

Form 990-PF

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

OMB No 1545-0052

2006

Department of the Treasury
Internal Revenue Service

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

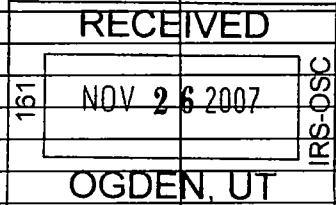
For calendar year 2006, or tax year beginning, 2006, and ending

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

Name of foundation: The George Lucas Educational Foundation
Employer identification number: 68-0065687
Address: P O Box 3494, San Rafael, CA 94912
Telephone number: 415-662-1800

H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 675,502
J Accounting method: Accrual

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).



SCANNED NOV 29 2007
Operating and Administrative Expenses

5

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	314,629	322,003	322,003	
	2	Savings and temporary cash investments Stmt 6	181,087	0	0	
	3	Accounts receivable ▶ 112,282				
		Less allowance for doubtful accounts ▶ 0	384,031	112,282	112,282	
	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 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use	90,962	117,474	117,474	
	9	Prepaid expenses and deferred charges	120,098	73,503	73,503	
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	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	65,711	50,240	50,240	
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see page 17 of the instructions Also, see page 1, item I)	1,156,518	675,502	675,502	
17		Accounts payable and accrued expenses	240,358	330,611		
18		Grants payable	0	50,000		
19	Deferred revenue	5,777	7,291			
20	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)	246,135	387,902			
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	860,583	107,064		
	25	Temporarily restricted	49,800	180,536		
	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 18 of the instructions)	910,383	287,600			
31	Total liabilities and net assets/fund balances (see page 18 of the instructions)	1,156,518	675,502			

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	910,383
2	Enter amount from Part I, line 27a	2	-622,781
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	287,602
5	Decreases not included in line 2 (itemize) ▶ Rounding	5	2
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	287,600

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					
b					
c					
d					
e					
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 NONE					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	0	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	0	
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 18 of the instructions) If (loss), enter -0- in Part I, line 8 }					

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 foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation 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 19 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))
2005	3,180,660	367,357	8.6582
2004	2,761,422	332,394	8.3077
2003	1,900,938	174,529	10.8918
2002	1,948,237	133,744	14.5669
2001	1,789,247	116,361	15.3767
2 Total of line 1, column (d)			57.8013
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			11.5603
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5			315,923
5 Multiply line 4 by line 3			3,652,165
6 Enter 1% of net investment income (1% of Part I, line 27b)			22
7 Add lines 5 and 6			3,652,187
8 Enter qualifying distributions from Part XII, line 4			3,845,775

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 19

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 19 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)	}	1	43
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations 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	43
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	43
6 Credits/Payments			
a 2006 estimated tax payments and 2005 overpayment credited to 2006	6 a		
b Exempt foreign organizations-tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	43	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d		7	43
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2007 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation 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 20 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 foundation in connection with the activities.</i>		X
c Did the foundation 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 foundation ▶ \$ NONE (2) On foundation managers ▶ \$ NONE		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers. ▶ \$ NONE		
2 Has the foundation 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 foundation 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 foundation 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?	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 foundation 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 20 of the instructions) ▶ CALIFORNIA		
b If the answer is "Yes" to line 7, has the foundation 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 foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2006 or the taxable year beginning in 2006 (see instructions for Part XIV on page 28)? <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> Stmt 7	X	

Part VII-A Statements Regarding Activities Continued

11a	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	N/A		
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <input type="checkbox"/> www.glef.org		X	
14	The books are in care of <input type="checkbox"/> Therese Marrett, Lucasfilm Ltd. Telephone no <input type="checkbox"/> 415-623-1988 Located at <input type="checkbox"/> P.O. Box 29901, San Francisco, CA ZIP + 4 <input type="checkbox"/> 94129			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrues during the year <input type="checkbox"/> 15 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 foundation (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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? Stmt 11 <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 foundation 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 22 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 foundation 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 2006?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) N/A		
a	At the end of tax year 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b	Are there any years listed in 2a for which the foundation 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 22 of the instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A <input type="checkbox"/>		
3a	Did the foundation 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 2006 as a result of (1) any purchase by the foundation 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 foundation had excess business holdings in 2006) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation 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 2006?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 23 of the instructions)? Yes No *N/A* **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No *N/A*

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No *N/A* **7b**

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 23 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 24 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
Stt statement 9				

Total number of other employees paid over \$50,000 11

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

3 Five highest-paid independent contractors for professional services (see page 24 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 24 of the instructions)

Describe the two largest program-related investments made up by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 25 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 25 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	0
b	Average of monthly cash balances	1b	320,734
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	320,734
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	320,734
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 26 of the instructions)	4	4,811
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	315,923
6	Minimum investment return. Enter 5% of line 5	6	15,796

Part XI Distributable Amount (see page 26 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 2006 from Part VI, line 5	2a	0
b	Income tax for 2006 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 26 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 26 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	3,845,775
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	3,845,775
5	Foundations 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 27 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,845,775

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 27 of the instructions) N/A

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2006				
a From 2001				
b From 2002				
c From 2003				
d From 2004				
e From 2005				
f Total of lines 3a through e				
4 Qualifying distributions for 2006 from Part XII, line 4 ▶ \$				
a Applied to 2005, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d Applied to 2006 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2006 (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 27 of the instructions				
e Undistributed income for 2005 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2006 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2007				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions)				
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions)				
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2002				
b Excess from 2003				
c Excess from 2004				
d Excess from 2005				
e Excess from 2006				

Part XIV Private Operating Foundations (see page 28 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 2006, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
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	2,166	5,145	1,603	1,279	10,193
b 85% of line 2a	1,841	4,373	1,363	1,087	8,664
c Qualifying distributions from Part XII, line 4 for each year listed	3,845,775	3,180,660	2,761,422	1,900,938	11,688,795
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	3,845,775	3,180,660	2,761,422	1,900,938	11,688,795
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	10,531	12,246	11,080	8,726	42,583
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 28 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))

George W Lucas Jr.

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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 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	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
Name and address (home or business)				
a <i>Paid during the year</i> N/A				
Total				▶ 3a
b <i>Approved for future payment</i> N/A				
Total				▶ 3b

Part XVI-A. Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 29 of the instructions)
	(a) Business Code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a <u>Edutopia Magazine</u>	511120	1,018,809			7,635
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,166	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					20,006
11 Other revenue					
a <u>Honorarium</u>					48,198
b <u>Production Revenue</u>					24,000
c <u>Conference/Speakers</u>					20,898
d <u>Online Newsletter</u>					61,122
e _____					
12 Subtotal. Add columns (b), (d), and (e)		1,018,809		2,166	181,859
13 Total. Add line 12, columns (b), (d), and (e)					1,202,834

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
▼	See Statement 12

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?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of:
- (1) Cash 1a(1) Yes No
 - (2) Other assets 1a(2) Yes No
- b** Other transactions.
- (1) Sales of assets to a noncharitable exempt organization 1b(1) Yes No
 - (2) Purchases of assets from a noncharitable exempt organization 1b(2) Yes No
 - (3) Rental of facilities, equipment, or other assets 1b(3) Yes No
 - (4) Reimbursement arrangements 1b(4) Yes No
 - (5) Loans or loan guarantees 1b(5) Yes No
 - (6) Performance of services or membership or fundraising solicitations 1b(6) Yes No
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees 1c Yes No
- 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 foundation. If the foundation 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 foundation 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

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

Sign Here	 Signature of officer or trustee		11-15-07 Date	Exec Dir/Sec Title	
	Paid Preparer's Use Only	Preparer's signature  Paul A. Reelike CPA	Date 11-15-07	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Signature on page 31 of the instructions) P00369191
	Firm's name (or yours if self-employed), address, and ZIP code PricewaterhouseCoopers LLP 350 S Grand Avenue Los Angeles, CA 90071		EIN ▶ 17-4008724		Phone no 213-356-6000

Schedule B

(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2006

Name of organization

Employer identification number

The George Lucas Educational Foundation

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)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2006)

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 Foundation P O Box 29901 San Francisco, CA 94129	3,150,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Lucasfilm Ltd. P O Box 29901 San Francisco, CA 94129	408,185	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Tiger Woods Foundation 4281 Katella Ave., No 111 Los Alamitos, CA 90720	10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	Mott Foundation 503 S Saginaw St No 1200 Flint, MI 48502	215,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	ConnectEd 2150 Shattuck Ave Berkeley CA 94704	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)

The George Lucas Educational Foundation
December 31, 2006
E.I.N. 68-0065687

	<u>Amount</u>
Statement 1 - Part I, line 1	
Contributions, gifts, etc.	
Gifts from Public - Cash	\$ 4,940 00
Tiger Woods Foundation	\$ 10,000 00
Mott Foundation	\$ 215,000.00
Lucasfilm Foundation	\$ 3,150,000 00
Gifts from Lucasfilm Ltd & Subsidiaries	<u>408,185 00</u>
Total Contributions, gifts, etc.	<u>\$ 3,788,125.00</u>
Statement 1 - Part 1, line 11	
Gross Advertising Revenue	\$ 1,100,560.75
Agency Discount	(81,751 51)
Subscription Revenue	\$ 7,634.63
Honorarium	48,197 91
Production Fees	20,898.61
Online Web	24,000 00
Online Newsletter	61,122.13
Other Income:	<u>\$ 1,180,662.52</u>

The George Lucas Educational Foundation
December 31, 2006
E.I.N. 68-0065687

	Amount
Statement 2 - Part I, line 16a Legal Fees	<u>\$ 11,307</u>

Statement 2 - Part I, line 16b Accounting Fees	<u>\$ 50,005</u>
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	Amount
Statement 2 - Part I, line 16c Other Professional Fees	
Other Professional Fees	<u>\$ 97,505</u>

The George Lucas Educational Foundation
December 31, 2006
E.I.N. 68-0065687

Statement 3 - Part I, line 18

Taxes

Amount

2005 Federal Tax Paid - Form 990-PF

\$ 103

2005 Secretary of State - Form RRF-1

\$ 150

2005 California Filing Fee Paid - Form 199

\$ 10

2006 Misc. sales and use taxes

\$ 70

Total Taxes Paid

\$ 333

The George Lucas Educational Foundation
December 31, 2006
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	100,850 00	SL	5 Yr	3,836 00	98,261 00	2,589 00
Machinery & Equipment - Donated	2,280 00	SL	5 Yr	-	2,280 00	-
Computer Equipment	219,714 00	SL	5 Yr	33,267 00	174,400 00	45,314 00
Computer Equipment - Donated	31,133 00	SL	5 Yr	-	31,133 00	-
Software	7,942 00	SL	5 Yr	1,232 00	5,604 00	2,338 00
Software - Donated	3,600 00	SL	5 Yr	-	3,600 00	-
Automotive Equipment	40,244 00	SL	5 Yr	5,589 00	40,244 00	-
Total	\$ 411,988 00			\$ 43,924 00	361,747 00	50,241 00

The George Lucas Educational Foundation
December 31, 2006
E.I.N. 68-0065687

Statement 5 - Page 1 line 23 Other Expenses	Col. (a) Amount	Col. (c) Amount	Col. (d) Amount
Operating	22,557	112	\$ 353
EDP Equip	21,131		\$ 1,270
Reference	755		\$ 286
Software	7,024		\$ -
Equip-other	-1,501		\$ -
Employee Recruiting	971	0	0
Conference Booth	0		0
Freelance/Freelance Art	344,386	98,784	245,602
Promotions	14,055	1,462	8,190
Transfers, Video	0		0
Outside Services, Other	67,547		51,147
Equipment Rental	0		-
Repair & Maint - Machinery & Equipment	1,386		-
Repair & maint - Agreements	0		-
Lease Expense - Machinery & Equipment	0		-
Telephone & Fax	19,176	3,727	11,197
Utilities	0		
Insurance	20,123		-
Dues/Subscriptions	16,493	4,199	12,024
Freight	46,403	11,847	30,454
Postage	339,821	96,608	240,193
Auto	1,954		
Donations	2,500		
EE Ed	2,369		2,369
Other Fringe	15,511		-
Bad Debt	750		750
Beta SP S	1,500		1,500
VHS Stock	1,470		1,470
Audio Tape Stock	0		-
Digital B	0		-
Video Eng	11,123		11,123
Sound Rec	2,930		2,930
Camera PA	6,725		6,725
Sound & W	500		500
EP Service	99		99
Duplication/Dubbing	0		-
Narrator	600		600
Narration Fac	0		-
Bank Charges	3,612		3,726
Reimbursed Expenses	0		
	<u>\$ 971,969</u>	<u>\$ 216,738</u>	<u>\$ 632,507</u>

The George Lucas Educational Foundation
December 31, 2006
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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>
	\$ 181,087	\$ -
	<u>\$ 181,087</u>	<u>\$ -</u>

The George Lucas Educational Foundation
December 31, 2006
E.I.N. 68-0065687

Part VII-A
Line 10

Lucasfilm Foundation
P O Box 29901
San Francisco, CA 94129

**The George Lucas Educational Foundation
 December 31, 2006
 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 1 Hour	\$0	\$0	\$0
Stephen D. Arnold c/o The George Lucas Educational Foundation P O Box 3494 San Rafael, CA 94912	Vice-Chair/CFO 1 Hour	\$0	\$0	\$0
Milton Chen c/o The George Lucas Educational Foundation P O Box 3494 San Rafael, CA 94912	Executive Director/Secretary 40 Hours	\$206,146	\$12,485	\$19,175
Marshall Turner c/o The George Lucas Educational Foundation P.O. Box 3494 San Rafael, CA 94912	Director 1 Hour	\$0	\$0	\$0
Micheline Chau c/o The George Lucas Educational Foundation P O Box 3494 San Rafael, CA 94912	Director 1 Hour	\$0	\$0	\$0
Kim Meredith c/o The George Lucas Educational Foundation P O Box 3494 San Rafael, CA 94912	Director 1 Hour	\$0	\$0	\$0
Kate Nyegaard c/o The George Lucas Educational Foundation P O Box 3494 San Rafael, CA 94912	Director 1 Hour	\$0	\$0	\$0

**The George Lucas Educational Foundation
 December 31, 2006
 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>
James Daly	Editor in Chief 40 hours	107,070.00	3,653.00	0.00
Kenneth Ellis	Senior Video Producer 40 hours	104,330.00	7,037.00	0.00
Bruce Edwards	Consulting Editor 40 hours	93,687.00	5,827.00	0.00
Geoffrey Butterfield	Director of I.T. Projects 40 hours	76,831.00	5,297.00	0.00
Katherine Rodler	Publisher 40 hours	170,751.00	1,972.00	0.00
Sarah Young	Senior Director Strategic Accounts 40 hours	123,745.00	0.00	0.00
		<u>676,414.00</u>	<u>23,786.00</u>	<u>0.00</u>

The George Lucas Educational Foundation
December 31, 2006
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 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	\$ 21,763 66
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 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	\$ 584,365 45
The foundation publishes an on-line newsletter, distributed free of charge, that showcases effective programs, disseminates research findings, and provides pointers to useful resources.	\$ 1,019,201 58
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	\$ 374,624 60
TOTAL	\$ 1,999,955 29

The George Lucas Educational Foundation
December 31, 2006
E.I.N. 68-0065687

Statement 11 - Part I, line 20
- Part VIIB 1(a) (3)

Due to generally accepted accounting principles, the books of the foundation reflect occupancy/rent expense of \$ 389,694 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
December 31, 2006
E.I.N. 68-0065687**

Part XVI-A Line 1a, column e Subscription Revenue	\$7,635
Part XVI-B	
Line 10 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	20,006
Line 11(a) 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	48,198
Line 11(b) 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	24,000
Line 11(c) The foundation communicates the various programs, documentaries and research to the public, schools and teachers by outreach programs, meetings and advertising	20,898
Line 11(d) The foundation publishes an on-line newsletter, distributed free of charge, that showcases effective programs, disseminates research findings, and provides pointers to useful resources	61,122
	<u><u>\$181,859</u></u>

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

► 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).

Section 501(c)(3) corporations required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for section 501(c)(3) corporations required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

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 E. Marrett

Telephone No ► 415-623-1988 FAX No ► 415-623-1687

- 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 section 501(c)(3) corporation required to file Form 990-T) extension of time until August 15, 2007, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- calendar year 2006 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	3a	\$	43.00
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	3b	\$	
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	3c	\$	43.00

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. X

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

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

Part II Additional (not automatic) 3-Month Extension of Time. You must file original and one copy.

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

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

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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
 Telephone No 415-623-1988 FAX No 415-623-1687

• 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, 2007

5 For calendar year 2006, or other tax year beginning _____, 20____ and ending _____, 20____

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 needed 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	8a \$	43
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	43
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$	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 Therese Marrett Title Tax Director Date 8-10-07

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

Type or print	Name Lucasfilm Ltd., Attn: Carrie Jones
	Number and street (include suite, room, or apt. no.) or a P.O. box number P O Box 29901
	City or town, province or state, and country (including postal or ZIP code) San Francisco, CA 94129