Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

			or tax year begi	nning			, 2009,	and end	ng		, 20
G Ch	eck all f	that apply:	Initial retur				of a former p	ublic chai	<u> </u>	L_	Final return
		Name of fou	Amended	eturn		agares	s change		Name o		ation number
Haa	the IDC	Name of fou	indation						^ Emi	noyer toending	apon number
	the IRS bel.	THE GEOR	RGE LUCAS E	DUCAT	'IONAL FOUN	DATT	ON			68-	0065687
-	erwise,	<del></del>	street (or P O box		<del></del>			Room/su	ite B Tolor	shone number (see	page 10 of the instructions)
•	rint		•								
	type.	P.O. BOX	X 3494						1	(41	5) 662-1800
	Specific uctions.	City or town,	, state, and ZIP coo	de				L	C If ex	emption applicat	ion is
		1								oreign organizati	<b>▶</b>
			AEL, CA 949							oreign organizat	
1 Ch	eck typ	e of organiza	ition. X Secti	on 501(	c)(3) exempt pr	vate f	oundation			5% test, check homputation	ere and attach
	Section -	4947(a)(1) no	nexempt chantable				vate foundat		E If pr	ivate foundation	status was terminated
		• • • • • • • • • • • • • • • • • • • •			unting method.	Ca	ish XAcc	rual			(1)(A), check here . 🕨
		om Part II, col	l. (c), line		ther (specify)	<del></del>					n a 60-month termination
	) ▶ \$		29,804.		column (d) must	De on	casn dasis.)	<del></del> -	und	er section 507(b)	(1)(B), check here
rari	Analy total c	ysis of Reve of amounts in c	nue and Expens	es (The d	(a) Revenue a		(b) Net inve	estment	(c) Adju	sted net	(d) Disbursements for charitable
	mayı	not necessarily	equal the amounts	s in	expenses pe books	r	incom		inco		purposes
T			e 11 of the instruct		5,849,	478					(cash basis only)
1 2	Contribu	rions, gins, grants, If the f	etc , received (attach sch foundation is not requ	iedule) .	3,0.3,		<del></del>				<del></del>
3		attach	Sch B				<del></del>				
4		_	est from securities						· · · · · · · · · · · · · · · · · · ·		
5 8									F-		·
1			ss)							REC	EIVED
6	n Netga	n or (loss) from	sale of assets not on	line 10							
7		sales pace for all on line 6a							39	AUG	8
7	Capita	l gain net inco	ome (from Part IV, I	ine 2) .	<del>-</del>				(4)	AUG J	7 2010 9
8			al gain								WS.
10	a Gross s	e modifications ales less returns owances • • •								OGDE	N, UT
1		ost of goods sold					· · · · · · · · · · · · · · · · · · ·				<del></del>
1			(attach schedule)			600	<del></del> -		1 2	76,698.	ABOU 1
11			h schedule)		7,126,					76,698.	ATCH 1
12			rough 11		464,					70,000.	464,8
13			rs, directors, trustees, ines and wages .		2,446,				3	53,945.	2,092,9
4.5			oyee benefits		626,		<del></del>			74,239.	551,9
16:			hedule) ATCH			603.		0.	····	2,361.	6,5
			ach schedule) ATC		62,	246.		0.		4,150.	8,9
1		-	es (attach schedul	• • • • •	267,	591.				83,716.	183,6
17				-							
18			(see page 14 of the inst			102					
19	Depre	ciation (attach	schedule) and de	pletion .	43,	328	<u>.</u>				
20			<i>.</i>		160	205				20 526	100 7
21			and meetings		169,	738.			1	30,536.	100,7
22	Printin		tions A TO		2,215,			0.		48,117.	319,2 1,567,2
23	Other		ach schedule) AT(		2,213,	907		· · ·		00,270.	1,501,2
23 24	Total (		i administrative ex		6,783,	894		0.	1.2	57,334.	5,296,2
25	Contri	_	n 23 grants paid		275,						217,1
26	Contra	_	grants paid sements Add lines 2		7,058,		<del></del>	0.	1,2	57,334.	5,513,3
27		ict line 26 fron		. 4114 23							
1			penses and disburseme	ents	67,	282					
			ome (if negative, er					-0-			
			e (if negative, enter							19,364.	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. \* ATCH 4 JSA \*\* ATCH 5 9E1410 2 0000 6521AR U473 8/4/2010 6:15:08 PM V 09-7.1

Form 990-PF (2009)

PAGE 1

Part II R	Attached schedule description column	s and amounts in the	Beginning of year	End of	d of year	
	amounts only (See	instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value	
	h - non-interest-bearing		337,629.	465,349.	465,349	
3 Acc	ings and temporary cash investments ounts receivable	188,234.				
Les	s allowance for doubtful accounts	0.	287,007.	188,234.	188,23	
4 Pled	dges receivable					
Les	s. allowance for doubtful accounts					
	nts receivable		0.	35,000.	35,000	
	elvables due from officers, directors, t					
1	qualified persons (attach schedule) (see					
	er notes and loans receivable (attach					
	s' allowance for doubtful accounts		1			
0 1	entories for sale or use		53,572.	26,229.	26,22	
9 Pre	paid expenses and deferred charges		73,134.	136,988.		
ál	estments - U.S. and state government obliga	T T				
- 1	estments - corporate stock (attach sch	· · · · ·	<del></del>	<del></del> †	<del></del>	
				<del></del>		
11 inve	estments - corporate bonds (attach sci estments - land, buildings,					
and Les	equipment basis s accumulated depreciation			j		
(etta	ach schedule)					
	estments - mortgage loans		·			
13 Inve	estments - other (attach schedule)	456 348	<del></del>	<del></del>	<del></del>	
equi	pment basis		94,210.	78,004.	78,00	
(atta	nch schedule)		94,210.	70,004.	78,00	
15 Oth	er assets (describe	)				
	al assets (to be completed by all filers		045 550	000 004	000 00	
	ructions Also, see page 1, item I)		845,552.		929,80	
	ounts payable and accrued expenses		408,953.			
	nts payable		91,660.	151,525.		
	erred revenue		73,407.	56,797.		
20 Loa	ns from officers, directors, trustees, and oth	· · · · · · · · · · · · · · · · · · ·				
21 Moi	tgages and other notes payable (atta					
22 Oth	er liabilities (describe	)				
	al liabilities (add lines 17 through 22)		574,020.	590,990.		
	undations that follow SFAS 117,					
	d complete lines 24 through 26	and lines 30 and 31.				
24 Unr	estricted		-135,275.	313,041.		
25 Ten	nporarily restricted ,		406,807.	25,773.		
26 Per	manently restricted					
25 Ten 26 Per For che 27 Car	undations that do not follow SFA	AS 117,				
₹ che	eck here and complete lines 27 t	through 31. 🕨 💹				
5 27 Car	oital stock, trust principal, or current fu	inds				
28 Paid	f-in or capital surplus, or land, bldg , and eq	urpment fund				
28 Paid 29 Reta 30 Tot	ained earnings, accumulated income, endo	wment, or other funds				
30 Tot	al net assets or fund balances (see p	age 17 of the				
z inst	ructions)		271,532.	338,814.		
31 Tot	al liabilities and net assets/fund bala	nces (see page 17				
of t	he instructions)		845,552.	929,804.		
	Analysis of Changes in Net		Balances			
	t assets or fund balances at begin			agree with		
	ear figure reported on prior year's				271,53	
				1 _ 1	67,28	
	creases not included in line 2 (iter					
				·	338,81	
Dooroon	on not included in line ? (themisse)			· · · · · · · · · · · · · · · · ·		
Total ne	t assets or fund balances at end	of year (line 4 minus)	ing 5) - Part II column (h)	line 30 6	338,814	

(a) List and	and Losses for Tax on Inv d describe the kind(s) of property sold ( rick warehouse; or common stock, 200	e g , real estate,	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr )
la				<u> </u>	
<u>b</u>					
C					
<u>d</u>			<b></b>		
e	<del></del>			l	L
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (lo (e) plus (f) mini	
a b					
d			<del> </del>	<del></del>	<del></del>
		<del> </del>	<b></b>		<del></del>
	nowing dain in column (h) and ow	ned by the foundation on 12/31/69		O (O-1, (b) -	
(i) F M V as of 12/31/69	(j) Adjusted basis	(k) Excess of col (i)		Gains (Col (h) g (k), but not less	than -0-) <b>or</b>
(,, , , , , , , , , , , , , , , , , , ,	as of 12/31/69	over col (j), if any		Losses (from co	) (n))
		<u> </u>	<u> </u>		
b					
<u>c</u>		<del>                                     </del>	<u> </u>		<del> </del>
<u>d</u>			<b></b>	<del>,</del>	<del></del>
9	. 14	gain, also enter in Part I, line 7			
If gain, also enter in Part I,	or (loss) as defined in sections 12 line 8, column (c) (see pages 13	and 17 of the instructions)	3		
art V Qualification Un	der Section 4940(a) for Pod	uced Tax on Net Investment Inc	omo		
	the section 4942 tax on the distrit	outable amount of any year in the b	ase репо	d? [	Yes X N
		, see page 18 of the instructions be	efore mak	ing any entries	
(a)  Base period years  Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of nonchantable-use assets		(d) Distribution r (col (b) divided by	
2008	4,534,398.	353,694.	<del> </del>		2.820116
2007	3,978,391.	183,261.			1.708880
2006	3,845,775.	315,923.		1	2.173140
2005	3,180,660.	367,357.			8.658226
2004	2,761,422.	332,394.			8.307677
				_	0.307077
Total of line 1, column (d)					<del></del>
Average distribution ratio			2		<del></del>
	for the 5-year base period - divide	e the total on line 2 by 5, or by the	2		3.668039
number of years the found	for the 5-year base period - divide	e the total on line 2 by 5, or by the s than 5 years	3		3.668039
	for the 5-year base period - divide	e the total on line 2 by 5, or by the s than 5 years			2.733608
Enter the net value of non	for the 5-year base period - dividence of lessence of	e the total on line 2 by 5, or by the s than 5 years	3	1	3.668039 2.733608 307,958.
Enter the net value of non Multiply line 4 by line 3	for the 5-year base period - divided dation has been in existence if less acharitable-use assets for 2009 fro	e the total on line 2 by 5, or by the s than 5 years	3 4 5	1	3.668039 2.733608 307,958.
Enter the net value of non Multiply line 4 by line 3 Enter 1% of net investmen	for the 5-year base period - divided dation has been in existence if less acharitable-use assets for 2009 from the company of the company of the company of Part I, line 27b).	e the total on line 2 by 5, or by the s than 5 years	3 4 5	3,	3.668039 2.733608 307,958. 921,416.

Form	990-PF (2009) 68-0065687		Р	age 4
Par	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the	e ins	tructio	ons)
1a	Exempt operating foundations described in section 4940(d)(2), check here			
	Date of ruling or determination letter(attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check			0.
	here ▶ X 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			0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 4			0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			0.
6	Credits/Payments.			
а	2009 estimated tax payments and 2008 overpayment credited to 2009 6a			
b	Exempt foreign organizations-tax withheld at source			
C	Tax paid with application for extension of time to file (Form 8868) 6c 0.			
d	Backup withholding erroneously withheld			
7	Total credits and payments Add lines 6a through 6d			<u>0.</u>
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ▶ Refunded ▶ 11			
Par	t VII-A Statements Regarding Activities			<del>,</del>
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		Yes	No
	participate or intervene in any political campaign?	1 a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19			
	of the instructions for definition)?	1 b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials			1
	published or distributed by the foundation in connection with the activities			
C	Did the foundation file Form 1120-POL for this year?	1 c		X
d				
	(1) On the foundation ▶\$ (2) On foundation managers ▶\$ 0.			
0	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			1
	on foundation managers > \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		<u> </u>
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of			١
	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		<u> X</u>
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	48	X	ļ
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Х	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	- 5		X
	If "Yes," attach the statement required by General Instruction T.			
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		v	
	conflict with the state law remain in the governing instrument?	6	X	<u> </u>
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7		
8 a				
	instructions) ► ATTACHMENT_7			1
þ	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General		х	
_	(or designate) of each state as required by General Instruction G' If "No," attach explanation	8b_		-
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page	_	x	1
	27)? If "Yes," complete Part XIV	9	<u>^</u>	-
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their			x
	names and addresses	10	L	

orm 9	990-PF (200	9) • • 68-0065687			F	age <b>5</b>
Par	t VII-A	Statements Regarding Activities (continued)				
11		e during the year, did the foundation, directly or indirectly, own a controlled entity within the				
		of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		11		Х
12	_	undation acquire a direct or indirect interest in any applicable insurance contract before				
		7, 2008?		12		X
13		undation comply with the public inspection requirements for its annual returns and exemption application?		13	Х	
		ddress > WWW.EDUTOPIA.ORG		<b></b>		
14	The book	s are in care of BRIAN CHAN Telephone no	415-662	2-161	4	
	Located a	t ▶P.O. BOX 3494 SAN RAFAEL, CA ZIP+4	▶ 94912		<b></b>	
15		947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		• • •	▶	· []
Par	t VII-B	Statements Regarding Activities for Which Form 4720 May Be Required				
	File For	n 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During th	e year did the foundation (either directly or indirectly).	<del></del>	-		
	(1) Enga	ge in the sale or exchange, or leasing of property with a disqualified person?	X No	-	1 1	
	(2) Borro	w money from, lend money to, or otherwise extend credit to (or accept it from) a				
	disqu	alified person?	X No		1 1	٠.
	(3) Fum	sh goods, services, or facilities to (or accept them from) a disqualified person?	No			
	(4) Pay	ompensation to, or pay or reimburse the expenses of, a disqualified person? Yes	No		1.	
	(5) Tran:	fer any income or assets to a disqualified person (or make any of either available for	<del></del>		ľ	
	the b	enefit or use of a disqualified person)?	X No	į		
	(6) Agre	to pay money or property to a government official? ( Exception. Check "No" if				
	the fo	undation agreed to make a grant to or to employ the official for a period after	[7]			
	term	nation of government service, if terminating within 90 days ) Yes	X No		•	
b	If any ans	wer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations				١,,
		3.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	٠٠٠٠.	1b	<del> </del>	X
	-	ions relying on a current notice regarding disaster assistance check here		į		
C		undation engage in a prior year in any of the acts described in 1a, other than excepted acts, that		 		х
	_	corrected before the first day of the tax year beginning in 2009?		1c	<del> </del>	<u> </u>
2		failure to distribute income (section 4942) (does not apply for years the foundation was a private				
	-	foundation defined in section 4942(j)(3) or 4942(j)(5))		1	-	Ì
а		f of tax year 2009, did the foundation have any undistributed income (lines 6d and 'Illi) for tax year(s) beginning before 2009?	No			
		st the years $\blacktriangleright$				
h		any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)				
•		o incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)		1		
	-	's listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		1
С		risions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here				
	<b>&gt;</b>			1		1
3a	Did the fo	undation hold more than a 2% direct or indirect interest in any business		1	1	
	enterpris	e at any time during the year?	X No	1		]
b	If "Yes,"	did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or				
		d persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the				]
	Commiss	oner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse				
	of the 1	0-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the			1	
	foundatio	n had excess business holdings in 2009)		3b		<u> </u>
4a	Did the fo	undation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a_	<b></b> -	X
b		undation make any investment in a prior year (but after December 31, 1969) that could jeopardize its				İ .
	charitable	purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	<u> </u>	4b	1	X

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.	11,96				
	-							
	-							
~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	-							
2 Companyation of five highest paid ampleyees to	than than those inc	ludad on line 4	o nogo 32 of the inst	mustions)				

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	employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		691,762.	69,812.	(
Total number of other employees paid over \$50,000 .				▶ 19

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Part VIII Information About Officers, Directors, Truste and Contractors (continued)	es, Foundation Managers, Highly Paid Emp	oyees,
3 Five highest-paid independent contractors for professional s	ervices (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 serv	rices	▶ 3
Part IX-A Summary of Direct Charitable Activities  List the foundation's four largest direct charitable activities during the tax year Included.	le relevant statistical information such as the number	Exposes
of organizations and other beneficiaries served, conferences convened, research pa	pers produced, etc	Expenses
1 SEE ATTACHMENT		
		1,782,646
2		
		1,248,387
3		
4		2,153,260
Part IX-B Summary of Program-Related Investments (s	ee page 23 of the instructions)	_ <del></del>
Describe the two largest program-related investments made by the foundation during	g the tax year on lines 1 and 2	Amount
1 NONE		
2		
All other program-related investments See page 24 of the instructions		<del> </del>
3 NONE		

Pa	Minimum Investment Return (All domestic foundations must complete this part. Foresee page 24 of the instructions)	eign foundati	ons,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes.		
а	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)  Reduction claimed for blockage or other factors reported on lines 1a and	1d	312,648.
8	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)	_}	
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.
Pa	art XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) profoundations and certain foreign organizations check here ► X and do not complete this	vate operating	
1	Minimum investment return from Part X, line 6	. 1	
2 a	Tax on investment income for 2009 from Part VI, line 5		
b	Income tax for 2009 (This does not include the tax from Part VI)	리 ㅣ	
C	· · · · · · · · · · · · · · · · · · ·	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions		
5			0.
6	Add lines 3 and 4  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.
Pa	art XII Qualifying Distributions (see page 25 of the instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
а	== ( - · · · · · · · · · · · · · · · · · ·	1a	5,513,371.
b		1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	1 2	27,123.
3	Amounts set aside for specific charitable projects that satisfy the		
а	Suitability test (prior IRS approval required)	3a	0.
b		2.	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)	1 1	
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 f	
	qualifies for the section 4940(e) reduction of tax in those years		

Pa	rt XIII Undistributed Income (see page	26 of the instruction	1S)		
	Distributable amount for 2009 from Part XI,	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
•	· •	50,700			0.
	line 7		· · · · · · · · · · · · · · · ·		<del></del>
	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
3	Excess distributions carryover, if any, to 2009:				
	From 2004				
	From 2005				
	From 2006				
	From 2007				
	From 2008				
	Total of lines 3a through e	<del></del>			<del></del>
4	Qualifying distributions for 2009 from Part XII,				
	line 4. ▶ \$			0.	
а	Applied to 2008, but not more than line 2a	<del></del>		0.	<del></del>
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				
	Remaining amount distributed out of corpus	0.			
5	Excess distributions carryover applied to 2009				
	(If an amount appears in column (d), the same				
6	amount must be shown in column (a).) Enter the net total of each column as				
•	indicated below:				
а	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b	Pnor years' undistributed income Subtract				
	line 4b from line 2b				
С	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				<del></del>
d	Subtract line 6c from line 6b Taxable				
	amount - see page 27 of the instructions	<del> </del>	<del></del>		
в	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page				
	27 of the instructions		· · · · · · · · · · · · · · · · · · ·	0.	<del></del>
f	Undistributed income for 2009 Subtract lines				
	4d and 5 from line 1. This amount must be				^
_	distributed in 2010 Amounts treated as distributions out of corpus				0.
7	to satisfy requirements imposed by section				
	170(b)(1)(F) or 4942(g)(3) (see page 27 of the				
8	instructions)		<del> </del>		<del></del>
۰	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.	0.			
	Subtract lines 7 and 8 from line 6a	<u> </u>	<del> </del>	<del> </del>	<del></del>
	Analysis of line 9				
	Excess from 2005				
	Excess from 2006				
	Excess from 2007				
	Excess from 2008 Excess from 2009				
_ <u>e</u>	Excess from 2009 0 .		<u> </u>		

b a	foundation, and the ruling is				▶ 08/30/1993	
a	Check box to indicate wheth	ner the foundation is a pri			X 4942(J)(3	or 4942(j)(5
	Enter the lesser of the ad-	Tax year		Prior 3 years		(e) Total
	justed net income from Part	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) 10tai
	return from Part X for each					
	year listed	15,398.	17,685.	9,181.	2,166.	44,430
b	85% of line 2a	13,088.	15,032.	7,804.	1,841.	37,76
c	Qualifying distributions from Part			1		
	XII, line 4 for each year listed .	5,540,494.	4,543,398.	3,978,391.	3,845,775.	17,908,05
d	Amounts included in line 2c not					
	of exempt activities	217,135.	145,655.			362,79
е	Qualifying distributions made					
	directly for active conduct of exempt activities Subtract line		ļ	ļ		
	2d from line 2c	5,323,359.	4,397,743.	3,978,391.	3,845,775.	17,545,26
	Complete 3a, b, or c for the					
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 invest- ment return shown in Part X					
	line 6 for each year listed	10,265.	11,790.	6,121.	10,531.	38,70
:	"Support" elternative test - enter					
	(1) Total support other than					
	gross investment income (interest, dividends, rents,					
	payments on secunties					
	loans (section 512(a)(5)), or royalties)					
	(2) Support from general					<del></del>
	public and 5 or more exampt organizations as		İ			
	provided in section 4942					
	(j)(3)(B)(iii)	<del></del>				
	port from an exempt					
	organization			<del></del>	<del></del>	
2		y Information (Con	polete this part or	nly if the foundation	on had \$5,000 or	more in asse
		ring the year - see p				
	Information Deposition	Foundation Managers:		<del></del>	<del></del>	
	information Regarding				antchutana racewad	
		e foundation who have	e contributed more t	han 2% of the total c	onthoughts received	by the foundation
а	List any managers of the before the close of any ta	e foundation who hav ax year (but only if they	e contributed more to have contributed mo	han 2% of the total c re than \$5,000) (See	section 507(d)(2))	by the foundation
а	List any managers of the before the close of any to	ax year (but only if they	e contributed more to have contributed mo	han 2% of the total c re than \$5,000) (See	section 507(d)(2))	by the foundation
	List any managers of the before the close of any to GEORGE W. LU	ax year (but only if they JCAS, JR.	have contributed mo	re than \$5,000) (See	section 507(d)(2) )	
	List any managers of the before the close of any to GEORGE W. Lt. List any managers of the	ax year (but only if they JCAS, JR. le foundation who ow	n 10% or more of the	re than \$5,000) (See	section 507(d)(2) )  tion (or an equally la	
	List any managers of the before the close of any to GEORGE W. LU	ax year (but only if they JCAS, JR. le foundation who ow	n 10% or more of the	re than \$5,000) (See	section 507(d)(2) )  tion (or an equally la	
	List any managers of the before the close of any to GEORGE W. LU List any managers of the ownership of a partnersh	ax year (but only if they JCAS, JR. le foundation who ow	n 10% or more of the	re than \$5,000) (See	section 507(d)(2) )  tion (or an equally la	
b	List any managers of the before the close of any to GEORGE W. LU List any managers of the ownership of a partnership.	ax year (but only if they JCAS, JR.  le foundation who ow hip or other entity) of w	n 10% or more of the	ne stock of a corpora as a 10% or greater int	section 507(d)(2) )  tion (or an equally la	
b	List any managers of the before the close of any to GEORGE W. Lt. List any managers of the ownership of a partnership of a pa	ax year (but only if they JCAS, JR. le foundation who ow hip or other entity) of w Contribution, Grant, G	n 10% or more of the high the foundation had	ne stock of a corpora as a 10% or greater int , etc., Programs:	section 507(d)(2) ) tion (or an equally laterest	irge portion of th
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Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment								
Recipient	If recipient is an individual,	Equadation	1					
Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount				
a Paid during the year	or substantial contributor	recipient		<del></del>				
a 1 did daining the year								
ATTACHMENT 11		1						
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			ļ					
	į							
		<b>\</b>						
		†						
T-4-1		<u> </u>	<u> </u>	217,135.				
b Approved for future payment	· · · · · · · · · · · · · · · · · · ·	<del></del> .	▶ 3a	217,133.				
b Approved for future payment								
ATTACHMENT 12								
· · ·		İ						
		1						
		]						
		1						
			†					
	1	<u> </u>	<u> </u>	151 565				
Total	<del> </del>	<u></u>	<u>▶</u> 3b	151,525.				

	amounts unless otherwise indicated		ated business income	Excluded b	y section 512, 513, or 514	(e) Related or exempt
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
EDI	Service revenue			Exclusion code	Amount	
	JTOPIA MAGAZINE	511120	1,134,610.	ļ		1,032
ь				<del> </del>		
·		<u> </u>		<del> </del>		<del></del>
		ļ		<del> </del>		
e		}		-		
g Fees	s and contracts from government agencies					
_	rship dues and assessments					114,904
	on savings and temporary cash investments			<del>                                     </del>		
	ds and interest from securities					
	tal income or (loss) from real estate.					
	ot-financed property					
	debt-financed property					
	al income or (loss) from personal property					
7 Other in	vestment income					
	loss) from sales of assets other than inventory	1				
9 Net inco	ome or (loss) from special events					
O Gross p	profit or (loss) from sales of inventory				<u></u>	
	evenue. a					
b	ATTACHMENT 13				11,579.	14,573
c						
d				<u> </u>		
е						
2 Subtota	Add columns (b), (d), and (e)		1,134,610.	<u> </u>	11,579.	<del></del>
3 Total. A	dd line 12, columns (b), (d), and (e)				13	1,276,698
	heet in line 13 instructions on page 28					<del></del>
Part XVI	<del></del>		· ·	<u>`</u>		- Ab 4d
Line No.	Explain below how each active the accomplishment of the form					
•	page 29 of the instructions )	501100110110	oxompt porposes (e	thoi than	by providing famous for	(Cap., pa.,posso) (C
<del></del>	THE FOUNDATION BEGAN	ITS DUE	S PAYING MEMBER	SHIP PRO	OGRAM TO	<del></del>
<u> </u>	EXPAND EDUTOPIA OUTRE					
	CONTINUES TO OFFER ME	MBERS A	N OPPORTUNITY T	O SUPPO	RT GLEF	
	AND ITS MISSION.		<del></del>			
. 1	GLEF STAFF CONTRACTS	TO PRES	ENT AT CONFEREN	CES, WO	RKSHOPS	
	AND SEMINARS TO SPEAK	ABOUT	GLEF, ITS MISSI	ON AND	SCHOOL	
	CHANGE. (SEE ATTACHM	ENT 13)				
1	THE FOUNDATION LICENS	ED ITS	EDUCATIONAL VID	EO CLIP	S TO THE	
	ASIA SOCIETY. (SEE A	TTACHME	NT 13)			
11	REVENUE EARNED FROM R	EQUESTE	D REPRINTS OF P	AST ISS	UES OF	
	EDUTOPIA MAGAZINE. (	SEE ATT	ACHMENT 13)			
					~ <del></del>	
			<del>_</del> - <del>_</del> -			
	<del></del>					

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (seeing the content of the programation directly or indirectly engage in any of the following with eny other organization described in section 501(c) of the Code (other than section 501(c)) againstations of the propring foundation to a noncharitable exempt organization of (1) Cash (1) Other sessets (1) Seles of assets to a noncharitable exempt organization of (1) Cash (1) Seles of assets to a noncharitable exempt organization (1) Seles of assets to a noncharitable exempt organization (1) Seles of facilities, equipment, or other assets (1) Seles of facilities, equipment, or other assets (1) Cana for long-parameters (1) Cana for long-parameters (1) Seles of facilities, equipment, making sists, other assets, or part demotyces (1) Seles of facilities, equipment, making sists, other assets, or part demotyces (1) Interest (1) Cana for the goods, other assets, or services given by the reporting foundation (1) the foundation received less section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Description of resistanting amengaments (1) Interest (1) Cana for the goods, other assets, or services received (1) Line no (1) Amount microid (1) N/A (1) N/A (1) Cana for organization (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the code (1) Cana for the cod	Form	990-PF (	(2009)						68-0	06568	7			Pag	ge 13
in section 501(c) of the Code (other than section 501(c)30 organizations) or in section 527, relating to political a PREPAIRMOND throughout the reporting foundation to a noncharitable exempt organization of.  (1) Cash (1) Other assets (1) Sales of assets to a noncharitable exempt organization (1) Sales of assets to a noncharitable exempt organization (1) Sales of assets to a noncharitable exempt organization (1) Sales of assets to a noncharitable exempt organization (1) Sales of assets to a noncharitable exempt organization (1) Sales of assets to a noncharitable exempt organization (1) Sales of assets to a noncharitable exempt organization (1) Sales of assets to a noncharitable exempt organization (1) Sales of assets of the assets of the sales is "Yes" complete the following schedule (2) Purcharitance of services or rembership or fundrissing solicitations (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales of sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sales (1) Sal	Pa	rt XVII			<b>Fransfers</b>	To and T	ransa	ections	and	Relati	onships V	/ith N	onch	arit	able
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Firm's name (or yours if PRICEWATERHOUSECOOPERS LLP EIN 13-4008324	Ξ						Date		Ch	eck if	nu	mber (Se	e Signat	ure o	
Firm's name (or yours if self-employed), address, Self-employed), address, Self-employed).	Sign	aid Jarer's Only	Preparer's signature		she	CAA		60	010 se	f-employ	pag PO	9 30 of t	he instrui 191		
		Pret Use					RS LI	<u>.P</u>		<u>_</u>	EIN ▶ 13-	4008	324		

Phone no 415-498-5000

94111

and ZIP code

SAN FRANCISCO, CA

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

Department of the Treasury
Internal Revenue Service
Name of the organiz

## **Schedule of Contributors**

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

OMB No 1545-0047

Maine of the organization	DUCATIONAL FOUNDATION	Employer Identification number
THE GEORGE LUCAS E		68-0065687
Organization type (check or	ne)	
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	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a priv	rate foundation
	501(c)(3) taxable private foundation	
Instructions  General Rule	(7), (8), or (10) organization can check boxes for both the General F	tule and a Special Rule See
	on filing Form 990, 990-EZ, or 990-PF that received, during the year	ar, \$5,000 or more (in money or
Special Rules		
sections 509(a)(1)	(c)(3) organization filing Form 990 or 990-EZ that met the 331/3 %) and 170(b)(1)(A)(vi), and received from any one contributor, duri 2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form	ng the year, a contribution of the greater
the year, aggrega	(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that rece te contributions of more than \$1,000 for use exclusively for religiou ses, or the prevention of cruelty to children or animals Complete F	s, charitable, scientific, literary, or
the year, contribut aggregate to more year for an exclusi applies to this org	(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that receitions for use exclusively for religious, charitable, etc., purposes, but the thin \$1,000. If this box is checked, enter here the total contributively religious, charitable, etc., purpose. Do not complete any of the anization because it received nonexclusively religious, charitable, and the contribution of the second contribution.	t these contributions did not ions that were received during the parts unless the <b>General Rule</b> etc, contributions of \$5,000 or more
_	at is not covered by the General Rule and/or the Special Rules do	The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s
	ust answer "No" on Part IV, line 2 of its Form 990, or check the bi- PF, to certify that it does not meet the filing requirements of Sche	
	duction Act Notice, see the Instructions	Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

for Form 990, 990-EZ, or 990-PF.

Name of organization THE GEORGE LUCAS EDUCATIONAL FOUNDATION Page\_\_\_\_ of \_\_\_\_ of Part I
Employer identification number 68-0065687

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

## ATTACHMENT

## OTHER INCOME PART I FORM 990PF,

1

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

E-S				
REVENUE				
DESCRIPTION EDUTOPIA ADVERTISING REVENUE	MEMBERSHIP REVENUE HONORARIUM	LICENSING REVENUE REPRINT INCOME	ROYALTY INCOME OTHER INCOME	CIRCULATION INCOME

	XPENSE	B00	, 61	14,90	,27	,34	, 95	, 74	4,832.	, 03
REVENUE AND	XPENSE	ER BOO								

1,276,698.

1,276,698.

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68-0065687

## FORM 990PF, PART I - LEGAL FEES

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

## FORM 990PF, PART I - ACCOUNTING FEES

CHARITABLE PURPOSES	7,062. 1,163. 718.
ADJUSTED NET INCOME	3,277. 540. 333. 4,150.
NET INVESTMENT INCOME	0.
REVENUE AND EXPENSES PER BOOKS	49,153. 8,093. 5,000.
	ts Totals
DESCRIPTION	PRICEWATERHOUSECOOPERS BPA WORLDWIDE STARK SERVICES

## ATTACHMENT 4

68-0065687

FEES	
THER PROFESSIONAL	
- OTHER I	
H	
PART	
990PF, PA	
FORM	

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

REVENUE AND EXPENSES PER BOOK

ATTACHMENT

TAXES ı PART FORM 990PF, REVENUE AND

EXPENSES PER BOOKS

CHARITABLE PURPOSES

2003-07 CA SALES TAX AUDIT CA FRANCHISE TAX BOARD

DESCRIPTION

2,092. 10.

2,102.

TOTALS

10.

10.

8/4/2010 6521AR U473

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ATTACHMENT 5

PAGE 23

## 6:15:08 PM V 09-7.1

## ATTACHMENT 6

## OTHER EXPENSES ı PART I FORM 990PF,

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

•	CHARITARIE.	OSES	6,78	, 45	•0	0		0	, 44	4,63	, 91	, 52	8,45	•0	, 45	1,146.	,16	•0	3,43	27	1,17	•	0.	,36	, 42	,10	96'	,74	, 23	, 47	, 35	, 17	12,823.	8
7 K	ADJUSTED	INCOME		സ	.0	792.	107,166.	0	, 11	6,683.	3,20	, 18	7,12	09,	.0	35.	19,017.	.0	, 75	92	, 50	.0	.0	-1,563.	•0	•0	•0	0.	•	.0	0.	.0		2,734.
E 10 2	NE I TNVESTMENT	INCOME	0.	•0	•0	.0	.0	.0	.0	•0	.0	.0	.0	.0	•	•0	.0	.0	.0	.0	.0	.0	.0	.0	•0	.0	•0	.0	.0	.0	.0	.0	0.	.0
REVENUE	AND XPENSE	Š	5,36	0,7	01	50	96	2,17	52	2,15	10,11	7,70	5,57	,26	, 28	,48	8,23	2,28	, 43	25,32	6,85	, 54	, 23	, 93	2,42	59	7,96	74	23	47	1,35	3,17		4,91
		DESCRIPTION	ATE	FURNISHINGS & EQUIPMENT	SOFTWARE	ARTWORK	CONTRACTORS	EMPLOYEE RECRUITING	PUBLICITY	Ę	SHOMS	Н		NTA	R&M MACHINERY & EQUIP	TELEPHONE		ZR1	SUB	FREIGHT & DELIVERY	⋖:	AUTO OPERATING COSTS	OTHER FRINGE BENEFIT		N-TAPE STOC	SALARIES:	PROD-CREW SALARIES: SOUND	PROD-CAMERA PACKAGE	PROD-SOUND		NT (VOICE/NA	CREW SAL: VIDEO	1.	BANK CHARGES

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ATTACHMENT

## ATTACHMENT 6 (CONT'D)

68-0065687

## - OTHER EXPENSES FORM 990PF, PART I

CHARITABLE .	718.	1,567,290.
ADJUSTED NET	TNCOME 0.	560,270.
NET INVESTMENT		0
REVENUE AND EXPENSES PFR ROOKS	2,649. 9,719.	2,215,987.
		TOTALS
DESCRIPTION	REIMB. EXP-OTHER MISCELLANEOUS EXPENSES	

## ATTACHMENT 7

## 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,

ATTACHMENT 8

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GEORGE W LUCAS JR C/O LUCASFILM LTD PO BOX 2009 SAN RAFAEL, CA 94912	CHAIRMAN 1.00	.0	.0	. 0
STEPHEN D ARNOLD P.O. BOX 3494 SAN RAFAEL, CA 94912	VICE-CHAIR/CFO 1.00	.0	.0	.0
MILTON CHEN P.O. BOX 3494 SAN RAFAEL, CA 94912	EXECUTIVE DIRECTOR/SECRETARY 40.00	255,637.	17,020.	11,961.
MARSHALL TURNER P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	.0	.0	• 0
MICHELINE CHAU P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	.0	o	.0

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THE GEORGE LUCAS EDUCATIONAL FOUNDATION

ATTACHMENT 8 (CONT'D)

EXPENSE ACCT

CONTRIBUTIONS

ALLOWANCES AND OTHER

BENEFIT PLANS

COMPENSATION

TO EMPLOYEE

0

0

0

0

0

0

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25,672.

209,175.

42,692.

464,812.

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ATTACHMENT

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

	ACCT HER NCES,	···	.0	.0	. 0	.0	0
6 LNE	S EXPENSE ACCT AND OTHER						
ATTACHMENT	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	11,544.	15,196.	19,543.	17,126.	6,403.	69,812.
MPLOYEES	COMPENSATION	177,218.	146,797.	137,841.	126,989.	102,917.	691,762.
ALLON OF THE FIVE HIGHEST PAID EMPLOYEES	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	EDITORIAL DIRECTOR 40.00	SENIOR DIR/ AD SALES 40.00	CONTROLLER 40.00	EXEC PRODUCER VIDEO 40.00	IT/ WEB MANAGER 40.00	TOTAL COMPENSATION
SOURE, FARI VIII - COMPENSALION OF THE F	NAME AND ADDRESS	DAVID MARKUS P.O. BOX 3494 SAN RAFAEL, CA 94912	CHARLES FESKO P.O. BOX 3494 SAN RAFAEL, CA 94912	BRIAN CHAN P.O. BOX 3494 SAN RAFAEL, CA 94912	KENNETH ELLIS P.O. BOX 3494 SAN RAFAEL, CA 94912	CAROLYN JOY P.O. BOX 3494 SAN RAFAEL, CA 94912	

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

	ATTACHM	ENT 10
NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
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.
TOT	AL COMPENSATION	540,756.

FOUNDATION
EDUCATIONAL
LUCAS
GEORGE
THE

68-0065687

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

FOUNDATION STATUS OF RECIPIENT

PUBLIC CHARITY

BELLEVUE SCHOOLS FOUNDATION

BELLEVUE, WA 98015 PO BOX 40644

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

217,135

AMOUNT

ATTACHMENT 11

SUPPORT EDUCATIONAL PURPOSE AND RESEARCH

217,135.

TOTAL CONTRIBUTIONS PAID

ATTACHMENT 11

V 09-7.1

6521AR U473 8/4/2010

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ATTACHMENT 12

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

FOUNDATION STATUS OF RECIPIENT

PUBLIC CHARITY

BELLEVUE SCHOOLS FOUNDATION

BELLEVUE, WA 98015 PO BOX 40644

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

151,525

AMOUNT

SUPPORT EDUCATIONAL PURPOSE AND RESEARCH

151, 525.

TOTAL CONTRIBUTIONS APPROVED

PAGE 32 ATTACHMENT 12

V 09-7 1

6521AR U473 8/4/2010

# FORM 990-PE, PART XVI-A - ANALYSIS OF OTHER REVENUE

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

13	RELATED OR EXEMPT FUNCTION INCOME	9,275: 3,342.	1,956.	14,573.
ATTACHMENT 13	AMOUNT	6,747.	4,832.	11,579.
	EXCLUSION	15	01	
	AMOUNT			
	BUSINESS			
	DESCRIPTION	HONORARIUM REVENUE LICENSING REVENUE ROYALTY INCOME	OTHER INCOME REPRINT INCOME	TOTALS

## Form 8868

(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

(HTA)

## Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

OMB No. 1545-1709

<ul><li>If yo</li><li>If yo</li></ul>	ou are	filing for an Automatic 3-Mor	nth Extension, complete only Part I and check this b Automatic) 3-Month Extension, complete only Part	11 (on page 2 of	thic form)
Do not	t com	p <i>lete Part II unles</i> s you have	already been granted an automatic 3-month extension	n on a previously	y filed Form 8868.
Part			nsion of Time. Only submit original (no coples n	-	
A corporation	oration only .	n required to file Form 990-T a	and requesting an automatic 6-month extension—chec	ck this box and c	omplete ▶ [_]
		porations (including 1120-C file scome tax retums.	ers), partnerships, REMICs, and trusts must use Form	7004 to reques	t an extension of
Electro of the selectro returns	onic Freturns onically s, or a	Filing (e-file). Generally, you on some some some some some some some some	can electronically file Form 8868 if you want a 3-month corporation required to file Form 990-T). However, you (not automatic) 3-month extension or (2) you file Form 990-T. Instead, you must submit the fully complete onic filing of this form, visit www.irs.gov/efile and click	ou cannot file For ns 990-BL, 6069 ed and signed pa	m 8868 , or 8870, group age 2 (Part II) of
Type o	ार	Name of Exempt Organization		Employer id	lentification number
print		The George Lucas Education		68-0065687	
File by the	for	Number, street, and room or su P.O. Box 3494	ite no. If a P.O. box, see instructions.		
filing your return Se	99	City, town or post office, state,	and ZIP code. For a foreign address, see instructions.		
instruction		San Rafael		CA	94912
Check	k type	of return to be filed (file a se	parate application for each return):		
F:	orm 99	90	Form 990-T (corporation)		Form 4720
F	orm 99	90-BL	Form 990-T (sec. 401(a) or 408(a) trust)		Form 5227
Π F	orm 99	90-EZ	Form 990-T (trust other than above)		Form 6069
=		90-PF	The state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the state of the s		
	onn 9:	90-PF	Form 1041-A		Form 8870
Te If t If t is for:	lephor he org his is the wh	for a Group Return, enter the	FAX No. ► (415) 662-1619  fice or place of business in the United States, check the programization's four digit Group Exemption Number (GE	9 his box EN)	
1	l requ until	uest an automatic 3-month (6 r 8/16/2010 the organization's return for:	nonths for a corporation required to file Form 990-T) e_, to file the exempt organization return for the organi		
2	If this	s tax year is for less than 12 m	()	turn Chan	age in accounting period
3 a	If this	application is for Form 990-B	L, 990-PF, 990-T, 4720, or 6069, enter the tentative to	ax,	
		any nonrefundable credits. Se			3a \$
b			F or 990-T, enter any refundable credits and estimate	d tax	
			year overpayment allowed as a credit.		3b \$
c	Bala	nce Due. Subtract line 3b from	n line 3a. Include your payment with this form, or, if re		
	depo	sit with FTD coupon or, if requ	ired, by using EFTPS (Electronic Federal Tax Payme	nt	
	Syste	em). See instructions.			3c   \$ 0
		you are going to make an ele- it instructions.	ctronic fund withdrawal with this Form 8868, see Form	1 8453-EO and F	orm 8879-EO
		Act and Panerwork Reduction	Act Notice see Instructions		Form 8868 (Rev. 4-2009)