

Department of the Treasury
Internal Revenue Service

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 2004, or tax year beginning , 2004, 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**

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

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

Room/suite: _____

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

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

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

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

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

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) ▶ \$ **794,566**

J Accounting method: Cash Accrual
 Other (specify) _____

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)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B	3,708,025			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,603	1,603	1,603	
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	26,008			
b	Less Cost of goods sold	15,979			
c	Gross profit or (loss) (attach schedule)	10,029			
11	Other income (attach schedule) Stmt 1	235,148		170,931	
12	Total. Add lines 1 through 11	3,954,805	1,603	172,534	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	197,399			197,399
14	Other employee salaries and wages	1,440,538		49,493	1,391,045
15	Pension plans, employee benefits	315,629		9,346	306,283
16a	Legal fees (attach schedule)	144,044		19,674	119,490
b	Accounting fees (attach schedule) Stmt 2	32,000			
c	Other professional fees (attach schedule) Stmt 2	171,247			19,436
17	Interest Stmt 3				
18	Taxes (attach schedule) (see page 14 of the instructions)	61			
19	Depreciation (attach schedule) and depletion Stmt 4	64,381			
20	Occupancy	213,573			
21	Travel, conferences, and meetings	101,660		4,874	60,312
22	Printing and publications	486,751		63,684	421,061
23	Other expenses (attach schedule) Stmt 5	441,661		23,860	246,396
24	Total operating and administrative expenses. Add lines 13 through 23	3,608,944	0	170,931	2,761,422
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements. Add lines 24 and 25	3,608,944	0	170,931	2,761,422
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	345,861			
b	Net investment income (if negative, enter -0-)		1,603		
c	Adjusted net income (if negative, enter -0-)			1,603	

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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	300	313,204	313,204	
	2	Savings and temporary cash investments	137,297	155,942	155,942	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶	17,201	109,523	109,523	
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	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	76,020	104,652	104,652	
	9	Prepaid expenses and deferred charges	35,857	19,308	19,308	
	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) ▶	137,170	91,937	91,937		
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)	403,845	794,566	794,566		
Liabilities	17	Accounts payable and accrued expenses	142,827	185,263		
	18	Grants payable				
	19	Deferred revenue	579	2,041		
	20	Loans from officers, directors, trustees, and other disqualified persons ▶	507	1,469		
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	143,913	188,773			
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	254,932	600,793		
	25	Temporarily restricted	5,000	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)	259,932	605,793			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	403,845	794,566			

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	259,932
2	Enter amount from Part I, line 27a	2	345,861
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	605,793
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	605,793

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 NONE			
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 NONE			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			(l) 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 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))
2003	1,900,938	174,529	10.8918
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

2 Total of line 1, column (d)	2	70.9292
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	14.1858
4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5	4	332,394
5 Multiply line 4 by line 3	5	4,715,275
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16
7 Add lines 5 and 6	7	4,715,291
8 Enter qualifying distributions from Part XII, line 4	8	2,761,422

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	32
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	32
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	32
6	Credits/Payments		
a	2004 estimated tax payments and 2003 overpayment credited to 2004	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	32
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	32
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2005 estimated tax Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		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)? <i>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</i>		X
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization \$ NONE (2) On organization managers \$ NONE		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$ NONE		
2 Has the organization engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year? Statement 13		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8 a 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? <i>If "No," attach explanation</i>	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 2004 or the taxable year beginning in 2004 (see instructions for Part XIV on page 25)? <i>If "Yes," complete Part XIV</i>	X	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address www.glef.org	X	
12 The books are in care of Therese Marrett, Lucasfilm Ltd. Telephone no. 415-623-1988 Located at P.O. Box 29901, San Francisco, CA ZIP+4 94129-0901		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> 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
1a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2004? <input type="checkbox"/>	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 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 20 of the instructions) <input type="checkbox"/>	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2004 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 2004) <input type="checkbox"/>	3b	N/A
4a	Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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 2004? <input type="checkbox"/>	4b	X
5a	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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	5b	N/A
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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A		
6a	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 ► NONE

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 ► NONE

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 22 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 22 of the instructions	
3	
Total. Add lines 1 through 3	0

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	NONE
b Average of monthly cash balances	1b	337,456
c Fair market value of all other assets (see page 22 of the instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	337,456
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	337,456
4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)	4	5,062
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	332,394
6 Minimum investment return. Enter 5% of line 5	6	16,620

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	0
2a Tax on investment income for 2004 from Part VI, line 5	2a	0
b Income tax for 2004. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	0
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	0
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	0
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	0

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	2,761,422
b Program-related investments - total from Part IX-B	1b	0
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	2,761,422
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	2,761,422

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 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2003				
a Enter amount for 2003 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2004				
a From 1999				
b From 2000				
c From 2001				
d From 2002				
e From 2003				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2004 from Part XII, line 4 ▶ \$				
a Applied to 2003, 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 2004 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2004 (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	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
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		0		
e Undistributed income for 2003 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions			0	
f Undistributed income for 2004 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2005				0
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 1999 not applied on line 5 or line 7 (see page 25 of the instructions)				
9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9.				
a Excess from 2000				
b Excess from 2001				
c Excess from 2002				
d Excess from 2003				
e Excess from 2004				

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 2004, enter the date of the ruling					
b Check box to indicate whether the organization is a private operating foundation described in section		<input type="checkbox"/> 4942(j)(3) or	<input type="checkbox"/> 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) 2004	(b) 2003	(c) 2002	(d) 2001	
b 85% of line 2a	1,603	1,279	1,730	3,111	7,723
c Qualifying distributions from Part XII, line 4 for each year listed	1,363	1,087	1,471	2,644	6,565
d Amounts included in line 2c not used directly for active conduct of exempt activities	2,761,422	1,900,938	1,948,238	1,789,247	8,399,845
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	11,080	8,726	6,687	3,879	30,372
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 0
b Approved for future payment N/A				
Total				▶ 3b 0

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

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?

	Yes	No
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		

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

including accompanying schedules and statements, and to the best of my knowledge and an taxpayer or fiduciary) is based on all information of which preparer has any knowledge

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 boxes 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 2 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 **The George Lucas Educational Foundation** Employer identification number **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 29901 San Francisco, CA 94129-0901	3,680,329	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	6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	Sreb Telling Online	19,000	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.)

The George Lucas Educational Foundation
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	<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	\$ 27,696.00
Gifts from Lucasfilm Ltd & Subsidiaries	<u>3,680,329.00</u>
Total Contributions, gifts, etc.	<u>\$ 3,708,025.00</u>
Donations Received \$5,000 or more:	
Lucasfilm Ltd.	\$ 3,680,329.00
Proctor and Gamble	6,000.00
SREB TELLING ONLINE	19,000.00
 Total	 <u>\$ 3,705,329.00</u>
Statement 1 - Part 1, line 11	
Honorarium	\$ 33,348.00
Production Revenue	30,869.00
Gross Advertising Revenue	181,306.00
Agency Discount	(10,946.00)
Subscription Revenue	571.00
Other Income:	<u>\$ 235,148.00</u>

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Statement 2 - Part I, line 16b
Accounting Fees

Amount

\$ 32,000

Total Accounting Fees

\$ 32,000

Statement 2 - Part I, line 16c
Other Professional Fees

Amount

Consulting Fees

\$ 171,247

Total Other Professional Fees

\$ 171,247

The George Lucas Educational Foundation
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Statement 3 - Part I, line 18
Taxes

	<u>Amount</u>
2003 Federal Tax Paid - Form 990-PF	\$ 26
2003 Secretary of State - Form RRF-1	\$ 25
2003 California Filing Fee Paid - Form 199	\$ 10
	<hr/>
Total Taxes Paid	<u>\$ 61</u>

The George Lucas Educational Foundation
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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	99,447 00	SL	5 Yr	17,557 00	83,830 00	15,617 00
Machinery & Equipment - Donated	2,280 00	SL	5 Yr	-	2,280 00	-
Computer Equipment	166,125 00	SL	5 Yr	28,004 00	109,188 00	56,937 00
Computer Equipment - Donated	31,133 00	SL	5 Yr.	5,188 00	31,133 00	-
Software	4,195 00	SL	5 Yr	217 00	3,815 00	380 00
Software - Donated	3,600 00	SL	5 Yr	-	3,600 00	-
Automotive Equipment	<u>40,244 00</u>	SL	5 Yr	<u>13,415 00</u>	<u>21,240 00</u>	<u>19,004 00</u>
Total	<u>\$ 353,249 00</u>			<u>\$ 64,381 00</u>	<u>261,311 00</u>	<u>91,938 00</u>

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Statement 5 - Page 1 line 23
 Other Expenses

	Col. (a) Amount	Col. (c) Amount	Col. (d) Amount
Operating	16,716	418	\$ 146,841
EDP Equip	5,627		\$ 161
Reference	524		\$ 81
Software	8,572		\$ -
Equip-other	1,327		\$ 991
Employee Recruiting	10,516	1,424	0
Advertising	5,783		4,358
Freelance/Freelance Art	85,795	12,129	
Promotions	12,086	58	6,935
Transfers, Video	100		100
Outside Services, Other	79,406		31,066
Equipment Rental	5,555		5,555
Repair & Maint - Machinery & Equipment	1,517		-
Repair & maint - Agreements	513		-
Lease Expense - Machinery & Equipment	29,490		-
Telephone & Fax	14,614	288	3,387
Utilities	1,793		-
Insurance	20,087		-
Dues	3,352		775
Freight	17,272	542	8,494
Postage	77,529	9,001	4,359
Auto	2,370		-
Donations	120		-
EE Ed	3,722		3,722
Other Fringe	2,301		-
Bad Debt	1,000		-
Beta SP S	1,689		1,689
VHS Stock	120		94
Audio Tape Stock	9		9
Digital B	447		447
Video Eng	11,629		11,629
Sound Rec	2,714		2,714
Camera PA	8,425		8,425
Sound & W	200		200
EP Service	61		61
Duplication/Dubbing	30		30
Narrator	900		900
Narration Fac	2,000		2,000
Bank Charges	5,752		1,374
	<u>\$ 441,661</u>	<u>\$ 23,860</u>	<u>\$ 246,396</u>

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Statement 6 - Part II, line 2
Investments

The Vanguard Group

Total Investments

<u>Beginning of Year</u>	<u>Ending of Year</u>
<u>\$ 137,297</u>	<u>\$ 155,942</u>
<u>\$ 137,297</u>	<u>\$ 155,942</u>

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Statement 7 - Part II, Line 20

	<u>Beginning of Year</u>	<u>Ending of Year</u>
Due to Affiliates	<u>\$507</u>	<u>\$1,469</u>
	<u>\$507</u>	<u>\$1,469</u>

**The George Lucas Educational Foundation
 December 31, 2004
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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	\$178,607	\$7,800	\$18,792
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
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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	103,817.00	6,697.09	0.00
Geoffrey Butterfield	Director of I.T. 40 hours	81,390.00	5,520.48	0.00
Diane Demeo-Benoit	Director of Outreach 40 hours	79,801.00	4,800.03	0.00
Don Herron	Director of MultiMedia Development 40 hours	83,346.00	0.00	0.00
Cheryl Lucanegro	Content Prod/Editor 40 hours	79,709.00	1,396.77	0.00

The George Lucas Educational Foundation
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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	\$ 37,892 36
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.	245,702 15
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.	\$ 183,867.99
The Foundation has begun work on a series of videos based on <i>Teaching in the Digital Age</i> . The videos help the Foundation disseminate stories about exemplary practices in K-12 public education	\$ 277,833 82
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	\$ 118,506 37
TOTAL	<u>\$ 863,802 69</u>

The George Lucas Educational Foundation
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Statement 11 - Part I, line 20
Occupancy

Due to generally accepted accounting principles, the books of the foundation reflect occupancy/rent expense of \$ 106,906. This represents the value of the foundations occupancy at its location in Nicasio, California.
No actual outlay of funds occurred for occupancy/rent.

**The George Lucas Educational Foundation
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Part XVI-B

Line 10: 10,029
The foundation provides research, production and dissemination for a video documentary, "Live & Learn" that lays out the case for adopting innovative approaches to education and show how schools across the nation are using creative and effective educational practices.

Line 11(a) 33,348
GLEF Speakers Bureau and Staff 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.

Line 11(b) 30,869
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.

\$74,246

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Part VII-A

4(b)

Form 990-T will be filed as soon as possible. There is no expected tax liability payable on Form 990-T when filed.

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)

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)

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.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print <small>File by the due date for filing your return. See instructions.</small>	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):

- | | | |
|---|---|------------------------------------|
| <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 |

• The books are in the care of ▶ **Therese Marrett, Lucasfilm Ltd.**

Telephone No. ▶ **415-662-1800** FAX No. ▶ **415-662-1557**

- 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-months for a **Form 990-T corporation**) extension of time until **August 15**, **2005**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2004** 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 \$ 32.

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 \$ _____

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 \$ 32.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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.

Form fields for Name of Exempt Organization (The George Lucas Educational Foundation), Employer identification number (68-0065687), and address (P.O. Box 3494, 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, 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.

- The books are in the care of Therese Marrett, Lucasfilm Ltd. Telephone No. 415-662-1800 FAX No. 415-662-1557. 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).

- I request an additional 3-month extension of time until November 15, 2005. For calendar year 2004, or other tax year beginning and ending. If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period. 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 \$ 32. 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 \$ 32. 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 \$

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: Tax Director Date: 8-15-05

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 extended due date of the return for which an extension was requested. Other

By: Director 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.

Form fields for Name (Lucasfilm Ltd., Attn: Carrie Jones), Number and street (P.O. Box 10228), and City or town, province or state, and country (including postal or ZIP code).