALUE
OCA GSO CAPITAL SOLUTIONS OVERSEAS	159,358.	END OF YEAR MARKET VALUE
ALPHAGEN EUROPEAN BEST IDEAS FUND, LLC	621,983.	END OF YEAR MARKET VALUE
OCA BREDS III TE, LLC	259,329.	END OF YEAR MARKET VALUE
OCA ANCHORAGE SP	245,153.	END OF YEAR MARKET VALUE
OCA CMTG, LLC	450,000.	END OF YEAR MARKET VALUE
TOTAL	$ 3,231,245.	

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

LOSS ON ABANDONMENT OF ASSETS	$ 432.
SPECIAL EVENT EXP. FORM 990, VIII, LN 8B	339,868.
TOTAL	$ 340,300.

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

LOSS ON ABANDONMENT OF ASSETS	$ 432.
SPECIAL EVENT EXP. FORM 990, VIII, LN 8B	339,868.
TOTAL	$ 340,300.

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.

► Go to *www.irs.gov/Form990* for instructions and the latest information.

OMB No. 1545-0047

2018

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 [X] Mail solicitations
- b [X] Internet and email solicitations
- c [ ] Phone solicitations
- d [ ] In-person solicitations
- e [ ] Solicitation of non-government grants
- f [ ] Solicitation of government grants
- g [X] Special fundraising events

2 a 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 [X] 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? Yes	(iii) No	(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
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.

		(a) Event #1 AWARD DINNER (event type)	(b) Event #2 GOLF TOURNAMEN (event type)	(c) Other events NONE (total number)	(d) Total events (add column (a) through column (c))
REVENUE	1 Gross receipts	233,553.	119,028.		352,581.
	2 Less: Contributions	224,832.	117,393.		342,225.
	3 Gross income (line 1 minus line 2)	8,721.	1,635.		10,356.
DIRECT EXPENSES	4 Cash prizes				
	5 Noncash prizes		9,018.		9,018.
	6 Rent/facility costs	8,958.	13,635.		22,593.
	7 Food and beverages	51,690.	15,072.		66,762.
	8 Entertainment	138,826.			138,826.
	9 Other direct expenses	96,415.	3,580.		99,995.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ►				337,194.
	11 Net income summary. Subtract line 10 from line 3, column (d) ►				-326,838.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c))
REVENUE	1 Gross revenue			22,725.	22,725.
DIRECT EXPENSES	2 Cash prizes				
	3 Noncash prizes			2,674.	2,674.
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes 0 % ☒ No	☐ Yes 0 % ☒ No	☒ Yes 65 % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ►				2,674.
	8 Net gaming income summary. Subtract line 7 from line 1, column (d) ►				20,051.

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? ... [X] 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 [X] 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 [X] 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 ► $ 594.

Description of services provided ► OPERATIONS MANAGER

[ ] Director/officer [X] 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 [X] 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 ► $ 20,453. 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	$ 20,453.
TOTAL	$ 20,453.

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.
► Go to *www.irs.gov/Form990* for the latest information

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization: WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION

Employer identification number: 15-0533551

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ..... [X] 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		20,000.	0.			MEDICAL RESEARCH GRANT
(2) UNIV. OF SOUTHERN CALIFORNIA 2020 ZONAL AVENUE 1RD RM 620 LOS ANGELES, CA 90033	95-1642394		200,000.	0.			MEDICAL RESEARCH GRANT
(3) FORT SANDERS FDN PATRICIA NEA 1901 CLINCH AVENUE KNOXVILLE, TN 37916	62-1748601		25,000.	0.			MEDICAL RESEARCH FELLOWSHIP
(4) UNIVERSITY OF TEXAS - SW MEDI 5323 HARRY HINES BOULEVARD DALLAS, TX 75235	75-6002868		40,000.	0.			MEDICAL RESEARCH FELLOWSHIP
(5) NEW YORK UNIV. SCHOOL OF MED. 550 FIRST AVE., BELLEVUE CHES NEW YORK, NY 10016	13-5562308		40,000.	0.			MEDICAL RESEARCH FELLOWSHIP
(6) CEDARS-SINAI 8700 BEVERLY BLVD. STE 2416 LOS ANGELES, CA 90048	95-1644600		40,000.	0.			MEDICAL EQUIPMENT GRANT
(7) PEACE HEALTH KETCHIKAN 3100 TONGAS KETCHIKAN, AK 99901	91-0939479		7,864.	0.			MEDICAL EQUIPMENT GRANT
(8) WILL ROGERS MEMORIAL FDN PO BOX 2606 CLAREMORE, OK 74018	73-1073408		10,000.	0.			EDUCATION

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ..... ► 26

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	9	10,009.			
2 MEDICAL EQUIPMENT	13	5,084.			
3 MEDICAL REHABILITATION	43	75,426.			
4 CREDIT SUPPORT SERVICES	3	2,424.			
5 MOVIE / FRUIT / BOOK SUPPORT	21	8,813.			
6 HOUSING ASSISTANCE	295	248,813.			
7					

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)

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

2018

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
ETCH NEONATAL TRANSPORT SRVCS 2018 CLINCH AVE KNOXVILLE, TN 37916	62-6002604		7,600.				MEDICAL EQUIPMENT GRANT
BAPTIST HEALTCH CARE FDN PO BOX 241647 MONTGOMERY, AL 36124	23-7281996		39,827.				MEDICAL EQUIPMENT GRANT
CAMC HLTHCRE EDCN & RSRCH INS 3110 MACCORKLE AVE CHARLESTON, WV 25304	55-0750754		47,782.				MEDICAL EQUIPMENT GRANT
ALEGENT HLTH-BRGN MERCY HLTH 7500 MERCY RD OMAHA, NE 68124	47-0484764		24,922.				MEDICAL EQUIPMENT GRANT
COMMUNITY HLTH NTWRK FDN 7240 SHADELAND STATION INDIANAPOLIS, IN 46256	51-0181688		27,793.				MEDICAL EQUIPMENT GRANT
DUKE UNIV. HLTH SYSTEM INC. 3643 ROXBORO ST DURHAM, NC 27704	56-2070036		33,739.				MEDICAL EQUIPMENT GRANT
EASTERN MAINE MEDICAL CENTER 43 WHITING HILL RD BREWER, ME 04412	01-0211501		29,176.				MEDICAL EQUIPMENT GRANT
KAPIOLANI MEDCTR FOR WMN & CH 1319 PUNAHOU ST HONOLULU, HI 96826	99-0177350		24,300.				MEDICAL EQUIPMENT GRANT
NASHVILLE GENERAL HSPTL FDN 1818 ALBION ST NASHVILLE , TN 37208	62-1383977		29,767.				MEDICAL EQUIPMENT GRANT
PIKEVILLE MEDCTR FDN FOR O HL 911 BYPASS RD PIKEVILLE, KY 41501	47-2020718		19,767.				MEDICAL EQUIPMENT GRANT

Continuation Sheet for Schedule I (Form 990)

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

2018

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
PRESBYTEREAN HLTHCARE FDN 1100 CENTRAL AVE ALBUQUERQUE, NM 87106	85-6016401		40,427.				MEDICAL EQUIPMENT GRANT
THE BROOKLYN HOSPITAL FDN 121 DEKALB AVE BROOKLYN, NY 11201	11-2936410		19,237.				MEDICAL EQUIPMENT GRANT
UNIV OF CO HOSPITAL FDN 2400 SOUTH PEORIA ST AURORA, CO 80014	20-8575263		5,068.				MEDICAL EQUIPMENT GRANT
USC VERDUGO HILLS HSPTL FDN 1812 VERDUGO RD GLENDALE, CA 91208	95-3247823		24,546.				MEDICAL EQUIPMENT GRANT
VALLEY PRESBYTEREAN HOSPITAL 15107 VANOWEN ST VAN NUYS, CA 91405	95-1945832		15,551.				MEDICAL EQUIPMENT GRANT
WYCKOFF HEIGHTS MEDICAL CTR 374 STOCKHOLM ST BROOKLYN, NY 11237	11-1631837		22,461.				MEDICAL EQUIPMENT GRANT
EAST TN CHILDREN'S HOSPITAL PO BOX 15010 KNOXVILLE, TN 37901	62-6002604		20,000.				MEDICAL EQUIPMENT GRANT
CHILDRNS HOSP KINGS DAUGHTER 601 CHILDREN'S LANE NORFOLK , VA 23507	54-0506321		7,600.				

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

► Attach to Form 990.

► Go to *www.irs.gov/Form990* for instructions and the latest information.

OMB No. 1545-0047

2018

Open to Public Inspection

Name of the organization: WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION

Employer identification number: 15-0533551

Part I Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.		
	☐ First-class or charter travel		
	☐ Travel for companions		
	☐ Tax indemnification and gross-up payments		
	☐ Discretionary spending account		
	☐ Housing allowance or residence for personal use		
	☐ Payments for business use of personal residence		
	☐ Health or social club dues or initiation fees		
	☐ 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	1b		
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 on line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.			
	☒ Compensation committee			
	☐ Independent compensation consultant			
	☐ Form 990 of other organizations			
	☒ Written employment contract			
	☒ Compensation survey or study			
	☒ Approval by the board or compensation committee			
4	During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3), 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?	5a		X
b	Any related organization?	5b		X
	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?	6a		X
b	Any related organization?	6b		X
	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		X
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		X
9	If 'Yes' on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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 aren't 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	(i)	290,140.	0.	11,400.	28,357.	40,732.	370,629.	0.
1 EXECUTIVE DIREC	(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)	Supplemental Information to Form 990 or 990-EZ	OMB No. 1545-0047
Department of the Treasury Internal Revenue Service	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. ► Go to *www.irs.gov/Form990* for the latest information.	2018 Open to Public Inspection

Name of the organization	Employer identification number
WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION	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,

Name of the organization WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION

Employer identification number 15-0533551

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

SHORT-TERM MEDICAL NEEDS, EMERGENCY GRANTS, AND LONG-TERM QUALITY OF LIFE GRANTS. FOR MORE INFORMATION, VISIT WWW.WRPIONEERS.ORG.

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

Name of the organization WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION

Employer identification number 15-0533551

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

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.

FORM 990, PART III, LINE 4A - 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.

IN 2017-18, THE FUND PROVIDED LONG-TERM TYPE ASSISTANCE TO 28 CLIENTS AND SHORT-TERM OR EMERGENCY ASSISTANCE TO 575 CLIENTS, UP FROM 210 THE PREVIOUS YEAR. NOTE, 256 OF THOSE INDIVIDUALS WERE VICTIMS OF HURRICANES IN TEXAS AND FLORIDA. NON-HURRICANE RELATED SHORT-TERM ASSISTANCE WAS PROVIDED TO 319 INDIVIDUALS. 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 B

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

Name of the organization WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION

Employer identification number 15-0533551

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

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 2017-18, WRI FUNDED RESEARCH AT: (1) BURKE REHABILITATION HOSPITAL (WHITE PLAINS, NY), (3) UNIVERSITY OF SOUTHERN CALIFORNIA SCHOOL OF MEDICINE, AND (4)UNIVERSITY OF CALIFORNIA LOS ANGELES MEDICAL SCHOOL. THE FELLOWSHIPS WERE AT: NEW YORK UNIVERSITY, UNIVERSITY OF TEXAS MEDICAL SCHOOL (DALLAS, TX), UNIVERSITY OF CALIFORNIA LOS ANGELES, AND UNIVERSITY OF SOUTHERN CALIFORNIA, AND PATRICIA NEAL REHABILITATION HOSPITAL (KNOXVILLE, TN).

CURRENT SPONSORED PROGRAMS AT THE THREE 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. 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 1950B

Name of the organization WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION

Employer identification number 15-0533551

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 OH OK OR RI SC TN UT VA WA WI WV MA

Name of the organization WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION

Employer identification number 15-0533551

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

THE ORGANIZATIONS AUDITED FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY STATEMENT AND GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST THROUGH ELECTRONIC ACCESS SITES INCLUDING WEB DIRECTORIES AND THE ORGANIZATIONS WEB SITES.

Form **990-T**

Department of the Treasury
Internal Revenue Service

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

For calendar year 2018 or other tax year beginning 4/01, 2018, and ending 3/31, 2019

► Go to *www.irs.gov/Form990T* for instructions and the latest information.

► Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

OMB No. 1545-0687

2018

Open to Public Inspection for 501(c)(3) Organizations Only

A ☐ Check box if address changed

B Exempt under section
☒ 501(C)(3)
☐ 408(e) ☐ 220(e)
☐ 408A ☐ 530(a)
☐ 529(a)

Print or Type

☐ Check box if name changed and see instructions.)

WILL ROGERS MOTION PICTURE
PIONEERS FOUNDATION
6767 FOREST LAWN DR #303
LOS ANGELES, CA 90068

D Employer identification number (Employees' trust, see instructions.)
15-0533551

E Unrelated business activity code (See instructions.)
211110

C Book value of all assets at end of year
17,017,594.

F Group exemption number (See instructions.) ►

G Check organization type ► ☒ 501(c) corporation ☐ 501(c) trust ☐ 401(a) trust ☐ Other trust

H Enter the number of the organization's unrelated trades or businesses. ► 1 Describe the only (or first) unrelated trade or business here ► OIL & GAS EXTRACTION - FROM PASS-THROUGH. If only one, complete Parts I-V. If more than one, describe the first in the blank space at the end of the previous sentence, complete Parts I and II, complete a Schedule M for each additional trade or business, then complete Parts III-V.

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ► ☐ Yes ☒ No
If 'Yes,' enter the name and identifying number of the parent corporation ►

J The books are in care of ► TODD R. VRADENBURG Telephone number ► (323) 688-2524

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales ... b Less returns and allowances ... c Balance ►	1c			
2 Cost of goods sold (Schedule A, line 7)	2			
3 Gross profit. Subtract line 2 from line 1c	3			
4 a Capital gain net income (attach Schedule D)	4a			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b			
c Capital loss deduction for trusts	4c			
5 Income (loss) from a partnership or an S corporation (attach statement) ST 1	5	11,605.		11,605.
6 Rent income (Schedule C)	6			
7 Unrelated debt-financed income (Schedule E)	7			
8 Interest, annuities, royalties, and rents from a controlled organization (Schedule F)	8			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9			
10 Exploited exempt activity income (Schedule I)	10			
11 Advertising income (Schedule J)	11			
12 Other income (See instructions; attach schedule)	12			
13 **Total.** Combine lines 3 through 12	13	11,605.	0.	11,605.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)		14	
15 Salaries and wages		15	
16 Repairs and maintenance		16	
17 Bad debts		17	
18 Interest (attach schedule) (see instructions)		18	
19 Taxes and licenses		19	
20 Charitable contributions (See instructions for limitation rules)		20	
21 Depreciation (attach Form 4562)	21		
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b	
23 Depletion		23	
24 Contributions to deferred compensation plans		24	
25 Employee benefit programs		25	
26 Excess exempt expenses (Schedule I)		26	
27 Excess readership costs (Schedule J)		27	
28 Other deductions (attach schedule)		28	
29 **Total deductions.** Add lines 14 through 28		29	
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13		30	11,605.
31 Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions)		31	
32 Unrelated business taxable income. Subtract line 31 from line 30		32	11,605.

Part III Total Unrelated Business Taxable Income

33	Total of unrelated business taxable income computed from all unrelated trades or businesses (see instructions)	33	11,605.
34	Amounts paid for disallowed fringes	34	
35	Deduction for net operating loss arising in tax years beginning before January 1, 2018 (see instructions)	35	
36	Total of unrelated business taxable income before specific deduction. Subtract line 35 from the sum of lines 33 and 34	36	11,605.
37	Specific deduction (Generally $1,000, but see line 37 instructions for exceptions)	37	1,000.
38	**Unrelated business taxable income.** Subtract line 37 from line 36. If line 37 is greater than line 36, enter the smaller of zero or line 36	38	10,605.

Part IV Tax Computation

39	**Organizations Taxable as Corporations.** Multiply line 38 by 21% (0.21) ►	39	2,227.
40	**Trusts Taxable at Trust Rates.** See instructions for tax computation. Income tax on the amount on line 38 from: ☐ Tax rate schedule or ☐ Schedule D (Form 1041) ►	40	
41	**Proxy tax.** See instructions ►	41	
42	Alternative minimum tax (trusts only)	42	
43	**Tax on Noncompliant Facility Income.** See instructions	43	
44	**Total.** Add lines 41, 42, and 43 to line 39 or 40, whichever applies	44	2,227.

Part V Tax and Payments

45a	Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	45a			
b	Other credits (see instructions)	45b			
c	General business credit. Attach Form 3800 (see instructions)	45c			
d	Credit for prior year minimum tax (attach Form 8801 or 8827)	45d			
e	**Total credits.** Add lines 45a through 45d			45e	0.
46	Subtract line 45e from line 44			46	2,227.
47	Other taxes. Check if from: ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach schedule)			47	
48	**Total tax.** Add lines 46 and 47 (see instructions)			48	2,227.
49	2018 net 965 tax liability paid from Form 965-A or Form 965-B, Part II, column (k), line 2			49	
50a	Payments: A 2017 overpayment credited to 2018	50a			
b	2018 estimated tax payments	50b			
c	Tax deposited with Form 8868	50c			
d	Foreign organizations: Tax paid or withheld at source (see instructions)	50d			
e	Backup withholding (see instructions)	50e			
f	Credit for small employer health insurance premiums (attach Form 8941)	50f			STATEMENT 2
g	Other credits, adjustments, and payments: ☐ Form 2439 ☐ Form 4136 ☐ Other Total ►	50g			
51	**Total payments.** Add lines 50a through 50g			51	0.
52	Estimated tax penalty (see instructions). Check if Form 2220 is attached ► ☒			52	
53	**Tax due.** If line 51 is less than the total of lines 48, 49, and 52, enter amount owed ►			53	2,227.
54	**Overpayment.** If line 51 is larger than the total of lines 48, 49, and 52, enter amount overpaid ►			54	
55	Enter the amount of line 54 you want: **Credited to 2019 estimated tax** ► **Refunded** ►			55	

Part VI Statements Regarding Certain Activities and Other Information (see instructions)

		Yes	No
56	At any time during the 2018 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If 'Yes,' the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If 'Yes,' enter the name of the foreign country here ►		X
57	During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If 'Yes,' see instructions for other forms the organization may have to file.		X
58	Enter the amount of tax-exempt interest received or accrued during the tax year ► $ 0.		

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer | Date | EXECUTIVE DIRECTOR Title

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

Paid Preparer Use Only

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

Schedule A – Cost of Goods Sold. Enter method of inventory valuation ►

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 **Cost of goods sold.** Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3				
4a Additional section 263A costs (attach schedule)	4a				
b Other costs (attach sch)	4b		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes:	No: X
5 **Total.** Add lines 1 through 4b	5				

Schedule C – Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1 Description of property

(1)
(2)
(3)
(4)

	2 Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
	(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	**(b)** From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)			
(2)			
(3)			
(4)			
Total	Total		

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ►

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ►

Schedule E – Unrelated Debt-Financed Income (see instructions)

	1 Description of debt-financed property	2 Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach sch)	**(b)** Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				

	4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5 Average adjusted basis of or allocable to debt-financed property (attach schedule)	6 Column 4 divided by column 5	7 Gross income reportable (column 2 x column 6)	8 Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)			%		
(2)			%		
(3)			%		
(4)			%		
				Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).
Totals ►					
Total dividends-received deductions included in column 8 ►					

Schedule F — Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1 Name of controlled organization	2 Employer identification number	Exempt Controlled Organizations: 3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5 Part of column 4 that is included in the controlling organization's gross income	6 Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7 Taxable Income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10 Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
Totals			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

Schedule G — Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (column 3 plus column 4)
(1)				
(2)				
(3)				
(4)				
Totals ►	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).

Schedule I — Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute columns 5 through 7.	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals ►	Enter here and on page 1, Part I, line 10, column (A).	Enter here and on page 1, Part I, line 10, column (B).				Enter here and on page 1, Part II, line 26.

Schedule J — Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5 Circulation income	6 Readership costs	7 Excess readership costs (col. 6 minus col. 5, but not more than col. 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) ►						

Part II **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5 Circulation income	6 Readership costs	7 Excess readership costs (col. 6 minus col. 5, but not more than col. 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I ►						
Totals, Part II (lines 1– 5) ►	Enter here and on page 1, Part I, line 11, column (A)	Enter here and on page 1, Part I, line 11, column (B).				Enter here and on page 1, Part II, line 27.

Schedule K – Compensation of Officers, Directors, and Trustees (see instructions)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
		%	
		%	
		%	
		%	
Total. Enter here and on page 1, Part II, line 14 ►			

Form **2220**

Department of the Treasury
Internal Revenue Service

Underpayment of Estimated Tax by Corporations

► Attach to the corporation's tax return.

► Go to *www.irs.gov/Form2220* for instructions and the latest information.

OMB No. 1545-0123

2018

Name: WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION

Employer identification number: 15-0533551

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)		1	2,227.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c	Credit for federal tax paid on fuels (see instructions)	2c		
d	**Total.** Add lines 2a through 2c		2d	
3	Subtract line 2d from line 1. If the result is less than $500, **do not** complete or file this form. The corporation does not owe the penalty		3	2,227.
4	Enter the tax shown on the corporation's 2017 income tax return. See instructions. **Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5**		4	
5	**Required annual payment.** Enter the **smaller** of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	2,227.

Part II Reasons for Filing – Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty. See instructions.

6 ☐ The corporation is using the adjusted seasonal installment method.

7 ☐ The corporation is using the annualized income installment method.

8 ☐ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9	**Installment due dates.** Enter in columns (a) through (d) the 15th day of the 4th (***Form 990-PF filers:*** Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	7/15/18	9/15/18	12/15/18	3/15/19
10	**Required installments.** If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column	10	556.	557.	557.	557.
11	Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	11				
	Complete lines 12 through 18 of one column before going to the next column.					
12	Enter amount, if any, from line 18 of the preceding column	12				
13	Add lines 11 and 12	13				
14	Add amounts on lines 16 and 17 of the preceding column	14		556.	1,113.	1,670.
15	Subtract line 14 from line 13. If zero or less, enter -0-	15	0.	0.	0.	0.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		556.	1,113.	
17	**Underpayment.** If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17	556.	557.	557.	557.
18	**Overpayment.** If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18				

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 – no penalty is owed. WAIVER

Part IV Figuring the Penalty

		(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (***C corporations with tax years ending June 30 and S corporations:*** Use 3rd month instead of 4th month. ***Form 990-PF and Form 990-T filers:*** Use 5th month instead of 4th month.) See instructions.	19	8/15/19	8/15/19	8/15/19	8/15/19
20 Number of days from due date of installment on line 9 to the date shown on line 19	20	396	334	243	153
21 Number of days on line 20 after 4/15/2018 and before 7/1/2018	21				
22 Underpayment on line 17 x (Number of days on line 21 / 365) x 5% (0.05)	22				
23 Number of days on line 20 after 6/30/2018 and before 10/1/2018	23	77	15		
24 Underpayment on line 17 x (Number of days on line 23 / 365) x 5% (0.05)	24	5.86	1.14		
25 Number of days on line 20 after 9/30/2018 and before 1/1/2019	25	92	92	16	
26 Underpayment on line 17 x (Number of days on line 25 / 365) x 5% (0.05)	26	7.01	7.02	1.22	
27 Number of days on line 20 after 12/31/2018 and before 4/1/2019	27	90	90	90	16
28 Underpayment on line 17 x (Number of days on line 27 / 365) x 6% (0.06)	28	8.23	8.24	8.24	1.46
29 Number of days on line 20 after 3/31/2019 and before 7/1/2019	29	91	91	91	91
30 Underpayment on line 17 x (Number of days on line 29 / 365) x 6 *%	30	8.32	8.33	8.33	8.33
31 Number of days on line 20 after 6/30/2019 and before 10/1/2019	31	46	46	46	46
32 Underpayment on line 17 x (Number of days on line 31 / 365) x 5 *%	32	3.50	3.51	3.51	3.51
33 Number of days on line 20 after 9/30/2019 and before 1/1/2020	33				
34 Underpayment on line 17 x (Number of days on line 33 / 365) x ____ *%	34				
35 Number of days on line 20 after 12/31/2019 and before 3/16/2020	35				
36 Underpayment on line 17 x (Number of days on line 35 / 366) x ____ *%	36				
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	32.92	28.24	21.30	13.30

38 **Penalty.** Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns. AMOUNT WAIVED (95.76) — **38** 0.

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at ***www.irs.gov.*** You can also call 1-800-829-4933 to get interest rate information.

STATEMENT 1
FORM 990-T, PART I, LINE 5
INCOME (LOSS) FROM PARTNERSHIPS AND S CORPORATIONS

NAME	GROSS INCOME	DEDUCTIONS	INCOME (LOSS)
KKR ENERGY INCOME AND GROWTH FD I LP	$ 11,605.	$ 0.	$ 11,605.
		TOTAL	$ 11,605.

STATEMENT 2
FORM 990-T
REASONABLE CAUSE FROM LATE PENALTIES

THE TAXPAYER ORGANIZATION IS AN INVESTOR IN A FLOW-THROUGH ENITITY. AT THE TIME OF FILING FOR AN EXTENSION IT WAS UNAWARE OF THE PASS-THROUGH OF THE UNRELATED BUSINESS INCOME ON LINE 20 CODE V AS THE K-1 WAS NOT RECEIVED PRIOR TO THE ORIGINAL DUE DATE OF THE RETURN.