

Return of Private Foundation

2003

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

For calendar year 2003, or tax year beginning , 2003, and ending

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

Name of organization: **The George Lucas Educational Foundation**

Number and street (or P.O. box number if mail is not delivered to street address): **P.O. Box 3494**

Room/suite: _____

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

A Employer identification number: **68-0065687**

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

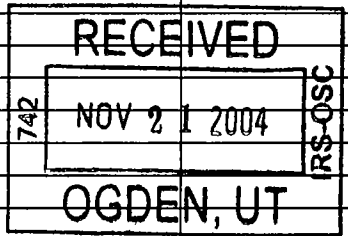
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **403,845**

J Accounting method: Cash Accrual
 Other (specify) _____

Other boxes: C, D, E, F (all empty)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<i>(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))</i>					
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,335,333			
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	1,279	1,279	1,279	
	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	12,134			
	b Gross sales price for all assets on line 6a	16,500			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances	42,132			
b Less Cost of goods sold	45,104				
c Gross profit or (loss) (attach schedule)	-2,972				
11 Other income (attach schedule)	15,547				
12 Total. Add lines 1 through 11	2,361,321	1,279	1,279		
13 Compensation of officers, directors, trustees, etc	191,248			191,248	
14 Other employee salaries and wages	1,081,599			1,081,599	
15 Pension plans, employee benefits	282,434			282,434	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	0			0	
c Other professional fees (attach schedule)	136,867			113,842	
17 Interest					
18 Taxes (attach schedule) (see page 13 of the instructions)	70			0	
19 Depreciation (attach schedule) and depletion	66,257				
20 Occupancy	160,881				
21 Travel, conferences, and meetings	70,894			45,346	
22 Printing and publications	45,446			43,800	
23 Other expenses (attach schedule)	328,488			142,669	
24 Total operating and administrative expenses. Add lines 13 through 23	2,364,184	0	0	1,900,938	
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements. Add lines 24 and 25	2,364,184			1,900,938	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,863				
b Net investment income (if negative, enter -0-)		1,279			
c Adjusted net income (if negative, enter -0-)			1,279		



SCANNED DEC 03 2004

Operating and Administrative Expenses

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing Stmt 6		300	300
	2 Savings and temporary cash investments	152,420	137,297	137,297
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶	14,490	17,201	17,201
	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	113,210	76,020	76,020
	9 Prepaid expenses and deferred charges	33,642	35,857	35,857
	10 a 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)				
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation (attach schedule) ▶ Stmt 4	154,205	137,170	137,170	
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)	467,967	403,845	403,845	
Liabilities	17 Accounts payable and accrued expenses	199,979	142,827	
	18 Grants payable			
	19 Deferred revenue		579	
	20 Loans from officers, directors, trustees, and other disqualified persons Stmt 7	1,351	507	
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	201,330	143,913		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted Stmt 11	266,637	254,932	
	25 Temporarily restricted		5,000	
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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)	266,637	259,932		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	467,967	403,845		

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	266,637
2 Enter amount from Part I, line 27a	2	-2,863
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	263,774
5 Decreases not included in line 2 (itemize) ▶ Prior Period Adjustment	5	3,842
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	259,932

Certain beginning Assets, Liabilities and Net Assets have been reclassified to conform with current year's presentation. Total beginning Assets, Liabilities and Net Assets have not changed.

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 N/A				
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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a		0		
b		0		
c		0		
d		0		
e		0		
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 None
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 17 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))
2002	1,948,237	133,744	14.5669
2001	1,789,247	116,361	15.3767
2000	2,189,818	97,561	22.4456
1999	1,272,401	166,367	7.6482
1998	889,300	125,051	7.1115
2 Total of line 1, column (d)			67.1489
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			14.31
4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5			174,529
5 Multiply line 4 by line 3			2,497,510
6 Enter 1% of net investment income (1% of Part I, line 27b)			13
7 Add lines 5 and 6			2,497,523
8 Enter qualifying distributions from Part XII, line 4			1,900,938

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 17

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the instructions)

Table with 11 rows and 2 columns. Rows include: 1 Exempt operating foundations... 2 Domestic organizations... 3 All other domestic organizations... 4 Tax under section 511... 5 Add lines 1 and 2... 6 Subtitle A (income) tax... 7 Tax based on investment income... 8 Credits/Payments: 8a 2003 estimated tax payments... 8b Exempt foreign organizations... 8c Tax paid with application... 8d Backup withholding... 9 Total credits and payments... 10 Enter any penalty... 11 Tax due... 12 Overpayment... 13 Enter the amount of line 10 to be credited to 2004 estimated tax.

Part VII-A Statements Regarding Activities

Table with 13 rows and 3 columns (Yes/No). Rows include: 1 a During the tax year, did the organization attempt to influence any national, state, or local legislation... 1 b Did it spend more than \$100 during the year... 1 c Did the organization file Form 1120-POL... 2 Has the organization engaged in any activities that have not previously been reported to the IRS? 3 Has the organization made any changes, not previously reported to the IRS... 4 a Did the organization have unrelated business gross income of \$1,000 or more... 4 b If "Yes," has it filed a tax return on Form 990-T... 5 Was there a liquidation, termination, dissolution, or substantial contraction... 6 Are the requirements of section 508(e)... 7 Did the organization have at least \$5,000 in assets... 8 a Enter the states to which the foundation reports... 8 b If the answer is "Yes" to line 7... 9 Is the organization claiming status as a private operating foundation... 10 Did any persons become substantial contributors... 11 Did the organization comply with the public inspection requirements... 12 The books are in care of... 13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041.

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.

Table with columns for question descriptions, Yes/No checkboxes, and Yes/No columns. Includes questions 1a through 6b regarding disqualifying activities, disaster assistance, and business holdings.

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 20 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 Five highest-paid independent contractors for professional services - (see page 20 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	
	1,181,638
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 NONE	
2	
All other program-related investments See page 21 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 21 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	
b Average of monthly cash balances	1b	177,187
c Fair market value of all other assets (see page 22 of the instructions)	1c	
d Total (add lines 1a, b, and c)	1d	177,187
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	177,187
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)	4	2,658
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	174,529
6 Minimum investment return. Enter 5% of line 5	6	8,726

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 and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	
2a Tax on investment income for 2003 from Part VI, line 5	2a	
b Income tax for 2003. (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	
4a 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	1,900,938
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	1,900,938
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	1,900,938

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)

N/A

	(a) Corpus	(b) Years prior to 2002	(c) 2002	(d) 2003
1 Distributable amount for 2003 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2002				
a Enter amount for 2002 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2003.				
a From 1998				
b From 1999				
c From 2000				
d From 2001				
e From 2002				
f Total of lines 3a through e				
4 Qualifying distributions for 2003 from Part XII, line 4: ► \$ _____				
a Applied to 2002, 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 2003 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2003 (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 24 of the instructions				
e Undistributed income for 2002 Subtract line 4a from line 2a Taxable amount - see page 24 of the instructions				
f Undistributed income for 2003. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2004				
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 1998 not applied on line 5 or line 7 (see page 25 of the instructions)				
9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 1999				
b Excess from 2000				
c Excess from 2001				
d Excess from 2002				
e Excess from 2003				

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 2003, 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)	
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	Tax year	Prior 3 years			(e) Total
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	
b 85% of line 2a	1,279	1,730	3,111	3,613	9,733
c Qualifying distributions from Part XII, line 4 for each year listed	1,087	1,471	2,644	3,071	8,273
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,900,938	1,948,238	1,789,247	2,189,818	7,828,241
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	1,900,938	1,948,238	1,789,247	2,189,818	7,828,241
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					
	8,726	6,687	3,879	3,252	22,544
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 25 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 25 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
<p>a Paid during the year</p>				
Total ▶ 3a				0
<p>b Approved for future payment N/A</p>				
Total ▶ 3b				0

Schedule of Contributors

2003

Supplementary Information for
 line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

Name of organization The George Lucas Educational Foundation	Employer identification number 68-0065687
--	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General Rule and a Special Rule - see instructions.)

General Rule -

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

Special Rules -

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

The George Lucas Educational Foundation

68-0065687

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Lucasfilm Ltd. P.O. Box 10228 San Rafael, CA 94912	2,330,003	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Proctor and Gamble 	5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

The George Lucas Educational Foundation
December 31, 2003
E.I.N. 68-0065687

	<u>Amount</u>
Statement 1 - Part I, line 1 (See below for donor's \$5,000 or more)	
Contributions, gifts, etc.:	
Gifts from Public - Cash	\$ 5,330.00
Gifts from Lucasfilm Ltd & Subsidiaries	<u>2,330,003.00</u>
Total Contributions, gifts, etc.	<u>\$ 2,335,333.00</u>
 Donations Received \$5,000 or more:	
Lucasfilm Ltd.	\$ 2,330,003.00
Proctor and Gamble	5,000.00
 Total	<u>\$ 2,335,003.00</u>
 Statement 1 - Part 1, line 11	
Honorarium	\$ 14,314.07
FIPSE Conference-Buck Inst.	1,197.38
Misc. Revenue	36.00
Other Income:	<u>\$ 15,547.45</u>

**The George Lucas Educational Foundation
December 31, 2003
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

\$ 136,867

Total Other Professional Fees

\$ 136,867

The George Lucas Educational Foundation
December 31, 2003
E.I.N. 68-0065687

Statement 3 - Part I, line 18

Taxes

Amount

2002 Federal Tax Paid - Form 990-PF

\$ 35

2002 Secretary of State - Form RRF-1

\$ 25

2002 California Tax Paid - Form 199

\$ 10

Total Taxes Paid

\$ 70

The George Lucas Educational Foundation
December 31, 2003
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	97,950 00	SL	5 Yr	19,590 00	66,273 00	31,677 00
Machinery & Equipment - Donated	31,920 00	SL	5 Yr.		31,920 00	-
Computer Equipment	281,498.00	SL	5 Yr	27,305 00	214,209 00	67,289 00
Computer Equipment - Donated	31,133 00	SL	5 Yr	6,226 00	25,945 00	5,188 00
Software	4,195.00	SL	5 Yr	217 00	3,598 00	597 00
Software - Donated	3,600 00	SL	5 Yr	-	3,600 00	-
Automotive Equipment	<u>40,244 00</u>	SL	5 Yr	<u>12,919 00</u>	<u>7,825 00</u>	<u>32,419 00</u>
Total	\$ <u>496,765 00</u>			\$ <u>66,257 00</u>	<u>359,595 00</u>	<u>137,170 00</u>

The George Lucas Educational Foundation
December 31, 2003
E.I.N. 68-0065687

Statement 5 - Page 1 line 23 Other Expenses	Col. (a) Amount	Col. (d) Amount
Operating Supplies	5,585	\$ 1,280
EDP Equipment	4,694	985
Reference Materials	652	229
Other Misc	16,354	2,533
Film Processing	186	186
Temporary Help	949	949
Employee Recruiting	225	-
Advertising	27,746	27,552
Promotions	13,723	6,171
Transfers, Video	345	144
Outside Services, Other	57,910	27,764
Repair & Maint - Machinery & Equipment	481	-
Repair & maint - Agreements	1,160	-
Lease Expense - Machinery & Equipment	80,198	-
Telephone & Fax	8,652	3,629
Utilities	2,912	-
Insurance	20,460	-
Dues	2,640	2,034
Freight & Delivery	12,122	9,977
Postage	20,176	18,628
Auto Operating Costs	1,865	-
Beta SP S	2,829	2,829
VHS Stock	186	186
Digital B	1,363	1,363
Video Eng	15,969	15,969
Sound Rec	3,688	3,688
Camera PA	11,587	11,587
Sound & W	600	600
Lighting Equipment	345	345
EP Service	95	95
Editor	0	-
Narrator	700	700
Donations	550	-
Employee Education	2,532	2,417
Other Fringe Benefits	4,482	-
Bad Debt	351	-
Bank Charges	4,176	828
Total Other Expenses	\$ 328,488	\$ 142,669

The George Lucas Educational Foundation
December 31, 2003
E.I.N. 68-0065687

Statement 6 - Part II, line 2
Investments

	<u>Beginning of Year</u>	<u>Ending of Year</u>
The Vanguard Group	<u>\$ 152,420</u>	<u>\$ 137,297</u>
Total Investments	<u><u>\$ 152,420</u></u>	<u><u>\$ 137,297</u></u>

The George Lucas Educational Foundation
December 31, 2003
E.I.N. 68-0065687

Statement 7 - Part II, Line 20

Due to Affiliates

<u>Beginning of Year</u>	<u>Ending of Year</u>
<u>\$1,351</u>	<u>\$507</u>
<u><u>\$1,351</u></u>	<u><u>\$507</u></u>

**The George Lucas Educational Foundation
 December 31, 2003
 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	\$171,801	\$7,200	\$19,447
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, 2003
 E.I.N. 68-0065687**

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

	<u>Title and average hours per week devoted to position</u>	<u>Compensation</u>	<u>Contributions to employee benefit plans and deferred compensation</u>	<u>Expense account, other allowances</u>
Kenneth Ellis	Senior Video Producer 40 hours	102,372.00	6,625.25	0.00
Geoffrey Butterfield	Director of I.T. 40 hours	83,093.00	5,459.98	0.00
Diane Demeë-Benoit	Director of Outreach 40 hours	78,210.00	4,620.49	0.00
Don Herron	Director of MultiMedia Development 40 hours	71,369.00	0.00	0.00
Diane Curtis	Content Prod/Editor 40 hours	65,345.00	4,235.41	0.00

The George Lucas Educational Foundation
December 31, 2003
E.I.N. 68-0065687

Statement 10 - Part IX-A

Summary of Direct Charitable Activities

Expenses

The foundation communicates the various programs, documentaries and research to the public, schools and teachers by outreach programs, meetings and advertising.	\$ 184,263 89
GLEF Speakers Bureau are experts in various educational fields that GLEF contracts with to go out to conferences, workshops and seminars and speak about GLEF, its mission and school changes	209,930 18
The foundation prepares documentaries that are on various topics in education reform. The foundation's main focus in the documentaries is on programs going on in classrooms, schools, or districts and professional development for teachers. The documentaries are available through the foundation's website, CD's and DVD's	\$ 244,460 08
The foundation publishes <i>Edutopia</i> , a semi-annual newsletter, distributed free of charge, that showcases effective programs, disseminates research findings, and provides pointers to useful resources.	\$ 385,988.48
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.	\$ 156,995 23
TOTAL	<u>\$ 1,181,637 87</u>

The George Lucas Educational Foundation
December 31, 2003
E.I.N. 68-0065687

Statement 11 - Part II, 24

The prior year's "Temporarily restricted" was incorrectly stated last year.
There was no "Temporarily restricted" balance for last year.
The error has been corrected and is reflected in the correct beginning balance
for "Temporarily restricted" and "Unrestricted" for this year.

The George Lucas Educational Foundation
December 31, 2003
E.I.N. 68-0065687

Statement 12 - Part XIV, Line c

These numbers have been adjusted for non-cash amounts improperly included in prior years' calculations. The net amounts reported here are now properly reflected.

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

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.

Name of Exempt Organization: The George Lucas Educational Foundation
Employer identification number: 68-0065687
Number, street, and room or suite no: P.O. Box 3494
City, town or post office, state, and ZIP code: San Rafael, CA 94912

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

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

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, 2004
5 For calendar year 2003, 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: Additional time is necessary in order to file a complete and accurate return.

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 \$ 26
8b 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 \$ 26
8c 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

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: Marilyn R. Martini CPA Title: C.P.A. Date: 8/10/04

Notice to Applicant - To Be Completed by the IRS

- 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

Director By: Date

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.

Name: Lucasfilm Ltd. - Attn. Carrie Jones
Number and street (include suite, room, or apt. no.) Or a P.O. box number: P.O. Box 10228
City or town, province or state, and country (including postal or ZIP code): San Rafael, CA 94912

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

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

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	Name of Exempt Organization The George Lucas Educational Foundation	Employer identification number 68-0065687
File by the due date for filing your return See instructions	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):

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T(sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> 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 16, 2004, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2003 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 \$ 26.00

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 \$ 26.00

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 ▶ *Russ E. Marett* Title ▶ Tax Director Date ▶ 5-10-04

For Paperwork Reduction Act Notice, see Instruction

Form **8868** (12-2000)