

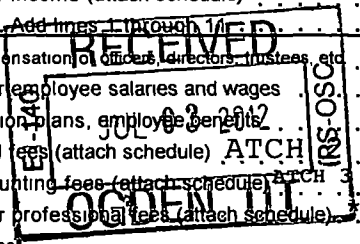
Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

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

For calendar year **2011** or tax year beginning **2011**, and ending **20**

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) P.O. BOX 3494	Room/suite	B Telephone number (see instructions) (415) 662-1800
City or town, state, and ZIP code SAN RAFAEL, CA 94912		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization		D 1. Foreign organizations, check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,663,614.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
		(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 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	4,449,687.			
	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				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	793,813.				
12 Total. Add lines 1 through 11	5,243,500.	0	793,813.	ATCH 1	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	233,317.		33,563.	199,754.
	14 Other employee salaries and wages	1,750,758.		240,995.	1,509,763.
	15 Pension plans, employee benefits	449,688.		64,449.	385,239.
	16a Legal fees (attach schedule) ATCH 5	46,355.		29,077.	7,624.
	b Accounting fees (attach schedule) ATCH 3	70,864.		11,421.	
	c Other professional fees (attach schedule)	557,051.		16,348.	463,487.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) *	115,806.		114,916.	
	19 Depreciation (attach schedule) and depletion	32,720.			
	20 Occupancy				
	21 Travel, conferences, and meetings	86,370.		7,843.	67,057.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	595,770.		23,290.	494,534.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,938,699.		541,902.	3,127,458.
	25 Contributions, gifts, grants paid	1,154,572.			722,930.
26 Total expenses and disbursements. Add lines 24 and 25	5,093,271.	0	541,902.	3,850,388.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	150,229.				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			251,911.		



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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	793,800.	842,713.	842,713.
	2 Savings and temporary cash investments			
	3 Accounts receivable	222,522.		
	Less allowance for doubtful accounts	192,828.	222,522.	222,522.
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable	24,480.	500,000.	500,000.
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	33,284.	9,383.	9,383.
	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	509,150.			
Less accumulated depreciation (attach schedule)	420,802.	59,005.	88,348.	
15 Other assets (describe)	ATCH 7	32,342.	648.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,135,739.	1,663,614.	
Liabilities	17 Accounts payable and accrued expenses	231,026.	179,898.	
	18 Grants payable	68,750.	500,000.	
	19 Deferred revenue	15,348.	12,872.	
	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)		315,124.	692,770.
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	820,615.	470,844.	
	25 Temporarily restricted		500,000.	
	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 instructions)		820,615.	970,844.	
31 Total liabilities and net assets/fund balances (see instructions)		1,135,739.	1,663,614.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	820,615.
2 Enter amount from Part I, line 27a	2	150,229.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	970,844.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	970,844.

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))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
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 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 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))
2010	3,873,065.	458,306.	8.450828
2009	5,540,494.	307,958.	17.991070
2008	4,534,398.	353,694.	12.820116
2007	3,978,391.	183,261.	21.708880
2006	3,845,775.	315,923.	12.173140
2 Total of line 1, column (d)			73.144034
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			14.628807
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			406,300.
5 Multiply line 4 by line 3			5,943,684.
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			5,943,684.
8 Enter qualifying distributions from Part XII, line 4			3,912,451.

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

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, and credits/payments. Total tax due is 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and reporting. Includes 'ATTACHMENT 8' reference. Total 'Yes' responses are marked with 'X'.

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 instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW. EDUTOPIA.ORG
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 and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here
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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years
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 instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 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 2011)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see 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 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 9		218,317.	35,479.	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 10		683,526.	103,622.	0

Total number of other employees paid over \$50,000 9

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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 11		164,795.
Total number of others receiving over \$50,000 for professional services		0

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 EDUTOPIA.ORG, EDUTOPIA CONTENT, AND EDUTOPIA COMMUNITY (SEE ATTACHMENT)	3,127,458.
2	
3	
4	

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	412,487.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	412,487.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	412,487.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,187.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	406,300.
6	Minimum investment return. Enter 5% of line 5	6	20,315.

Part XI Distributable Amount (see 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 2011 from Part VI, line 5	2a	
2b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,850,388.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	62,063.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,912,451.
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 instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,912,451.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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 2011, 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 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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	20,315.	22,915.	15,398.	17,685.	76,313.
b 85% of line 2a	17,268.	19,478.	13,088.	15,032.	64,866.
c Qualifying distributions from Part XII, line 4 for each year listed	3,912,451.	3,873,065.	5,540,494.	4,543,398.	17,869,408.
d Amounts included in line 2c not used directly for active conduct of exempt activities	722,930.	284,969.	217,135.	145,655.	1,370,689.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	3,189,521.	3,588,096.	5,323,359.	4,397,743.	16,498,719.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	13,543.	15,277.	10,265.	11,790.	50,875.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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 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.

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year</p> <p>ATTACHMENT 12</p>				
Total				722,930.
<p>b Approved for future payment</p> <p>ATTACHMENT 13</p>				
Total				500,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include Program service revenue (EDUTOPIA WEBSITE), membership dues, interest, dividends, rental income, and other revenue (HONORARIUM REVENUE, ROYALTY & OTHER, OTHER INCOME). Totals are 782,776 and 10,037.

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes. Includes entries 11B and 11C.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 2 columns: Yes, No. Rows for 1a(1), 1a(2), 1b(1) through 1b(6), and 1c. All 'No' boxes are checked (X).

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are empty.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 6/10/12 Title: EXEC DIR/SECRETARY

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only section containing: Print/Type preparer's name (PAUL A. RESHKE), Preparer's signature (Paul A. Reshke CPA), Date (JUN 11 2012), Firm's name (PRICEWATERHOUSECOOPERS LLP), Firm's address (3 EMBARCADERO CENTER SAN FRANCISCO, CA 94111), Firm's EIN (13-4008324), and Phone no. (415-498-5000).

Schedule of Contributors

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

2011

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, total 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 total 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 Part I, 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) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LUCASFILM FOUNDATION P.O. BOX 29901 SAN FRANCISCO, CA 94129	\$ 4,441,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	OTHER PUBLIC CONTRIBUTIONS < \$5,000 P.O. BOX 3494 SAN RAFAEL, CA 94912	\$ 8,687.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE GEORGE LUCAS EDUCATIONAL FOUNDATION

Employer identification number
68-0065687

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization THE GEORGE LUCAS EDUCATIONAL FOUNDATION

Employer identification number
68-0065687

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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 \$352,428. 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	198,524	(140,380)	SL	5 YR	14,012
EDP EQUIP.	VARIOUS	299,084	(268,880)	SL	5 YR	18,708
SOFTWARE	VARIOUS	11,542	(11,542)	SL	5 YR	0
TOTAL		<u>509,150</u>	<u>(420,802)</u>			<u>32,720</u>

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ORGANIZATION MISSION AND OTHER DISCLOSURE

DESCRIPTION OF ORGANIZATION MISSION: TO IMPROVE THE K-12 LEARNING PROCESS BY USING DIGITAL MEDIA TO DOCUMENT, DISSEMINATE, AND ADVOCATE FOR INNOVATIVE, REAL-WORLD STRATEGIES THAT PREPARE STUDENTS TO THRIVE IN THEIR FUTURE EDUCATION, CAREERS, AND ADULT LIVES.

GLEF'S INTENTION IS TO SHARE A LARGER VISION OF THE TYPE OF SCHOOLS NEEDED IN THE 21ST CENTURY, TO STIMULATE THE UNDERSTANDING AND INVOLVEMENT OF STAKEHOLDERS AND TO GUIDE THEIR CHOICES IN REDESIGNING SCHOOLS AND SCHOOL SYSTEMS. EDUTOPIA'S ONLINE CONTENT AND COMMUNITY ACTIVITIES ARE ORGANIZED AROUND ITS CORE STRATEGIES FOR BETTER SCHOOLS: COMPREHENSIVE ASSESSMENT, INTEGRATED STUDIES, PROJECT-BASED LEARNING, SOCIAL AND EMOTIONAL LEARNING, TEACHER LEADERS, AND TECHNOLOGY INTEGRATION. EDUTOPIA'S AUDIENCE INCLUDES DIVERSE STAKEHOLDERS INVOLVED IN SCHOOL REFORM, INCLUDING K-12 EDUCATORS (TEACHERS AND ADMINISTRATORS), SCHOOL BOARD MEMBERS, COLLEGE FACULTY, RESEARCHERS, ACTIVE PARENTS, AND LEADERS IN BUSINESS, GOVERNMENT, AND NONPROFIT ORGANIZATIONS.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART IX-A: SUMMARY OF DIRECT CHARITABLE ACTIVITIES

GLEF CONTINUES TO GROW ITS POSITION AS ONE OF THE WORLD'S LEADING SOURCES FOR INSPIRATION AND INFORMATION ABOUT INNOVATIVE, REPLICABLE, EVIDENCE-BASED STRATEGIES IN K-12 EDUCATION. GLEF'S EDUTOPIA.ORG OFFERS A RICH MULTIMEDIA EXPERIENCE THAT FEATURES A WIDE VARIETY OF CONTENT FOCUSED ON WHAT WORKS IN EDUCATION.

IN 2011, EDUTOPIA.ORG GREW BY 20% OVERALL VISITS RESULTING IN MORE THAN 5.4 MILLION VISITS AND 12.5 MILLION PAGE VIEWS. EDUTOPIA INCREASED ITS AWARENESS AND ENGAGEMENT THROUGH THE PUBLICATION OF FIFTY-TWO ISSUES OF ITS WEEKLY E-NEWSLETTER TO A LIST SIZE OF 100,000 AND PUBLISHED CONTENT ON POPULAR SOCIAL NETWORKING SERVICES SUCH AS FACEBOOK, TWITTER AND YOUTUBE. 92% OF EDUTOPIA'S USERS HAVE IMPLEMENTED EDUTOPIA TIPS AND STRATEGIES AND 84% SAY THAT EDUTOPIA HAS INCREASED THEIR KNOWLEDGE OF EFFECTIVE MODELS IN EDUCATION.

EDUTOPIA'S INTERNET ARCHIVE CONTINUES TO GROW ANNUALLY AROUND ITS FRANCHISE DIGITAL MEDIA SERIES CALLED "SCHOOLS THAT WORK". NEW "SCHOOLS THAT WORK" VIDEO-BASED CASE STUDIES INCLUDED "COMPREHENSIVE ASSESSMENT: A NEW YORK CITY SUCCESS STORY"; "REPLICATING SUCCESS: PROJECT-BASED LEARNING" IN WHITFIELD, GA; "INTEGRATING ART AND POLITICS" IN YORK, PA; "CRITICAL THINKING: A PATH TO COLLEGE AND CAREER" IN SAN LORENZO, CA; "DIFFERENTIATED INSTRUCTION: FAST TRACK TO THE TOP" IN TUCSON, AZ; AND "LESSONS FROM A PUBLIC SCHOOL TURNAROUND" IN CHARLOTTE, NC. IN ADDITION, THE GLEF TEAM CREATED AND LAUNCHED A RICH, SEARCHABLE ARCHIVE OF MORE THAN 100 "SCHOOLS THAT WORK" STORIES THAT HAVE BEEN CREATED OVER THE PAST DECADE. THE ARCHIVE CAN BE SEARCHED BY GRADE-LEVEL, STRATEGY, POPULARITY, AND STATE OF ORIGIN.

EDUTOPIA'S BLOGGER CORPS OF EDUCATION LEADERS CREATED AND SHARED CONTENT STRATEGIES AND RESOURCE LINKS IN 400 BLOGS ON A RANGE OF TOPICS SUCH AS STUDENT ENGAGEMENT, LEADERSHIP, AND TECHNOLOGY. IN 2011, POPULAR BLOGS INCLUDED "20 TIDBITS FOR NEW TEACHERS"; "WHY FORMATIVE ASSESSMENTS MATTER"; "AN OPEN LETTER TO PRINCIPALS: FIVE LEADERSHIP STRATEGIES FOR THE NEW YEAR"; "NEW GUIDE OFFERS ASSESSMENT TIPS FOR THE CLASSROOM"; "WHAT'S THE SECRET TO EFFECTIVE CLASSROOM MANAGEMENT"; "DOING IT DIFFERENTLY: TIPS FOR TEACHING VOCABULARY"; "TEN SIMPLE STRATEGIES FOR RE-ENGAGING STUDENTS"; "STUDENT-CENTERED LEARNING STRATEGIES FOR MATH AND OTHER SUBJECTS"; "SEVEN TECHNOLOGY TIPS FOR YOUNGER ELEMENTARY" AND "CLASSROOM MANAGEMENT STRATEGIES FOR ELEMENTARY TEACHERS". IN ADDITION, EDUTOPIA PUBLISHED FOUR DOWNLOADABLE PDF CLASSROOM GUIDES: "TEN TIPS FOR CLASSROOM MANAGEMENT", "SIX TIPS FOR BRAIN-BASED LEARNING", "TEN TIPS FOR TEACHING WITH NEW MEDIA" AND "SUMMER REJUVENATION GUIDE FOR EDUCATORS".

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ALL OF EDUTOPIA'S FEATURES WERE PART OF A FIFTY-TWO-WEEK SCHEDULE RELEASED AND PROMOTED ON ITS WEB SITE AND ACROSS SOCIAL MEDIA.

A KEY ROLE OF GLEF IS TO INTERPRET DATA, ILLUSTRATE TRENDS AND CONDUCT RESEARCH TO IMPROVE THE EFFECTIVENESS OF EDUCATION AND TO HIGHLIGHT INNOVATIVE EDUCATIONAL APPROACHES. IN 2011, GLEF HIRED A FULL-TIME RESEARCH ANALYST TO BOTH CONDUCT RESEARCH INDEPENDENTLY AND COLLABORATE WITH RESEARCHERS IN THE FIELD OF TEACHING AND LEARNING. GLEF INFUSES ITS RESEARCH FINDINGS INTO ITS SELECTION PROCESS FOR INNOVATIVE SCHOOL MODELS AND ITS STORIES. GLEF CONTINUED ITS COLLABORATION WITH RESEARCHERS AT THE UNIVERSITY OF WASHINGTON AND EXPANDED ITS KNOWLEDGE IN ACTION RESEARCH TO A DIVERSE CROSS-SECTION OF HIGH SCHOOLS IN WASHINGTON, SAN FRANCISCO AND IOWA.

GLEF STARTED A LONG-TERM EFFORT TO COMPILE A RIGOROUS, PEER-REVIEWED REPORT OF SUCCESSFUL STRATEGIES DEPLOYED AT SCHOOLS COVERED BY EDUTOPIA. GLEF STAFF ARE GATHERING QUALITATIVE AND QUANTITATIVE EVIDENCE FROM SCHOOLS THAT IT HAS PROFILED. THE PLAN IS TO TEST THE VALIDITY OF EDUTOPIA'S WORKING THEORY THAT BY PRACTICING ONE OR MORE OF ITS CORE STRATEGIES, K-12 SCHOOLS CAN MEASURABLY IMPROVE LEARNING AND TO IDENTIFY OTHER STRATEGIES OR PRACTICES THAT ARE DRIVING SUCCESS IN EDUTOPIA-COVERED SCHOOLS.

ARISING OUT OF ITS GOALS TO CONNECT RESEARCH WITH PRACTICE, GLEF PRODUCED THREE 2011 VIDEO PROFILES FOR ITS "BIG THINKER" SERIES FEATURING SALMAN KHAN, BARNETT BERRY, AND JUDY WILLIS. IN ADDITION, GLEF PRODUCED A PILOT FOR A NEW SERIES CALLED "RESEARCH MADE RELEVANT" FEATURING BERKELEY PROFESSOR DOR ABRAHAMSON'S COGNITIVE DEVELOPMENT RESEARCH AND HOW IT IS APPLIED IN CLASSROOMS.

IN 2011, GLEF STAFF ATTENDED AND PRESENTED AT A WIDE SPECTRUM OF EDUCATION AND TECHNOLOGY CONFERENCES WHICH PROVIDED OPPORTUNITIES FOR EDUTOPIA AUDIENCE MEMBERS TO CONNECT WITH ONE ANOTHER THROUGH MEET-UPS AND PROMOTION OF EDCAMPS. \$3,127,458.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
EDUTOPIA ADVERTISING REVENUE	782,776.		782,776.
HONORARIUM	1,000.		1,000.
ROYALTY & OTHER	9,405.		9,405.
OTHER INCOME	632.		632.
TOTALS	<u>793,813.</u>		<u>793,813.</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>
ADLER & COLVIN	33,071.		20,744.	5,439.
COBALT LLP	283.		178.	47.
COPILEVITZ & CANTER LLP	7,692.		4,825.	1,265.
LALL & SETHI	1,309.		821.	215.
MORRISON AND FOERESTER LLP	4,000.		2,509.	658.
TOTALS	<u>46,355.</u>		<u>29,077.</u>	<u>7,624.</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 LLP	70,864.		11,421.	
TOTALS	<u>70,864.</u>		<u>11,421.</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>
FUNNY MONKEY LLC	93,931.	2,757.	78,154.
GRAVITEK LABS	48,308.	1,418.	40,194.
JACKSON RIVER LLC	45,019.	1,321.	37,457.
DIGITAL LEARNING GROUP INC	38,530.	1,131.	32,058.
MOBILE DIGITAL ARTS	28,450.	835.	23,672.
MARIGOLD WEB LLC	24,408.	716.	20,308.
KINDRED MEDIA	23,450.	688.	19,511.
ALBER, REBECCA	21,975.	645.	18,284.
ENTERTAINMENT PARTNERS	17,543.	515.	14,596.
ELLIS, KEN	16,150.	474.	13,437.
PRODUCTION TRANSCRIPTS INC	15,806.	464.	13,151.
HARVEY RESEARCH INC	15,000.	440.	12,481.
C BLOHM & ASSOCIATES INC	14,052.	412.	11,691.
FIXPERT DESIGN INC	13,530.	397.	11,257.
ELKHORN CONSULTING PARTNERS LL	13,000.	382.	10,817.
CORSON, LISA	10,075.	296.	8,383.
TOTAL OF PROF'L SVCS < \$10,000	117,824.	3,457.	98,036.
TOTALS	<u>557,051.</u>	<u>16,348.</u>	<u>463,487.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROPERTY TAXES	992.		102.	
FEDERAL INCOME TAX	79,861.		79,861.	
CALIFORNIA INCOME TAX	3,259.		3,259.	
DEFERRED INCOME TAX EXPENSE	31,694.		31,694.	
TOTALS	<u>115,806.</u>		<u>114,916.</u>	

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	27,686.		1,291.	15,537.
FURNISHINGS AND EQUIPMENT	4,957.		42.	4,549.
REFERENCE MATERIAL	107.			107.
SOFTWARE	5,730.		668.	3,109.
EMPLOYEE RECRUITING	975.		159.	740.
PUBLICITY	295,874.			295,874.
PROMOTION/ADVERTISING	10,805.		30.	10,517.
TRADE SHOWS	1,784.			1,784.
R&M MACHINERY AND EQUIPMENT	750.		56.	207.
TELEPHONE	305.		9.	251.
PROPERTY INSURANCE	27,949.		2,874.	
DUES AND SUBSCRIPTIONS	23,157.		13,030.	8,250.
FREIGHT AND DELIVERY	3,437.		183.	2,280.
OTHER FRINGE BENEFITS	1,067.		109.	
BANK CHARGES	9,450.		972.	
REIMB-EXP-OTHER	19,881.		1,900.	1,401.
R&M MAINTENANCE AGREEMENT	822.		85.	
DUES AND SUBSCRIPTIONS	9,455.		561.	4,000.
INTERNET SERVICES	125,467.		1,321.	119,816.
ARTWORK	1,055.			1,055.
ONLINE PRODUCTION	24,500.			24,500.
ADVERTISING MATERIAL	557.			557.
TOTALS	595,770.		23,290.	494,534.

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEFERRED TAX ASSET	648.	648.
TOTALS	<u>648.</u>	<u>648.</u>

ATTACHMENT 8

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 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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 3.00	0	0	0
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	0	0
KIM MEREDITH P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0	0	0

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

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

ATTACHMENT 9 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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	SECRETARY 55.00	218,317.	35,479.	0
<u>GRAND TOTALS</u>		<u>218,317.</u>	<u>35,479.</u>	<u>0</u>

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

ATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT TO EMPLOYEE AND OTHER ALLOWANCES</u>
DAVID MARKUS P.O. BOX 3494 SAN RAFAEL, CA 94912	EDITORIAL DIRECTOR 50.00	188,160.	20,138.	0
CHARLES FESKO P.O. BOX 3494 SAN RAFAEL, CA 94912	SENIOR DIR/AD SALES 50.00	140,019.	18,163.	0
GEOFF BUTTERFIELD P.O. BOX 3494 SAN RAFAEL, CA 94912	SR TECH WEB PRODUCER 50.00	106,706.	23,431.	0
BRIAN CHAN P.O. BOX 3494 SAN RAFAEL, CA 94912	CONTROLLER 50.00	133,612.	25,352.	0
CAROLYN JOY P.O. BOX 3494 SAN RAFAEL, CA 94912	IT/WEB GENERAL MGR 50.00	115,029.	16,538.	0
<u>TOTAL COMPENSATION</u>		<u>683,526.</u>	<u>103,622.</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FUNNYMONKEY P.O. BOX 13614 PORTLAND, OR 97213	WEBSITE DEVELOPMENT	93,931.
PRICewaterhouseCOOPERS LLP 3 EMBARCADERO CENTER SAN FRANCISCO, CA 94111	AUDIT/TAX SERVICES	70,864.
	TOTAL COMPENSATION	<u>164,795.</u>

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

ATTACHMENT 12

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BELLEVUE SCHOOLS FOUNDATION PO BOX 40644 BELLEVUE, WA 98015	PUBLIC CHARITY	SUPPORT EDUCATIONAL PURPOSE AND RESEARCH	76,930.
UNIVERSITY OF WASHINGTON P. O. BOX 257920 SEATTLE, WA 98195	GOVERNMENTAL AGENCY	PROJECT BASED LEARNING RESEARCH & DEVELOPMENT	541,000.
ENVISION SCHOOLS 436 14TH STREET OAKLAND, CA 94612	PUBLIC CHARITY	ADVANCED PLACEMENT TEST FEES	30,000.
DES MOINES PUBLIC SCHOOLS 1801 16TH STREET DES MOINES, IA 90314	GOVERNMENTAL AGENCY	PROJECT BASED LEARNING, TRAINING, AND IMPLEMENTATION	75,000.
<u>TOTAL CONTRIBUTIONS PAID</u>			<u>722,930.</u>

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

ATTACHMENT 13

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNIVERSITY OF WASHINGTON P. O. BOX 257920 SEATTLE, WA 98195	AND <u>FOUNDATION STATUS OF RECIPIENT</u> GOVERNMENTAL AGENCY	PROJECT BASED LEARNING RESEARCH & DEVELOPMENT	500,000.

TOTAL CONTRIBUTIONS APPROVED 500,000.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box.
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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.

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions	
	The George Lucas Educational Foundation	<input checked="" type="checkbox"/>	Employer identification number (EIN) or 68-0065687
	Number, street, and room or suite no. If a P.O. box, see instructions	<input type="checkbox"/>	Social security number (SSN)
	P.O. Box 3494		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	San Rafael	CA	94912

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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 is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 2011 or

▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, 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

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