

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 2009, or tax year beginning , 2009, and ending , 20

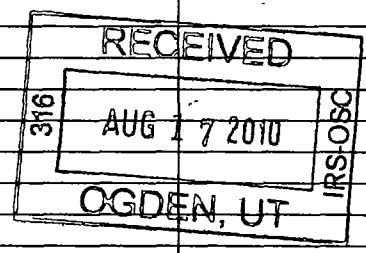
G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE GEORGE LUCAS EDUCATIONAL FOUNDATION		A Employer identification number 68-0065687
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (415) 662-1800
	P.O. BOX 3494		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
	City or town, state, and ZIP code SAN RAFAEL, CA 94912		

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) ▶ \$ 929,804. J Accounting method. Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B.	5,849,478.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments				
	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				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	1,276,698.		1,276,698.	ATCH 1	
12 Total. Add lines 1 through 11	7,126,176.		1,276,698.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	464,812.			464,812.
	14 Other employee salaries and wages	2,446,878.		353,945.	2,092,934.
	15 Pension plans, employee benefits	626,214.		74,239.	551,975.
	16a Legal fees (attach schedule) ATCH 2	16,603.	0.	2,361.	6,585.
	b Accounting fees (attach schedule) ATCH 3	62,246.	0.	4,150.	8,943.
	c Other professional fees (attach schedule) *	267,591.		83,716.	183,695.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) *	2,102.			10.
	19 Depreciation (attach schedule) and depletion	43,328.			
	20 Occupancy				
	21 Travel, conferences, and meetings	169,395.		30,536.	100,787.
	22 Printing and publications	468,738.		148,117.	319,205.
	23 Other expenses (attach schedule) ATCH 6	2,215,987.	0.	560,270.	1,567,290.
	24 Total operating and administrative expenses. Add lines 13 through 23	6,783,894.	0.	1,257,334.	5,296,236.
	25 Contributions, gifts, grants paid	275,000.			217,135.
26 Total expenses and disbursements Add lines 24 and 25	7,058,894.	0.	1,257,334.	5,513,371.	
27 Subtract line 26 from line 12	67,282.				
a Excess of revenue over expenses and disbursements			19,364.		
b Net investment income (if negative, enter -0-)		-0-			
c Adjusted net income (if negative, enter -0-)					



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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	337,629.	465,349.	465,349.
	2	Savings and temporary cash investments			
	3	Accounts receivable	188,234.		
		Less: allowance for doubtful accounts	0.		
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable	0.	35,000.	35,000.
	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	53,572.	26,229.	26,229.
	9	Prepaid expenses and deferred charges	73,134.	136,988.	136,988.
	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	456,348.			
	Less: accumulated depreciation (attach schedule)	378,344.			
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	845,552.	929,804.	929,804.	
Liabilities	17	Accounts payable and accrued expenses	408,953.	382,668.	
	18	Grants payable	91,660.	151,525.	
	19	Deferred revenue	73,407.	56,797.	
	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)	574,020.	590,990.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	-135,275.	313,041.	
	25	Temporarily restricted	406,807.	25,773.	
	26	Permanently restricted			
	Foundations 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)	271,532.	338,814.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	845,552.	929,804.		

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)	271,532.
2	Enter amount from Part I, line 27a	67,282.
3	Other increases not included in line 2 (itemize)	
4	Add lines 1, 2, and 3	338,814.
5	Decreases not included in line 2 (itemize)	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	338,814.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(l) 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						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2			
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.	}		3			

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

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

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

Was the 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 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))
2008	4,534,398.	353,694.	12.820116
2007	3,978,391.	183,261.	21.708880
2006	3,845,775.	315,923.	12.173140
2005	3,180,660.	367,357.	8.658226
2004	2,761,422.	332,394.	8.307677
2 Total of line 1, column (d)			2 63.668039
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 12.733608
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 307,958.
5 Multiply line 4 by line 3			5 3,921,416.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 3,921,416.
8 Enter qualifying distributions from Part XII, line 4 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			8 5,540,494.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total amount owed is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes questions about political campaigns, expenditures, and foundation status.

Part VII-A Statements Regarding Activities (continued)

11	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 page 20 of the instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW. EDUTOPIA.ORG	X	
14	The books are in care of BRIAN CHAN Telephone no 415-662-1614 Located at P.O. BOX 3494 SAN RAFAEL, CA ZIP + 4 94912		
15	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 15		

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? <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 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 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 2009?	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))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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 20 of the instructions.)	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 <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 2009 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 2009)	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 2009?	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 page 22 of the 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 22 of the instructions)? **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

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 "Yes" to 6b, 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 **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 22 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
ATTACHMENT 8		464,812.	42,692.	11,961.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 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
ATTACHMENT 9		691,762.	69,812.	0.

Total number of other employees paid over \$50,000 19

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 23 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
ATTACHMENT 10		540,756.

Total number of others receiving over \$50,000 for professional services 3

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 ATTACHMENT	
	1,782,646.
2	
	1,248,387.
3	
	2,153,260.
4	

Part IX-B Summary of Program-Related Investments (see page 23 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 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	312,648.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	312,648.
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	0.
3	Subtract line 2 from line 1d	3	312,648.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	4,690.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	307,958.
6	Minimum investment return. Enter 5% of line 5	6	15,398.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	0.
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 25 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 25 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	5,513,371.
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	27,123.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,540,494.
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 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,540,494.

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 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years. 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ \$				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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				
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 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	0.			

Part XIV Private Operating Foundations (see page 27 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 2009, enter the date of the ruling

08/30/1993

b Check box to indicate whether the foundation is a private operating foundation described in section

X

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 85% of line 2a	15,398.	17,685.	9,181.	2,166.	44,430.
c Qualifying distributions from Part XII, line 4 for each year listed	13,088.	15,032.	7,804.	1,841.	37,765.
d Amounts included in line 2c not used directly for active conduct of exempt activities	5,540,494.	4,543,398.	3,978,391.	3,845,775.	17,908,058.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	217,135.	145,655.			362,790.
3 Complete 3a, b, or c for the alternative test relied upon	5,323,359.	4,397,743.	3,978,391.	3,845,775.	17,545,268.
a "Assets" alternative test - enter					
(1) Value of all assets					
(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	10,265.	11,790.	6,121.	10,531.	38,707.
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 foundation 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

N/A

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 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 <i>Paid during the year</i> ATTACHMENT 11				
Total. ▶ 3a				217,135.
b <i>Approved for future payment</i> ATTACHMENT 12				
Total. ▶ 3b				151,525.

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

2009

Name of the 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 an organization 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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does 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 instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LUCASFILM FOUNDATION PO BOX 29901 SAN FRANCISCO, CA 94129	\$ 5,400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THE WILLIAM AND FLORA HEWLETT FOUNDATION 2121 SAND HILL ROAD MENLO PARK, CA 94025	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	THE HEINZ ENDOWMENTS 625 LIBERTY AVENUE, 30TH FLOOR PITTSBURGH, PA 15222	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	CS MOTT FOUNDATION 503 S SAGINAW STREET, SUITE 1200 FLINT, MI 48502	\$ 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	THE MELCHER CHARITABLE FOUNDATION 1415 LOUISIANA STREET, #3200 HOUSTON, TX 77002	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	OTHER PUBLIC CONTRIBUTIONS < \$5,000 P.O. BOX 3494 SAN RAFAEL, CA 94912	\$ 174,478.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART I, LINE 20 & PART VIIB, LINE 1(A)(3):

DUE TO THE GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, THE BOOKS OF THE FOUNDATION REFLECT OCCUPANCY/RENT EXPENSE OF \$448,284. THIS REPRESENTS THE TOTAL VALUE OF THE FOUNDATION'S OCCUPANCY AT ITS LOCATION IN NICASIO, CALIFORNIA. NO ACTUAL OUTLAY OF FUNDS OCCURRED FOR OCCUPANCY/RENT.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART I, LINE 19:

DESCRIPTION	DATE ACQUIRED	COST	ACCUMULATED DEPRECIATION	METHOD	LIFE	CURRENT YEAR DEPRECIATION
MACHINERY & EQUIPMENT	VARIOUS	135,749	(115,984)	SL	5 YR	4,625
EDP EQUIP.	VARIOUS	264,876	(227,500)	SL	5 YR	23,797
SOFTWARE	VARIOUS	11,542	(11,542)	SL	5 YR	178
AUTOMOTIVE EQUIPMENT	VARIOUS	44,182	(23,218)	SL	5 YR	14,727
TOTAL		456,349	(378,244)			43,328

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART IX-A: SUMMARY OF DIRECT CHARITABLE ACTIVITIES

1 - EDUTOPIA.ORG AND EDUTOPIA E-NEWSLETTER: AN IN-DEPTH AND INTERACTIVE RESOURCE FOR CHANGE AGENTS IN EDUCATION, EDUTOPIA.ORG OFFERS PRACTICAL, HANDS-ON ADVICE, REAL-WORLD EXAMPLES, LIVELY CONTRIBUTIONS FROM PRACTITIONERS, AND INVALUABLE TIPS AND TOOLS. THE SITE IS REFRESHED WEEKLY WITH DAILY POSTS FROM BLOGGERS AND USERS. THE NEWSLETTER IS DISTRIBUTED 50 TIMES PER YEAR. \$1,782,646

2 - EDUTOPIA VIDEO: THROUGH AN EXTENSIVE OFFERING OF DOCUMENTARIES, EDUTOPIA VIDEO IS A CATALYST FOR INNOVATION BY HELPING EDUCATORS AND PARENTS, AS WELL AS BUSINESS AND COMMUNITY LEADERS, SEE AND UNDERSTAND PIONEERING BEST PRACTICES. THE VIDEOS ARE DISTRIBUTED ON THE FOUNDATION'S WEB SITE, DVDS, AND THROUGH DISTRIBUTION THROUGH STRATEGIC ALLIANCES. \$1,248,387

3 - EDUTOPIA MAGAZINE: THE PREEMINENT PUBLICATION FOR PROMOTING POSITIVE CHANGE IN EDUCATION, EDUTOPIA MAGAZINE PRESENTS A CONTINUAL FLOW OF FRESH IDEAS AND INSPIRING SUCCESS STORIES. PUBLISHED SIX TIMES PER YEAR WITH AVERAGE CIRCULATION OF 100,000. \$2,153,260

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
EDUTOPIA ADVERTISING REVENUE	1,134,610.	1,134,610.
MEMBERSHIP REVENUE	114,904.	114,904.
HONORARIUM	9,275.	9,275.
LICENSING REVENUE	3,342.	3,342.
REPRINT INCOME	1,956.	1,956.
ROYALTY INCOME	6,747.	6,747.
OTHER INCOME	4,832.	4,832.
CIRCULATION INCOME	1,032.	1,032.
TOTALS	<u>1,276,698.</u>	<u>1,276,698.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ALDER & COLVIN	2,921.		415.	1,159.
MORRISON & FOERSTER LLP	1,397.		199.	554.
COBALT LLP	4,061.		577.	1,611.
COPILEVITZ & CANTER LLP	7,449.		1,059.	2,954.
DAIJOGO & PEDERSON LLP	775.		111.	307.
TOTALS	<u>16,603.</u>	<u>0.</u>	<u>2,361.</u>	<u>6,585.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS	49,153.		3,277.	7,062.
BPA WORLDWIDE	8,093.		540.	1,163.
STARK SERVICES	5,000.		333.	718.
TOTALS	<u>62,246.</u>	<u>0.</u>	<u>4,150.</u>	<u>8,943.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
JAMES E BENJAMIN	2,000.	626.	1,373.
BLOOMSDAY MARKETING INC	6,076.	1,901.	4,171.
DIGITAL LEARNING GROUP INC	1,800.	563.	1,236.
JULIE GARNER	180.	56.	124.
GOTT ADVERTISING LLC	41,500.	12,983.	28,489.
GRAVITEK LABS	3,278.	1,026.	2,250.
KADERA CONSULTING	1,472.	461.	1,010.
CANDICE MYERS	12,000.	3,754.	8,238.
MISSION MINDED INC	10,000.	3,129.	6,865.
WENDY LANGROCK	1,825.	571.	1,253.
NEXT STEPS MARKETING INC	75,879.	23,739.	52,089.
BARBARA PIERCE	6,788.	2,124.	4,660.
WATERSHED COMPANY INC	104,793.	32,783.	71,937.
TOTALS	<u>267,591.</u>	<u>83,716.</u>	<u>183,695.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

2003-07 CA SALES TAX AUDIT
CA FRANCHISE TAX BOARD

2,092.
10.

10.

TOTALS

2,102.

10.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OPERATING MATERIALS & SUPPLIES	25,360.	0.	1,860.	6,788.
FURNISHINGS & EQUIPMENT	4,796.	0.	133.	2,454.
SOFTWARE	7,013.	0.	0.	0.
ARTWORK	2,500.	0.	792.	1,708.
CONTRACTORS	338,996.	0.	107,166.	231,191.
EMPLOYEE RECRUITING	2,178.	0.	0.	0.
PUBLICITY	716,550.	0.	227,112.	489,441.
PROMOTION/ADVERTISING	22,155.	0.	6,683.	14,630.
TRADE SHOWS	10,116.	0.	3,206.	6,910.
OTHER OUTSIDE SERV	497,703.	0.	85,183.	412,520.
COMMISSION EXPENSE	85,576.	0.	27,123.	58,451.
EMAIL LIST RENTAL	5,268.	0.	1,602.	0.
R&M MACHINERY & EQUIP	1,282.	0.	0.	3,453.
TELEPHONE	1,486.	0.	35.	1,146.
MARKET RESEARCH	78,234.	0.	19,017.	59,162.
PROPERTY INSURANCE	22,285.	0.	0.	0.
DUES & SUBSCRIPTIONS	32,431.	0.	6,750.	23,439.
FREIGHT & DELIVERY	25,323.	0.	6,929.	16,271.
POSTAGE	206,854.	0.	65,508.	141,176.
AUTO OPERATING COSTS	2,546.	0.	0.	0.
OTHER FRINGE BENEFIT	2,238.	0.	0.	0.
BAD DEBTS	-4,930.	0.	-1,563.	-3,367.
PRODUCTION-TAPE STOCK	2,424.	0.	0.	2,424.
PROD-CREW SALARIES: CAMERA	26,597.	0.	0.	24,107.
PROD-CREW SALARIES: SOUND	7,967.	0.	0.	7,967.
PROD-CAMERA PACKAGE	18,748.	0.	0.	18,748.
PROD-SOUND	1,235.	0.	0.	1,235.
PROD-TRANSCRIPTION SERVICES	3,474.	0.	0.	3,474.
PROD-TALENT (VOICE/NARRATOR)	1,350.	0.	0.	1,350.
PROD-CREW SAL: VIDEO EDITOR	23,179.	0.	0.	23,179.
PROD-CREW SAL: ASSOC PRODUCER	17,767.	0.	0.	12,823.
BANK CHARGES	14,918.	0.	2,734.	5,892.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
REIMB. EXP-OTHER	2,649.	0.	0.	0.
MISCELLANEOUS EXPENSES	9,719.	0.	0.	718.
TOTALS	<u>2,215,987.</u>	<u>0.</u>	<u>560,270.</u>	<u>1,567,290.</u>

FORM 990PF, PART VII-A, LINE 8A - STATES

AL, AK, AZ, AR, CA, CO, CT, FL, GA, IL,
KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY,
NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

NAME AND ADDRESS

COMPENSATION

GEORGE W LUCAS JR
C/O LUCASFILM LTD
PO BOX 2009
SAN RAFAEL, CA 94912

CHAIRMAN
1.00

0.

0.

STEPHEN D ARNOLD
P.O. BOX 3494
SAN RAFAEL, CA 94912

VICE-CHAIR/CFO
1.00

0.

0.

MILTON CHEN
P.O. BOX 3494
SAN RAFAEL, CA 94912

EXECUTIVE DIRECTOR/SECRETARY
40.00

255,637.

11,961.

MARSHALL TURNER
P.O. BOX 3494
SAN RAFAEL, CA 94912

DIRECTOR
1.00

0.

0.

MICHELINE CHAU
P.O. BOX 3494
SAN RAFAEL, CA 94912

DIRECTOR
1.00

0.

0.

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KIM MEREDITH P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
KATE NYEGAARD P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
CYNTHIA JOHANSON IRISH P.O. BOX 3494 SAN RAFAEL, CA 94912	COO 40.00	209,175.	25,672.	0.
GRAND TOTALS		464,812.	42,692.	11,961.

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES
DAVID MARKUS P.O. BOX 3494 SAN RAFAEL, CA 94912	EDITORIAL DIRECTOR 40.00	177,218.	11,544. 0.
CHARLES FESKO P.O. BOX 3494 SAN RAFAEL, CA 94912	SENIOR DIR/ AD SALES 40.00	146,797.	15,196. 0.
BRIAN CHAN P.O. BOX 3494 SAN RAFAEL, CA 94912	CONTROLLER 40.00	137,841.	19,543. 0.
KENNETH ELLIS P.O. BOX 3494 SAN RAFAEL, CA 94912	EXEC PRODUCER VIDEO 40.00	126,989.	17,126. 0.
CAROLYN JOY P.O. BOX 3494 SAN RAFAEL, CA 94912	IT/ WEB MANAGER 40.00	102,917.	6,403. 0.
TOTAL COMPENSATION		691,762.	69,812. 0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
STARK SERVICES INC 12444 VICTORY BLVD NORTH HOLLYWOOD, CA 91606	DATABASE SERVICES	130,892.
WATERSHED COMPANY INC 100 BUSH ST, STE 850 SAN FRANCISCO, CA 94104	FUNDRAISING COUNSEL	104,793.
CHAPTER THREE LLC 2325 3RD STREET, SUITE 319 SAN FRANCISCO, CA 94107	WEBSITE DEVELOPMENT	104,640.
LAURA MORRIS DESIGNS INC 4010 BAYWATER POINT HIGH POINT, NC 27265	GRAPHIC DESIGN	100,431.
ENTERTAINMENT PARTNERS 2835 NORTH NAOMI STREET BURBANK, CA 91504	TEMPORARY STAFFING	100,000.
	TOTAL COMPENSATION	<u>540,756.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

BELLEVUE SCHOOLS FOUNDATION
PO BOX 40644
BELLEVUE, WA 98015

PUBLIC CHARITY

SUPPORT EDUCATIONAL PURPOSE AND RESEARCH

217,135

TOTAL CONTRIBUTIONS PAID

217,135

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 12

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

BELLEVUE SCHOOLS FOUNDATION
PO BOX 40644
BELLEVUE, WA 98015

PUBLIC CHARITY

SUPPORT EDUCATIONAL PURPOSE AND RESEARCH

151,525

TOTAL CONTRIBUTIONS APPROVED

151,525.

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS		EXCLUSION		AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
	CODE	AMOUNT	CODE	AMOUNT		
HONORARIUM REVENUE						9,275.
LICENSING REVENUE			15		6,747.	3,342.
ROYALTY INCOME			01		4,832.	
OTHER INCOME						1,956.
REPRINT INCOME						
TOTALS					<u>11,579.</u>	<u>14,573.</u>

Application for Extension of Time To File an Exempt Organization Return

▶ **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).

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

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

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

• The books are in the care of ▶ Brian Chan, Controller

Telephone No. ▶ (415) 662-1614 FAX No. ▶ (415) 662-1619

- 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 corporation required to file Form 990-T) extension of time until 8/16/2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2009 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

3 a 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	\$
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	\$ 0

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.