Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note *The organization may be able to use a copy of this return to satisfy state reporting requirements*

OMB No 1545 0052

2001

For calendar year 2001, or tax year beginning , 2001, and ending

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label Otherwise, print or type See Specific Instructions

Name of organization: The George Lucas Educational Foundation

A Employer identification number: 68-0065687

Number and street (or P O box number if mail is not delivered to street address): P O Box 3494 | Room/suite

B Telephone number (see page 10 of the instructions): 415-662-1800

City or town, state, and ZIP code: San Rafael, CA 94912

C If exemption application is pending check here ▶ [ ]

D 1 Foreign organizations check here ▶ [ ]

2 Foreign organizations meeting the 85% test check here and attach computation ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation

[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ 464,612

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) ________ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ [ ]

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts grants etc received (attach schedule) STMT 1	2,257,759			
	Check ▶ [ ] if the foundation is not required to attach Sch B				
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	3,111	3,111	3,111	
	4 Dividends and interest from securities				
	5a Gross rents				
	b (Net rental income or (loss) ______)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 34,655				
	b Less Cost of goods sold 237,770				
	c Gross profit or (loss) (attach schedule)	-203,115			
	11 Other income (attach schedule) STMT 1	-9,965			
	12 **Total** Add lines 1 through 11	2,047,790	3,111	3,111	
Operating and Administrative Expenses	13 Compensation of officers directors, trustees etc	175,211			175,211
	14 Other employee salaries and wages	942,030			942,030
	15 Pension plans, employee benefits	219,479			219,479
	16a Legal fees (attach schedule)	0			0
	b Accounting fees (attach schedule) STMT 2	0			0
	c Other professional fees (attach schedule) STMT 2	89,321			89,321
	17 Interest	0			0
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	507			0
	19 Depreciation (attach schedule) and depletion	53,257			
	20 Occupancy	163,704			163,704
	21 Travel conferences, and meetings	31,724			31,724
	22 Printing and publications	70,120			56,679
	23 Other expenses (attach schedule) STMT 5	498,805			274,803
	24 **Total operating and administrative expenses** Add lines 13 through 23	2,244,158			1,952,951
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements** Add lines 24 and 25	2,244,158			1,952,951
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-196,368			
	b **Net investment income** (if negative, enter -0-)		3,111		
	c **Adjusted net income** (if negative, enter -0-)			3,111	

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For Paperwork Reduction Act Notice, see the Instructions

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	38,741	0	0
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶	79,825	84,825	84,825
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use	306,671	90,772	90,772
	9 Prepaid expenses and deferred charges	9,226	14,612	14,612
	10a Investments U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land buildings and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) Stmt 6	76,372	94,999	94,999
	14 Land, buildings and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶ Stmt 4	183,013	179,404	179,404
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see page 16 of the instructions Also, see page 1, item I)	693,848	464,612	464,612
Liabilities	17 Accounts payable and accrued expenses	197,220	147,699	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ Cash Overdraft)		417	
	23 Total liabilities (add lines 17 through 22)	197,220	148,116	
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	434,128	253,996	
	25 Temporarily restricted	62,500	62,500	
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid in or capital surplus or land bldg and equipment fund			
	29 Retained earnings accumulated income, endowment or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	496,628	316,496	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	693,848	464,612	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	496,628
2	Enter amount from Part I, line 27a	2	-196,368
3	Other increases not included in line 2 (itemize) ▶ Prior Period Adjustments	3	16,236
4	Add lines 1, 2, and 3	4	316,496
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	316,496

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the organization does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2000	2,353,620	97,561	24 1245
1999	1,272,401	166,367	7 6481
1998	889,300	125,051	7 1114
1997	679,315	71,561	9 4928
1996	608,091	78,934	7 7037

2	**Total** of line 1, column (d)	2	56 0805
3	Average distribution ratio for the 5-year base period-divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	11 2161
4	Enter the net value of noncharitable-use assets for 2001 from Part X, line 5	4	116,361
5	Multiply line 4 by line 3	5	1,305,117
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31
7	Add lines 5 and 6	7	1,305,148
8	Enter qualifying distributions from Part XII, line 4	8	1,952,951

If line 8 is equal to or greater than line 7 check the box in Part VI, line 1b and complete that part using a 1% tax rate See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2) check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter __________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	62
c	All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	62
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-		5	62
6	Credits/Payments			
a	2001 estimated tax payments and 2000 overpayment credited to 2001	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 62		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	62
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	NONE
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2002 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities*			
c	Did the organization file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the organization ▶ $ ________ (2) On organization managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ▶ $ ________			
2	Has the organization engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the organization made any changes, not previously reported to the IRS, in its governing instrument articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the organization have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/	A
5	Was there a liquidation termination, dissolution or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the organization have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CALIFORNIA			
b	If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	X	
9	Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2001 or the taxable year beginning in 2001 (see instructions for Part XIV on page 25)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 7	10	X	
11	Did the organization comply with the public inspection requirements for its annual returns and exemption application?	11	X	

Web site address ▶ ________

12 The books are in care of ▶ Therese Marrett, Lucasfilm Ltd Telephone no ▶ 415-662-1800
Located at ▶ P O Box 10228, San Rafael, CA ZIP+4 ▶ 94912-0228

13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 13 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies

			Yes	No
1 a	During the year did the organization (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to or pay or reimburse the expenses of a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 19 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the organization engage in a prior year in any of the acts described in 1a other than excepted acts that were not corrected before the first day of the tax year beginning in 2001?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2001, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2001? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year s undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 19 of the instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3 a	Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2001 as a result of (1) any purchase by the organization or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the organization had excess business holdings in 2001)*	3b	N/A	
4 a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the organization make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2001?	4b		X
5 a	During the year did the organization pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	5b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6 a	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If you answered "Yes" to 6b, also file Form 8870*	6b		X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8				

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions) If none, enter "NONE "

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
SEE STATEMENT 9				

Total number of other employees paid over $50,000 . . ▶ 3

3 Five highest-paid independent contractors for professional services - (see page 21 of the instructions) If none, enter "NONE "

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation s four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served conferences convened research papers produced, etc	Expenses
1 SEE STATEMENT 10	1,665,319
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program related investments See page 22 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 22 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	79,012
b	Average of monthly cash balances		1b	39,121
c	Fair market value of all other assets (see page 22 of the instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	118,133
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	118,133
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)		4	1,772
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	116,361
6	**Minimum investment return.** Enter 5% of line 5		6	5,818

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part)

1	Minimum investment return from Part X, line 6		1	
2 a	Tax on investment income for 2001 from Part VI, line 5	2a		
b	Income tax for 2001 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	
3	Distributable amount before adjustments Subtract line 2c from line 1		3	
4 a	Recoveries of amounts treated as qualifying distributions	4a		
b	Income distributions from section 4947(a)(2) trusts	4b		
c	Add lines 4a and 4b		4c	
5	Add lines 3 and 4c		5	
6	Deduction from distributable amount (see page 23 of the instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	

Part XII Qualifying Distributions (see page 23 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,952,951
b	Program-related investments - Total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8 and Part XIII, line 4	4	1,952,951
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,952,951

Note. *The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years*

Part XIII Undistributed Income (see page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2000	(c) 2000	(d) 2001
1 Distributable amount for 2001 from Part XI line 7				
2 Undistributed income if any as of the end of 2000				
a Enter amount for 2000 only				
b Total for prior years ________ ________, ________				
3 Excess distributions carryover if any, to 2001				
a From 1996				
b From 1997				
c From 1998				
d From 1999				
e From 2000				
f Total of lines 3a through e				
4 Qualifying distributions for 2001 from Part XII, line 4 ▶ 1,952,951				
a Applied to 2000, but not more than line 2a				
b Applied to undistributed income of prior years (Election required see page 24 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)				
d Applied to 2001 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2001 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount see page 25 of the instructions				
e Undistributed income for 2000 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions				
f Undistributed income for 2001 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2002				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)				
8 Excess distributions carryover from 1996 not applied on line 5 or line 7 (see page 25 of the instructions)				
9 **Excess distributions carryover to 2002** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 1997				
b Excess from 1998				
c Excess from 1999				
d Excess from 2000				
e Excess from 2001				

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2001, enter the date of the ruling ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2001	Prior 3 years (b) 2000	(c) 1999	(d) 1998	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	3,111	3,613	6,649	6,253	19,626
b 85% of line 2a	2,644	3,071	5,652	5,315	16,682
c Qualifying distributions from Part XII line 4 for each year listed	1,952,951	2,353,620	1,272,401	889,300	6,468,272
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	1,952,951	2,353,620	1,272,401	889,300	6,468,272
3 Complete 3a b or c for the alternative test relied upon					
a "Assets" alternative test enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test Enter 2/3 of minimum investment return shown in Part X line 6 for each year listed	3,879	3,252	5,545	4,169	16,845
c "Support" alternative test enter					
(1) Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year - see page 26 of the instructions)

1 **Information Regarding Foundation Managers**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc , Programs**

Check here ▶ ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the organization makes gifts, grants, etc (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b c, and d

a The name, address and telephone number of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
N/A				
Total			▶ **3a**	
b *Approved for future payment*				
N/A				
Total			▶ **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 26 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			512	3,111	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,111	

13 **Total** Add line 12, columns (b), (d), and (e) ▶13 3,111

(See worksheet in line 13 instructions on page 26 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 27 of the instructions)
	N/A

JSA
1E1492 4 000

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting organization to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other Transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A	S	

2 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

[redacted] accompanying schedules and statements and to the best of my knowledge and belief, it is [redacted] duciary) is based on all information of which preparer has any knowledge [redacted]

The George Lucas Educational Foundation
December 31, 2001
E.I.N. 68-0065687

		Amount
Statement 1 - Part I, line 1		
(See below for donor's $5,000 or more)		
Contibutions, gifts, etc		
Gifts from Public - Cash	$	25,472 00
Gifts from Public - Service	$	10,000 00
Gifts from Public - Noncash		2,268 21
Gifts from Lucasfilm Ltd & Subsidiaries		2,220,018 00
Total Contributions, gifts, etc	$	2,257,758 21
Donations Received $5,000 or more		
Lucasfilm Ltd	$	2,220,018 00
Proctor & Gamble		5,000 00
Cigna Foundation		5,000 00
Cisco Lear Ins		10,000 00
Exodus Web Hosting		10,000 00
Total	$	2,250,018 00
Statement 1 - Part 1, line 11		
Other Income		
Realized loss on stock contribution, McLeod USA		($9,965 00)

The George Lucas Educational Foundation
December 31, 2001
E.I.N. 68-0065687

Statement 2 - Part I, line 16b

Accounting Fees	**Amount**
	$ -
Total Accounting Fees	$ -

Statement 2 - Part I, line 16c

Other Professional Fees	**Amount**
	$ 89,321
Total Other Professional Fees	$ 89,321

The George Lucas Educational Foundation
December 31, 2001
E.I.N. 68-0065687

Statement 3 - Part I, line 18

Taxes	Amount
2000 Federal Tax Paid - Form 990-PF	$ 72
Annual Federal Fee	$ 375
2000 California Tax Paid - Form 199	$ 10
Tax - Miscellaneous	$ 50
Total Taxes Paid	$ 507

The George Lucas Educational Foundation
December 31, 2001
E I N 68-0065687

Statement 4 - Part I line 19
Depreciation

Description		Cost	Method	Life		Current Year Depreciation	Accumulated Depreciation	Net
Machinery & Equipment	$	6 225 00	SL	5 Yr	$	-	6 225 00	-
Machinery & Equipment		88,083 00	SL	5 Yr		16 521 00	28 374 00	59 709 00
Machinery & Equipment - Donated		31,920 00	SL	5 Yr			31,920 00	-
Computer Equipment		241 528 00	SL	5 Yr		21,723 00	158 695 00	82 833 00
Computer Equipment - Donated		31 133 00	SL	5 Yr		6 228 00	13 492 00	17 641 00
Software		4 195 00	SL	5 Yr		54 00	3 164 00	1 031 00
Software - Donated		3,600 00	SL	5 Yr		-	3 600 00	-
Automotive Equipment		43 658 00	SL	5 Yr		8 731 00	25 468 00	18 190 00
Total	$	450 342 00			$	53 257 00	270 938 00	179,404 00
						$ 53 257 00		

The George Lucas Educational Foundation
December 31, 2001
E.I.N. 68-0065687

Statement 5 - Page 1 line 23 Other Expenses	Col (a) Amount	Col (d) Amount
Operating Supplies	$ 7,221	$ 1,417
EDP Equipment	11,903	(50)
Reference Materials	1,138	977
Other Misc	13,205	1,764
Film Processing	564	517
Temporary Help	881	
Employee Recruiting	176	
Advertising	3,730	3,730
Promotions	17,522	14,361
Transfers, Video	77	
Outside Services, Other	83,110	58,532
Repair & Maint - Machinery & Equipment	782	125
Repair & maint - Agreements	964	
Lease Expense - Machinery & Equipment	113,446	
Telephone & Fax	7,496	3,748
Utilities	5,039	
Production - Video	128,381	128,381
Insurance	18,416	
Dues	3,438	
Freight & Delivery	12,395	11,387
Postage	36,218	29,575
Auto Operating Costs	2,764	
Donations	10,050	10,000
Employee Education	10,273	9,656
Other Fringe Benefits	3,519	
Bad Debt	190	190
Bank Charges	5,910	495
Total Other Expenses	$ 498,808	$ 274,803

The George Lucas Educational Foundation
December 31, 2001
E.I.N. 68-0065687

Statement 6 - Part II, line 13 Investments		Beginning of Year		Ending of Year
715 Shs McLeod USA		9,965	$	-
The Vanguard Group	$	66,407	$	94,999
Total Investments	$	76,372	$	94,999

The George Lucas Educational Foundation
December 31, 2001
E.I.N. 68-0065687

Statement 7 - Part VII-A
Question 10

List of Substantial Contributors

Lucasfilm Ltd
P O Box 2009
San Rafael, Ca 94912

The George Lucas Educational Foundation
December 31, 2001
E I N 68-0065687

Statement 8 - Part VIII #1
List of Officers, Directors, Trustees, Foundation Managers

(a) Name & Address	(b) Title & average hours per week devoted to position	(c) Compensation	(d) Contributions to Employee Benefit Plans	(e) Expense account & other Allowances
George W Lucas, Jr c/o Lucasfilm Ltd P O Box 2009 San Rafael CA 94912	Chairman	$0	$0	$0
Stephen D Arnold c/o The George Lucas Educational Foundation P O Box 3494 San Rafael, CA 94912	Vice-Chair/CFO	$0	$0	$0
Milton Chen c/o The George Lucas Educational Foundation P O Box 3494 San Rafael, CA 94912	Executive Director/Secretary	$155,466	$8,435	$19,745
Marshall Turner c/o The George Lucas Educational Foundation P O Box 3494 San Rafael, CA 94912	Director	$0	$0	$0
Osamu Yamada c/o The George Lucas Educational Foundation P O Box 3494 San Rafael CA 94912	Director	$0	$0	$0
Kim Meredith c/o The George Lucas Educational Foundation P O Box 3494 San Rafael, CA 94912	Director	$0	$0	$0
Kate Nyegaard c/o The George Lucas Educational Foundation P O Box 3494 San Rafael CA 94912	Director	$0	$0	$0

The George Lucas Educational Foundation
December 31, 2001
E.I.N. 68-0065687

Statement 9 - Part VIII #2
Compensation of five highest-paid employees

	Title and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Sara Armstrong	Director of Content 40 hours	81,074 00	4,200 00	0 00
Kenneth Ellis	Senior Video Producer 40 hours	78,145 00	1,832 00	0 00
Geoffrey Butterfield	Director of I T 40 hours	75,753 00	4,930 00	0 00
Mark Sargent	Director of Communication 40 hours	74,747 00	2,380 00	0 00
Diane Curtis	Content Prod/Editor 40 hours	65,986 00	4,196 00	0 00

The George Lucas Educational Foundation
December 31, 2001
E I N 68-0065687

Statement 10 - Part IX-A

Summary of Direct Charitable Activities		**Expenses**
The Foundation has begun work on a series of videos based on *Teaching in the Digital Age* The videos help the Foundation disseminate stories about exemplary practices in K-12 public education	$	901,522 48
The foundation publishes *Edutpoi*, a semi-annual newsletter distributed free of charge, that showcases effective programs, disseminates research findings, and provides pointers to useful resources	$	268,533 81
The foundation is operating an internet site that provides access to foundation documents and provides a link to resources identified by the foundation's research	$	495,262 54
TOTAL	$	1,665,318 83

- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

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

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

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Type or print File by the extended due date for filing the return See instructions	
Name of Exempt Organization: The George Lucas Educational Foundation	Employer identification number: 68-0065687
Number, street, and room or suite no If a P O box see instructions: P O Box 3494	For IRS use only
City, town or post office, state and ZIP code For a foreign address see instructions: San Rafael, CA 94912	

Check type of return to be filed (File a separate application for each return)

- [ ] Form 990
- [ ] Form 990-BL
- [ ] Form 990-EZ
- [X] Form 990-PF
- [ ] Form 990-T (sec 401(a) or 408(a) trust)
- [ ] Form 990-T (trust other than above)
- [ ] Form 1041-A
- [ ] Form 4720
- [ ] Form 5227
- [ ] Form 6069
- [ ] Form 8870

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

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

4 I request an additional 3-month extension of time until November 15, 2002

5 For calendar year 2001, or other tax year beginning ______ and ending ______

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension Information necessary to file a complete and accurate return is not available as of August 15, 2002

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions — $ 62

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 — $ 62

c Balance Due Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions — $ 0

RECEIVED
AUG 21 2002
OGDEN, UT
IRS-OSC

Signature and Verification

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

Signature ▶ Therese E. Marrett Title ▶ Director of tax Date ▶ 8-14-02

Notice to Applicant - To Be Completed by the IRS

- [X] We have approved this application Please attach this form to the organization's return
- [ ] We have not approved this application However we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions) This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return Please attach this form to the organization's return
- [ ] We have not approved this application After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file We are not granting a 10-day grace period
- [ ] We cannot consider this application because it was filed after the due date of the return for which an extension was requested
- [ ] Other ______

EXTENSION APPROVED
SEP 09 2002
LINDA WEISKOPF, FIELD DIRECTOR
SUBMISSION PROCESSING, OGDEN

Director ______ By ______

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print	
Name	Lucasfilm Ltd Attn Carrie Jones - GH
Number and street (include suite, room, or apt no) Or a P O box number	P O Box 2009
City or town, province or state, and country (including postal or ZIP code)	San Rafael, CA 94912

Form **8868**
(December 2000)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

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

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

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

Note. *Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only* . . . . ▶ [ ]

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization: The George Lucas Educational Foundation	Employer identification number: 68-0065687
	Number, street, and room or suite no If a P O box see instructions: P O Box 3494	
	City, town or post office, state, and ZIP code For a foreign address, see instructions: San Rafael, CA 94912	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T(sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[x] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

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

1 I request an automatic 3-month (6-month, for **990-T corporation**) extension of time until August 15, 2002, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [x] calendar year 2001 or
▶ [ ] tax year beginning ________, ____, and ending ________, ____

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions . . . . $ 62.00

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit . . . . $ 0.00

c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions . . . . $ 62.00

Signature and Verification

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

Signature ▶ Therese E. Marsell Title ▶ Director of Tax Date ▶ 4-24-02

For Paperwork Reduction Act Notice, see Instruction Form **8868** (12-2000)

JSA
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