

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

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning **2012**, and ending **20**

Name of foundation  
**THE GEORGE LUCAS EDUCATIONAL FOUNDATION**

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

Room/suite

City or town, state, and ZIP code  
**SAN RAFAEL, CA 94912**

**A Employer identification number**  
68-0065687

**B Telephone number (see instructions)**  
(415) 662-1800

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

**H** Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 1,778,694.**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (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)
1 Contributions, gifts, grants, etc., received (attach schedule)		3,947,284.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1		1,015,214.		1,015,214.	
12 Total. Add lines 1 through 11		4,962,498.		1,015,214.	
13 Compensation of officers, directors, trustees, etc.		221,043.		32,277.	188,766.
14 Other employee salaries and wages		1,925,253.		306,691.	1,618,562.
15 Pension plans, employee benefits		436,245.		71,474.	364,771.
16a Legal fees (attach schedule) ATCH. 2		17,373.		1,542.	
b Accounting fees (attach schedule) ATCH. 3		72,991.		9,670.	5,314.
c Other professional fees (attach schedule) *		625,147.		30,162.	576,722.
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH. 5		172,362.		171,024.	
19 Depreciation (attach schedule) and depletion		35,745.			
20 Occupancy					
21 Travel, conferences, and meetings		138,618.		14,132.	88,377.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH. 6		594,732.		14,330.	499,327.
24 Total operating and administrative expenses. Add lines 13 through 23		4,239,509.		651,302.	3,341,839.
25 Contributions, gifts, grants paid		722,350.			683,398.
26 Total expenses and disbursements. Add lines 24 and 25		4,961,859.	0	651,302.	4,025,237.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		639.			
b Net investment income (if negative, enter -0-)			0		
c Adjusted net income (if negative, enter -0-)				363,912.	

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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	842,713.	898,257.	898,257.
	2	Savings and temporary cash investments			
	3	Accounts receivable <span style="float:right">253,200.</span>			
		Less allowance for doubtful accounts	222,522.	253,200.	253,200.
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable	500,000.	545,192.	545,192.
	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	9,383.	8,821.	8,821.
	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 <span style="float:right">216,263.</span>				
	Less accumulated depreciation (attach schedule)	88,348.	72,576.	72,576.	
15	Other assets (describe <span style="float:right">ATCH 7</span> )	648.	648.	648.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	1,663,614.	1,778,694.	1,778,694.	
Liabilities	17	Accounts payable and accrued expenses	179,898.	229,509.	
	18	Grants payable	500,000.	538,952.	
	19	Deferred revenue	12,872.	38,750.	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	<b>Total liabilities</b> (add lines 17 through 22)	692,770.	807,211.		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted	470,844.	432,531.	
	25	Temporarily restricted	500,000.	538,952.	
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/></b>				
	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	<b>Total net assets or fund balances</b> (see instructions)	970,844.	971,483.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,663,614.	1,778,694.		

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)	1 970,844.
2	Enter amount from Part I, line 27a	2 639.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 971,483.
5	Decreases not included in line 2 (itemize)	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6 971,483.

**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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
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	{ 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))
2011	3,912,451.	406,300.	9.629463
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
2 Total of line 1, column (d)			70.600357
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			14.120071
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			489,918.
5 Multiply line 4 by line 3			6,917,677.
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			6,917,677.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			4,045,210.

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 items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty for underpayment of estimated tax', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2013 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation...', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures', 'Enter the reimbursement paid by the foundation', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS, in its governing instrument...', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied either...?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General...', 'Is the foundation claiming status as a private operating foundation...', 'Did any persons become substantial contributors during the tax year?'.

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) . . . . . 11 X
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) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
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 . . . . . 15
16 At any time during calendar year 2012, 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? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-221 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? . . . . . Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
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 2012? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes No
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) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2012 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 2012) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

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

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

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

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

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

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

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

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

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

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

**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
ATCH 9		241,043.	35,720.	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
ATCH 10		713,801.	103,805.	0

**Total number of other employees paid over \$50,000**  14

**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
ATCH 11		222,666.
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ▶		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.

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)	3,341,839.
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

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	
<b>Total. Add lines 1 through 3</b> . . . . . ▶	

**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	497,379.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	497,379.
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	497,379.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,461.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	489,918.
6	Minimum investment return. Enter 5% of line 5	6	24,496.

**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 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (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	4,025,237.
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	19,973.
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	4,045,210.
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	4,045,210.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____				
a Applied to 2011, 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 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**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 2012, 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	24,496.	20,315.	22,915.	15,398.	83,124.
<b>b</b> 85% of line 2a	20,822.	17,268.	19,478.	13,088.	70,656.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	4,045,210.	3,912,451.	3,873,065.	5,540,494.	17,371,220.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities	683,398.	722,930.	284,969.	217,135.	1,908,432.
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	3,361,812.	3,189,521.	3,588,096.	5,323,359.	15,462,788.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	16,331.	13,543.	15,277.	10,265.	55,416.
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b></p> <p>ATCH 12</p>				
<b>Total</b> .....				<b>3a</b> 683,398.
<p><b>b Approved for future payment</b></p> <p>ATCH 13</p>				
<b>Total</b> .....				<b>3b</b> 538,952.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include items like EDUTOPIA WEBSITE, ROYALTY, and OTHER INCOME.

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

Table with 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.

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 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 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 (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

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

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: 6/7/13 Title: EXEC DIR/SECRETARY

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

Paid Preparer Use Only Print/Type preparer's name: PAUL A. RESHKE Preparer's signature: Paul A. Reshke CPA Date: 6-7-13 Check self-employed if PTIN: P00369191 Firm's name: PRICEWATERHOUSECOOPERS, LLP Firm's EIN: 13-4008324 Firm's address: 3 EMBARCADERO CENTER SAN FRANCISCO, CA 94111 Phone no: 415-498-5000

# Schedule of Contributors

**2012**

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

<b>Name of the organization</b> THE GEORGE LUCAS EDUCATIONAL FOUNDATION	<b>Employer identification number</b> 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	\$ 3,938,952.	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	\$ 8,332.	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 )

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
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ -----	-----
(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
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
<b>(e) Transfer of gift</b>			
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 \$235,191. 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	COST	ACCUMULATED	METHOD	LIFE	CURRENT YEAR
	ACQUIRED		DEPRECIATION			DEPRECIATION
MACHINERY & EQUIPMENT	VARIOUS	116,617	(71,649)	SL	5 YR	19,191
EDP EQUIP.	VARIOUS	99,646	(72,038)	SL	5 YR	16,554
TOTAL		216,263	(143,687)			35,745

FORM.990PF - GENERAL EXPLANATION ATTACHMENT

## ORGANIZATION MISSION AND OTHER DISCLOSURE

DESCRIPTION OF ORGANIZATION MISSION: TO IMPROVE THE K-12 LEARNING PROCESS BY DOCUMENTING, DISSEMINATING, AND ADVOCATING INNOVATIVE, REPLICABLE, AND EVIDENCE-BASED STRATEGIES THAT PREPARE STUDENTS TO THRIVE IN THEIR FUTURE EDUCATION, CAREERS, AND ADULT LIVES.

GLEF'S INTENTION IS TO SHARE A LARGER VISION (ENHANCED BY RESEARCH AND CASE STUDIES) 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. GLEF'S WORK IS ORGANIZED AROUND ITS CORE STRATEGIES FOR BETTER SCHOOLS: COMPREHENSIVE ASSESSMENT, INTEGRATED STUDIES, PROJECT-BASED LEARNING, SOCIAL AND EMOTIONAL LEARNING, TEACHER LEADERS, AND TECHNOLOGY INTEGRATION. GLEF'S AUDIENCE INCLUDES DIVERSE STAKEHOLDERS INVOLVED IN SCHOOL REFORM, INCLUDING K-12 EDUCATORS (TEACHERS AND ADMINISTRATORS), SCHOOL BOARD MEMBERS, COLLEGE FACULTY, RESEARCHERS, 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 LEADING INTERNET SOURCES FOR INSPIRATION AND INFORMATION ABOUT EVIDENCE-BASED, REPLICABLE 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 2012, EDUTOPIA.ORG GREW BY 46% COMPARED TO THE PREVIOUS YEAR WITH OVERALL VISITS RESULTING IN MORE THAN 7.8 MILLION VISITS AND 17.5 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 120,000 AND PUBLISHED CONTENT ON POPULAR SOCIAL NETWORKING SERVICES SUCH AS FACEBOOK, TWITTER, YOUTUBE AND PINTEREST. IN 2012, ON AVERAGE, MORE THAN 95% OF EDUTOPIA'S USERS IMPLEMENTED EDUTOPIA TIPS AND STRATEGIES AND 84% SAID THAT EDUTOPIA 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 CREATED IN 2012 INCLUDED "SOCIAL EMOTIONAL LEARNING" AT VISITACION VALLEY MIDDLE SCHOOL, SAN FRANCISCO, CA; "FINANCIAL LITERACY" AT ARIEL ACADEMY, CHICAGO, IL; "PROJECT-BASED LEARNING" AT MANOR NEW TECHNOLOGY HIGH SCHOOL, MANOR, TX; "PROFESSIONAL DEVELOPMENT" AT EMINTS AT HARTVILLE ELEMENTARY SCHOOL, HARTVILLE, MO; "ARTS INTEGRATION" AT BATES MIDDLE SCHOOL, ANNAPOLIS, MD; "COLLEGE AND CAREER READINESS" AT MC2 STEM HIGH SCHOOL, CLEVELAND, OH; "COLLABORATIVE LEARNING" AT THE COLLEGE PREPARATORY SCHOOL, OAKLAND, CA; AND "GLOBAL CITIZENSHIP" AT JOHN STANFORD INTERNATIONAL SCHOOL, SEATTLE, WA. FOUR OF THE EIGHT SCHOOL MODELS FEATURED IN 2012 HAVE HIGH POPULATIONS OF STUDENTS RECEIVING FREE AND REDUCED LUNCH. THE "SCHOOLS THAT WORK" CASE STUDIES WERE ENTERED INTO GLEF'S ARCHIVE AVAILABLE ON EDUTOPIA.ORG. 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 500 BLOGS ON A RANGE OF TOPICS SUCH AS STUDENT ENGAGEMENT, LEADERSHIP, AND TECHNOLOGY. IN 2012, POPULAR BLOGS INCLUDED "KIDS SPEAK OUT ON STUDENT ENGAGEMENT"; "TOOLS FOR TEACHING: THE AMAZING STICKY NOTE"; "THE POWER OF THE POSITIVE PHONE CALL HOME"; "DOING IT DIFFERENTLY: TIPS FOR TEACHING VOCABULARY"; "SIX SCAFFOLDING STRATEGIES TO USE WITH YOUR STUDENTS"; "TEACHING AND LEARNING: USING IPADS IN THE CLASSROOM"; "THE FLIPPED CLASSROOM: PRO AND CON"; "48 ULTRA-COOL SUMMER SITES FOR KIDS AND TEACHERS" AND "HOW THE IPAD CAN

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

TRANSFORM CLASSROOM LEARNING".

IN ADDITION, EDUTOPIA PUBLISHED THREE DOWNLOADABLE PDF CLASSROOM GUIDES: "A PARENT'S GUIDE TO 21ST-CENTURY LEARNING", "MOBILE LEARNING: WHAT YOU NEED TO KNOW", AND "HOW TO THANK A TEACHER". IN ADDITION, EDUTOPIA COLLABORATED WITH FACEBOOK TO CREATE A DOWNLOADABLE PRIMER, "HOW TO CREATE SOCIAL MEDIA GUIDELINES FOR YOUR SCHOOL". 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 GROWING 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 2012, GLEF HAD THREE FULL-TIME RESEARCHERS ON STAFF TO CONDUCT RESEARCH INDEPENDENTLY AND COLLABORATE WITH RESEARCHERS IN THE FIELD OF TEACHING AND LEARNING. GLEF INFUSED ITS RESEARCH FINDINGS INTO ITS SELECTION PROCESS FOR INNOVATIVE SCHOOL MODELS AND CASE STUDIES. 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 CONTINUED ITS 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 PROFILED OVER THE LAST TEN YEARS. THE PLAN IS TO IDENTIFY COMMON TRENDS ACROSS SUCCESSFUL SCHOOLS COVERED BY EDUTOPIA SO AUDIENCES CAN EASILY IDENTIFY TRENDS AND EXEMPLARY STORIES.

ARISING OUT OF ITS GOALS TO CONNECT RESEARCH WITH PRACTICE, GLEF PRODUCED SPECIAL SERIES IN 2012 INCLUDING SIX EPISODES OF "TECH2LEARN" IN COLLABORATION WITH THE TEACHING CHANNEL; FIVE EPISODES OF "EDUCATION EVERYWHERE" IN COLLABORATION WITH THE PEARSON FOUNDATION; AND A NEW OVERVIEW VIDEO ABOUT "TECHNOLOGY INTEGRATION" IN THE K-12 CLASSROOM.

IN 2012, 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. \$3,341,839.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>
EDUTOPIA ADVERTISING REVENUE	1,009,223.	1,009,223.
ROYALTY	872.	872.
OTHER INCOME	5,119.	5,119.
TOTALS	<u>1,015,214.</u>	<u>1,015,214.</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	1,192.		106.	
COBALT LLP	1,688.		150.	
COPILEVITZ & CANTER LLP	5,386.		478.	
DAIJOGO & PEDERSEN	75.		7.	
LALL & SETHI	30.		3.	
MORRISON AND FOERESTER LLP	9,002.		798.	
<b>TOTALS</b>	<u>17,373.</u>		<u>1,542.</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	72,991.		9,670.	5,314.
TOTALS	<u>72,991.</u>		<u>9,670.</u>	<u>5,314.</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>
JACKSON RIVER CONSULTING LLC	149,675.	7,221.	138,081.
ENTERTAINMENT PARTNERS	46,541.	2,246.	42,936.
KINDRED MEDIA	42,106.	2,032.	38,844.
GOTT ADVERTISING LLC	26,800.	1,293.	24,724.
MARIGOLD WEB LLC	24,716.	1,192.	22,801.
ALAN LIPTON	24,481.	1,181.	22,585.
ALBER, REBECCA	21,385.	1,032.	19,728.
GEIGER, REBECCA	18,218.	879.	16,807.
THOMAS, MARIA	17,563.	847.	16,203.
ACQUIA INC.	15,000.	724.	13,838.
MARIBOT TECHNOLOGY COOPERATIVE	14,245.	687.	13,142.
GARDNER MADRES STRTGC CREATIVE	13,550.	654.	12,500.
BLACKMESH INC.	13,500.	651.	12,454.
CORSON, LISA	12,125.	585.	11,186.
ELKHORN CONSULTING PARTNERS	10,800.	521.	9,963.
KIMBALL, KRISTI	10,088.	487.	9,307.
TOTAL OF PROF'L SVCS < \$10,000	164,354.	7,930.	151,623.
TOTALS	<u>625,147.</u>	<u>30,162.</u>	<u>576,722.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>
PROPERTY TAXES	1,338.	
FEDERAL INCOME TAX	165,758.	165,758.
CALIFORNIA INCOME TAX	5,266.	5,266.
TOTALS	<u>172,362.</u>	<u>171,024.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OPERATING MATERIALS & SUPPLIES	16,428.	1,550.	6,422.
FURNISHINGS AND EQUIPMENT	9,695.	1,458.	5,239.
REFERENCE MATERIAL	22.		
SOFTWARE	4,201.	164.	2,960.
EMPLOYEE RECRUITING	4,650.	75.	4,575.
PUBLICITY	308,024.		308,024.
PROMOTION/ADVERTISING	28,267.	7.	28,213.
BOARD OF DIRECTORS EXPENSES	4,451.		
R&M MAINTENANCE AGREEMENT	2,110.	280.	
LEASE EXPENSE-EQUIPMENT	107.		
TELEPHONE	365.	23.	273.
PROPERTY INSURANCE	27,664.	3,665.	
DUES AND SUBSCRIPTIONS	5,433.	3,002.	1,016.
LICENSES AND PERMITS	7,395.		7,395.
FREIGHT AND DELIVERY	3,328.	34.	3,294.
POSTAGE	6.		
INTERNET SERVICES	143,866.	275.	131,860.
OTHER FRINGE BENEFITS	20,191.	2,675.	
BANK CHARGES	7,665.	1,008.	56.
REIMB-EXP-OTHER	864.	114.	
TOTALS	<u>594,732.</u>	<u>14,330.</u>	<u>499,327.</u>

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 8.00	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 (UNTIL 9/2/2012) .50	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	241,043.	35,720.	0
<u>GRAND TOTALS</u>		<u>241,043.</u>	<u>35,720.</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 EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
DAVID MARKUS P.O. BOX 3494 SAN RAFAEL, CA 94912	EDITORIAL DIRECTOR 50.00	193,880.	21,119. 0
CHARLES FESKO P.O. BOX 3494 SAN RAFAEL, CA 94912	SENIOR DIR/AD SALES 50.00	170,368.	17,538. 0
LORA MA-FUKUDA P.O. BOX 3494 SAN RAFAEL, CA 94912	EXEC WEB PRODUCER 50.00	116,476.	21,523. 0
BRIAN CHAN P.O. BOX 3494 SAN RAFAEL, CA 94912	CONTROLLER 50.00	140,161.	28,115. 0
ZACHARY FINK P.O. BOX 3494 SAN RAFAEL, CA 94912	DIR VIDEO PROGRAMNG 50.00	92,916.	15,510. 0
<u>TOTAL COMPENSATION</u>		<u>713,801.</u>	<u>103,805. 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>
JACKSON RIVER 2535 13TH STREET, NW #006 WASHINGTON, DC 20009	WEBSITE DEVELOPMENT	149,675.
PRICewaterhouseCOOPERS LLP 3 EMBARCADERO CENTER SAN FRANCISCO, CA 94111	AUDIT/TAX SERVICES	72,991.
	TOTAL COMPENSATION	<u>222,666.</u>

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

ATTACHMENT 12

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND  
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

UNIVERSITY OF WASHINGTON  
P O. BOX 257920  
SEATTLE, WA 98195

PROJECT BASED LEARNING RESEARCH & DEVELOPMENT

540,040

ENVISION SCHOOLS  
111 MYRTLE STREET, SUITE 203  
OAKLAND, CA 94612

ADVANCED PLACEMENT TEST FEES

44,358.

DES MOINES PUBLIC SCHOOLS  
901 WALNUT STREET  
DES MOINES, IA 50309

PROJECT BASED LEARNING, TRAINING, AND  
IMPLEMENTATION

99,000

TOTAL CONTRIBUTIONS PAID

683,398.

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

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

AMOUNT

PURPOSE OF GRANT OR CONTRIBUTION

UNIVERSITY OF WASHINGTON  
P O BOX 257920  
SEATTLE, WA 98195

GOVERNMENTAL AGENCY

524,952.

PROJECT BASED LEARNING RESEARCH & DEVELOPMENT

ENVISION SCHOOLS  
111 MYRTLE STREET, SUITE 203  
OAKLAND, CA 94612

PUBLIC CHARITY

14,000.

ADVANCED PLACEMENT TEST FEES

TOTAL CONTRIBUTIONS APPROVED

538,952.

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

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**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](http://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.

Enter filer's identifying number, see instructions

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

Telephone No. ▶ 415.662.1614 FAX No. ▶ 415.662.1532

- 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 August 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year 20 12 or

▶  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

**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

<b>3a</b> 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.	<b>3a</b>	\$	0
<b>b</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	<b>3b</b>	\$	0
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	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