

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, 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) Room/suite  
**P.O. BOX 3494**

City or town, state or province, country, and ZIP or foreign postal code  
**SAN RAFAEL, CA 94912**

**G** Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  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) ▶ \$ **4,182,691.**

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

**A** Employer identification number  
**68-0065687**

**B** Telephone number (see instructions)  
**(415) 662-1600**

**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

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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)		8,407,009			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities					
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10					
<b>b</b> Gross sales price for all assets on line 6a					
<b>7</b> Capital gain net income (from Part IV, line 2)					
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule) ATCH 1		1,075,839.		1,075,839.	
<b>12</b> Total. Add lines 1 through 11		9,482,848.		1,075,839.	
<b>13</b> Compensation of officers, directors, trustees, etc		258,360.		22,987.	235,373.
<b>14</b> Other employee salaries and wages		2,202,257.		261,861.	1,940,396.
<b>15</b> Pension plans, employee benefits		596,875.		85,253.	511,622.
<b>16a</b> Legal fees (attach schedule) ATCH 2		56,626.		1,434.	
<b>b</b> Accounting fees (attach schedule) ATCH 3		58,158.		4,210.	
<b>c</b> Other professional fees (attach schedule) *		1,003,349.		19,000.	972,829.
<b>17</b> Interest					
<b>18</b> Taxes (attach schedule) (see instructions) ATCH 5		-188,386.		-189,417.	
<b>19</b> Depreciation (attach schedule) and depletion		36,026.			
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings		88,022.		10,549.	69,251.
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) ATCH 6		1,179,256.		2,377.	1,095,116.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		5,290,543.		218,254.	4,824,587.
<b>25</b> Contributions, gifts, grants paid		1,961,840.			1,963,603.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		7,252,383.	0	218,254.	6,788,190.
<b>27</b> Subtract line 26 from line 12.					
<b>a</b> Excess of revenue over expenses and disbursements		2,230,465.			
<b>b</b> Net investment income (if negative, enter -0-)			0		
<b>c</b> Adjusted net income (if negative, enter -0-)				857,585.	

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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 . . . . .	898,257.	1,291,436.	1,291,436.
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ 174,661.			
		Less: allowance for doubtful accounts ▶	253,200.	174,661.	174,661.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .	545,192.	2,300,000.	2,300,000.
	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 . . . . .	8,821.	3,241.	3,241.
	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 ▶ 224,721.				
	Less: accumulated depreciation ▶ (attach schedule)	167,289.	72,576.	57,432.	
15	Other assets (describe ▶ ATCH 7 )	648.	355,921.	355,921.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item l) . . . . .	1,778,694.	4,182,691.	4,182,691.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	229,509.	421,951.	
	18	Grants payable . . . . .	538,952.	548,792.	
	19	Deferred revenue . . . . .	38,750.	10,000.	
	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) . . . . .	807,211.	980,743.		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/></b> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	432,531.	376,996.	
	25	Temporarily restricted . . . . .	538,952.	2,824,952.	
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/></b> check here and complete lines 27 through 31.				
	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) . . . . .	971,483.	3,201,948.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,778,694.	4,182,691.		

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) . . . . .	1 971,483.
2	Enter amount from Part I, line 27a . . . . .	2 2,230,465.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 3,201,948.
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 3,201,948.

**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 . . . . .	{ 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))
2012	4,045,210.	489,918.	8.256912
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
2 Total of line 1, column (d) . . . . .			2 57.148389
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 11.429678
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .			4 836,672.
5 Multiply line 4 by line 3 . . . . .			5 9,562,892.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			6
7 Add lines 5 and 6 . . . . .			7 9,562,892.
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			8 6,809,072.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2 . . . . .	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	0
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	
11	Enter the amount of line 10 to be credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3	X	
4 a	X	
b	X	
5		X
6	X	
7	X	
8 a		
b	X	
9	X	
10	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
16 At any time during calendar year 2013, 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?

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 2013?
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?
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 2013 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 2013)
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 2013?

**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
ATCH 10		288,859.	39,942.	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 11		727,201.	89,943.	0

Total number of other employees paid over \$50,000  **12**

**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 12		526,126.
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, EDUTOPIA COMMUNITY AND LUCAS EDUCATION RESEARCH. (SEE ATTACHMENT)	4,824,588.
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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	
<b>b</b>	Average of monthly cash balances	<b>1b</b>	849,413.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	849,413.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	849,413.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	12,741.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	836,672.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	41,834.

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI )	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	<b>7</b>	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	<b>1a</b>	6,788,190.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	20,882.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	6,809,072.
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	6,809,072.

**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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ _____				
a Applied to 2012, 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 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

**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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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	41,834.	24,496.	20,315.	22,915.	109,560.
b 85% of line 2a	35,559.	20,822.	17,268.	19,478.	93,127.
c Qualifying distributions from Part XII, line 4 for each year listed	6,809,072.	4,045,210.	3,912,451.	3,873,065.	18,639,798.
d Amounts included in line 2c not used directly for active conduct of exempt activities	1,963,603.	683,398.	722,930.	284,969.	3,654,900.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	4,845,469.	3,361,812.	3,189,521.	3,588,096.	14,984,898.
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	27,889.	16,331.	13,543.	15,277.	73,040.
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)(ii)					
(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 or e-mail address 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 13</p>				
<b>Total</b> .....				<b>▶ 3a</b> 1,963,603.
<p><b>b Approved for future payment</b></p> <p>ATCH 14</p>				
<b>Total</b> .....				<b>▶ 3b</b> 2,801,814.



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' for both (b) and (d).

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 [X]

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.

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.

Sign Here

Signature of officer or trustee [Handwritten Signature]

Date 10/29/14

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 fields for Preparer's name (PAUL A. RESHKE), Signature, Date (10-23-14), 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 B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

OMB No 1545-0047

**2013**

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

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 its Form 990-PF, Part I, line 2, 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	SCHWAB CHARITABLE GIFT FUND 211 MAIN STREET, FL 10 SAN FRANCISCO, CA 94105	\$ 8,400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	OTHER PUBLIC CONTRIBUTIONS < \$5,000 P.O. BOX 3494 SAN RAFAEL, CA 94912	\$ 7,009.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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 19:

DESCRIPTION	DATE ACQUIRED	COST	ACCUMULATED DEPRECIATION	METHOD	LIFE	CURRENT YEAR DEPRECIATION
MACHINERY & EQUIPMENT	VARIOUS	120,816	(85,324)	SL	5 YR	18,718
EDP EQUIP.	VARIOUS	102,129	(81,422)	SL	3 YR	16,766
SOFTWARE	VARIOUS	1,776	(543)	SL	4 YR	542
TOTAL		224,721	(167,289)			36,026

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 \$327,296. 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

## ORGANIZATION MISSION AND OTHER DISCLOSURE

## DESCRIPTION OF ORGANIZATION MISSION:

THE GEORGE LUCAS EDUCATIONAL FOUNDATION ("GLEF") IS A NONPROFIT OPERATING FOUNDATION CREATED IN 1991. GLEF'S MISSION IS TO IMPROVE THE K-12 LEARNING PROCESS THROUGH INNOVATIVE, REPLICABLE, AND EVIDENCE-BASED STRATEGIES THAT PREPARE STUDENTS TO THRIVE IN THEIR STUDIES, CAREERS, AND ADULT LIVES.

## GLEF'S PRIMARY ACTIVITIES INCLUDE:

- 1) IDENTIFYING, DESCRIBING, AND PROMOTING EFFECTIVE MODELS AND INNOVATIONS IN K-12 EDUCATION BY PRODUCING VIDEO AND OTHER DIGITAL MEDIA;
- 2) FUNDING AND DEVELOPING RESEARCH TO IDENTIFY AND EVALUATE RIGOROUS PRACTICES FOR LEARNERS, EDUCATORS AND SCHOOLS; AND
- 3) DEVELOPING ADVANCED SOFTWARE, TECHNOLOGY AND MATERIAL FOR EDUCATIONAL PURPOSES.

GLEF'S INTENTION IS TO SHARE A LARGER VISION (ENHANCED BY RESEARCH AND CASE STUDIES) OF THE LEARNING PROCESS 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: PROJECT-BASED LEARNING, SOCIAL AND EMOTIONAL LEARNING, COMPREHENSIVE ASSESSMENT, INTEGRATED STUDIES, TEACHER LEADERS, AND TECHNOLOGY INTEGRATION. GLEF'S AUDIENCE INCLUDES DIVERSE STAKEHOLDERS INVOLVED IN SCHOOL IMPROVEMENT, 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

EDUTOPIA: IN 2013, GLEF CONTINUED TO GROW EDUTOPIA AS ONE OF THE LEADING SOURCES FOR INSPIRATION AND INFORMATION ABOUT EVIDENCE-BASED, REPLICABLE PRACTICES IN K-12 EDUCATION. DURING 2013, EDUTOPIA.ORG GREW BY 70 PERCENT COMPARED TO THE PREVIOUS YEAR WITH OVERALL VISITS RESULTING IN MORE THAN 13.4 MILLION VISITS AND 27 MILLION PAGE VIEWS. ADDITIONALLY, EDUTOPIA'S SOCIAL MEDIA PRESENCE REACHED MORE THAN 40 MILLION FACEBOOK USERS AND A MULTITUDE OF TWITTER FOLLOWERS (WHO GENERATED MORE THAN 300,000 TWEETS ABOUT EDUTOPIA) IN ADDITION TO USERS ON YOUTUBE, PINTEREST, AND OTHER SOCIAL SITES. OF 7,000 EDUTOPIA SURVEY RESPONDENTS, 90 PERCENT REPORTED THAT THEY HAVE IMPLEMENTED TIPS AND STRATEGIES INSPIRED BY EDUTOPIA.

IN 2013, EDUTOPIA'S INTERNET ARCHIVE DEEPENED AROUND ITS FRANCHISE DIGITAL MEDIA SERIES CALLED "SCHOOLS THAT WORK"; CASE STUDIES PRODUCED FEATURED PRACTICES AT THE FOLLOWING SCHOOLS: EDWARDS MIDDLE SCHOOL IN MASSACHUSETTS, MOUNT DESERT ELEMENTARY SCHOOL IN MAINE, JOHN STANFORD INTERNATIONAL SCHOOL IN WASHINGTON, GLENVIEW ELEMENTARY SCHOOL IN CALIFORNIA, AND CRELLIN ELEMENTARY SCHOOL IN MARYLAND. ADDITIONALLY, EDUTOPIA CREATED AND CURATED CONTENT INCLUDING MORE THAN 675 BLOGS FROM EDUCATION LEADERS IN THE FIELD, 17 ONLINE FILM FESTIVALS AROUND KEY EDUCATION TOPICS, SEVEN PDF GUIDES REPRODUCED IN SPANISH, AND EXTENSIVE SOCIAL MEDIA CONTENT. NEW VIDEO PRODUCTIONS FROM EDUTOPIA INCLUDED THE POPULAR FIVE KEYS TO SUCCESSFUL SOCIAL AND EMOTIONAL LEARNING, EDUCATIONAL TIPS FROM DANIEL GOLEMAN'S NEW BOOK FOCUS, AND A THREE-PART SERIES ON REDESIGNING THE CLASSROOM. EDUTOPIA ALSO DISTRIBUTED HIGH-QUALITY VIDEO PRODUCED BY THE INSTITUTE OF PLAY, THE PEARSON FOUNDATION AND PBS.

LUCAS EDUCATION RESEARCH: IN 2013, GLEF EXPANDED WITH THE CREATION OF A NEW OPERATING UNIT CALLED LUCAS EDUCATION RESEARCH. LUCAS EDUCATION RESEARCH CONTINUED ITS COLLABORATION WITH RESEARCHERS AT THE UNIVERSITY OF WASHINGTON TO APPLY A RIGOROUS PROJECT-BASED LEARNING APPROACH TO COLLEGE-PREPARATORY COURSES (ADVANCED PLACEMENT COURSES) SO THAT STUDENTS CAN PARTICIPATE IN AUTHENTIC TASKS THAT PROVIDE AN EXPERIENTIAL PLATFORM FOR LEARNING. THE RESEARCH CONTINUED TO EVALUATE TWO PROJECT-BASED AP COURSES (AP ENVIRONMENTAL SCIENCE AND AP UNITED STATES GOVERNMENT AND POLITICS) WITH A DIVERSE CROSS-SECTION OF HIGH SCHOOLS IN WASHINGTON STATE, SAN FRANCISCO, CALIFORNIA, AND DES MOINES, IOWA. THE UNIVERSITY OF WASHINGTON RESEARCH WON THE 2013 EXEMPLARY RESEARCH IN SOCIAL STUDIES AWARD FROM THE NATIONAL COUNCIL FOR THE SOCIAL STUDIES (NCSS).

IN ADDITION, LUCAS EDUCATION RESEARCH FORMED AN ALLIANCE WITH STANFORD'S COLLEGE OF EDUCATION TO FOCUS ON IMPROVING STUDENT LEARNING THROUGH

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

INSTRUCTIONAL RESOURCES THAT MAKE RIGOROUS ACADEMIC CONTENT ACCESSIBLE AND ENGAGE STUDENTS IN THE APPLICATION OF CONTENT KNOWLEDGE IN AUTHENTIC AND MEANINGFUL PERFORMANCE ASSESSMENTS. IN COLLABORATION WITH SCHOOL - BASED PARTNERS, THE STANFORD RESEARCH INITIATIVE WILL DEVELOP TWO MIDDLE SCHOOL COURSES - ONE IN 6TH GRADE MATHEMATICS AND THE OTHER IN 6TH GRADE SCIENCE - THAT INTEGRATE PROJECT-BASED LEARNING AS STUDENTS WORK IN TEAMS TO TACKLE COMPLEX, REAL-WORLD ISSUES THROUGH RIGOROUS, LONG-TERM TASKS. ALL TASKS IN THE 6TH GRADE CURRICULUM WILL BE ALIGNED WITH COMMON CORE STATE STANDARDS AND NEXT GENERATION OF SCIENCE STANDARDS AND WILL BE EVALUATED USING A COMMON RUBRIC. RESEARCH FINDINGS RELATED TO THE CLASSROOM EFFECTS OF BOTH THE UNIVERSITY OF WASHINGTON AND STANFORD PROJECTS WILL BE PUBLISHED. GLEF HIRED AN EXECUTIVE DIRECTOR TO LEAD LUCAS EDUCATION RESEARCH IN OCTOBER 2013.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
EDUTOPIA ADVERTISING REVENUE	1,067,686.	1,067,686.
ROYALTY	2,245.	2,245.
OTHER INCOME	5,908.	5,908.
<b>TOTALS</b>	<u>1,075,839.</u>	<u>1,075,839.</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>
MORRISON & FOERESTER LLP	33,858.		857.	
ADLER & COLVIN	18,883.		478.	
COBALT LLP	2,035.		52.	
REED SMITH LLP	1,850.		47.	
<b>TOTALS</b>	<u>56,626.</u>		<u>1,434.</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	58,158.		4,210.	
TOTALS	<u>58,158.</u>		<u>4,210.</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	414,469.	7,849.	401,862.
BSG TEAM VENTURES	53,500.	1,013.	51,873.
GOTT ADVERTISING LLC	45,600.	864.	44,213.
LIPTON, ALAN	42,861.	812.	41,557.
HARTWIG, SCOTT	33,638.	637.	32,614.
MARIGOLD WEB LLC	31,054.	588.	30,109.
COLLECTIVE HUNCH	29,514.	559.	28,616.
ALBER, REBECCA	29,305.	555.	28,414.
MARIBOT TECHNOLOGY COOPERATIVE	24,338.	461.	23,597.
BEVILACQUA ADVISORS LLC	22,252.	421.	21,576.
MILLER, GABRIEL	21,446.	406.	20,794.
GARDNER MADRES STRTGC CREATIVE	17,300.	328.	16,774.
CORSON, LISA	16,688.	316.	16,180.
DABBS, LISA MICHELLE	14,319.	271.	13,884.
TEACHERS COLLEGE, COLUMBIA U.	11,312.	214.	10,968.
KADERA, MARY	10,916.	207.	10,584.
DODSON, TAMERA	10,582.	200.	10,260.
TOWERS WATSON DELAWARE INC	10,100.	191.	9,793.
TOTAL OF PROF'L SVCS < \$10,000	164,155.	3,108.	159,161.
<b>TOTALS</b>	<b>1,003,349.</b>	<b>19,000.</b>	<b>972,829.</b>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>
PROPERTY TAXES	1,031.	
FEDERAL INCOME TAX	-173,451.	-173,451.
CALIFORNIA INCOME TAX	-15,966.	-15,966.
<b>TOTALS</b>	<b><u>-188,386.</u></b>	<b><u>-189,417.</u></b>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OPERATING MATERIALS & SUPPLIES	16,092.	694.	10,541.
FURNISHINGS AND EQUIPMENT	19,772.	367.	13,511.
REFERENCE MATERIAL	1,571.		705.
SOFTWARE	1,240.	226.	1,014.
EMPLOYEE RECRUITING	4,534.		4,309.
PUBLICITY	849,568.		849,568.
PROMOTION/ADVERTISING	28,529.		28,529.
BOARD OF DIRECTORS EXPENSES	10,952.		5,227.
R&M MAINTENANCE AGREEMENT	3,000.	200.	
TRADE SHOWS	10,868.		10,868.
TELEPHONE	5,327.		704.
PROPERTY INSURANCE	29,405.		
DUES AND SUBSCRIPTIONS	2,164.		231.
LICENSES AND PERMITS	13,230.		13,230.
FREIGHT AND DELIVERY	3,584.	36.	3,219.
POSTAGE	746.		
INTERNET SERVICES	141,810.	615.	127,731.
OTHER FRINGE BENEFITS	1,288.	84.	35.
BANK CHARGES	9,038.		
REIMB-EXP-OTHER	6,523.		
PRINTING & COPYING	670.	155.	5,834.
R&M MACHINERY & EQUIPMENT	811.		515.
LEASE EXP - LUCAS PROPS	2,055.		811.
EMPLOYEE RELOCATION	16,479.		2,055.
			16,479.
TOTALS	<u>1,179,256.</u>	<u>2,377.</u>	<u>1,095,116.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEFERRED TAX ASSET	8,439.	8,439.
INCOME TAX RECEIVABLE	347,482.	347,482.
TOTALS	<u>355,921.</u>	<u>355,921.</u>

AMENDED AND RESTATED BYLAWS  
OF  
THE GEORGE LUCAS EDUCATIONAL FOUNDATION  
(Effective as of December 13, 2013)

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AMENDED AND RESTATED BYLAWS

for the regulation, except as otherwise  
provided by statute or its Articles of Incorporation,

of

THE GEORGE LUCAS EDUCATIONAL FOUNDATION,  
a California nonprofit public benefit corporation

(Effective as of December 13, 2013)

ARTICLE I  
OFFICES

Section 1. Principal Office. The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") shall determine. The Board may change said principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II  
MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE III  
DESIGNATOR

Section 1. Naming of Designator. The Designator referred to in these Bylaws shall be George Lucas. The Designator shall serve for life or until the Designator resigns or becomes incapacitated, as defined in Section 3 below. The Designator may appoint a successor by providing a written notice to the Secretary of the corporation, which notice may be amended or withdrawn from time to time in the sole discretion of the Designator. After the resignation, death, or removal of the Designator, the named successor, if any, shall become the Designator with all rights, privileges and obligations of the Designator as set forth in these Bylaws. After the resignation, death, or incapacity of the last remaining Designator, where no successor is named, all rights reserved to the Designator under these Bylaws shall be exercised by the Board.

Section 2. Actions of Designator. All actions of the Designator shall be evidenced by a writing signed by the Designator and delivered to an officer of this corporation, which shall be filed by the Secretary with the proceedings of the Board.

Section 3. Incapacity. The Designator's incapacity for purposes of these Bylaws shall be deemed to exist when it has been declared by a court of competent jurisdiction, or when a conservator for the Designator has been appointed, or upon execution of a certificate by a physician licensed to practice in the State of California or wherever the Designator may then reside, which states the doctor's opinion that the Designator is, by reason of advanced age, infirmity, mental or physical illness, or other disability, unable adequately to provide for his personal needs or to manage his financial affairs. The effective date of such incapacity shall be the date of the decree adjudicating the incapacity, the date of the decree appointing the conservator, or the date of the doctor's certificate, as the case may be.

Section 4. Authorization for Disclosure of Health Information. The Board may request in writing that the Designator provide to the Secretary of this corporation an Authorization for Use or Disclosure of Health Information (an "Authorization") in the form then required by applicable federal and state law, including if applicable the Health Information Portability and Accountability Act of 1996, authorizing the Designator's physician to examine the Designator and to disclose his physical or mental condition to this corporation in order to determine the Designator's incapacity or capacity for the purposes of these Bylaws.

Section 5. Determination of Incapacity by the Board. If a Designator fails to provide the Authorization within thirty days of receiving a written request from the Board, or if such Designator's physician refuses to honor such Authorization on the grounds that the Designator is not legally competent to execute an Authorization, the Board may make a determination of the Designator's incapacity or capacity for the purposes of these Bylaws based on its evaluation of the Designator's physical and mental condition. Any determination by the Board of a Designator's incapacity shall be made by a majority of directors then in office, not counting the Designator, if he is then serving as a director, and the effective date of such incapacity shall be the date of the Board's action.

#### ARTICLE IV DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service;

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best;

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best; and

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 2. Number of Directors. The authorized number of directors shall be not less than three (3) nor more than eleven (11) until changed by amendment of these Bylaws. The exact number of directors shall be fixed from time to time by resolution of the Board.

Section 3. Limitations on Interested Persons. As required by Section 5227 of the California Nonprofit Public Benefit Corporation Law, at all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Classes of Directors. This corporation shall have two classes of directors, which shall be known as the Designated Directors and the Elected Directors. The exact number of Elected Directors and the exact number of Designated Directors shall be set by the Board from time to time; provided, however, that the number of Elected Directors in office shall exceed the number of Designated Directors in office by one, except for any temporary vacancies.

A. Designated Directors; Selection and Term of Office. The Designated Directors of this corporation shall be designated by the Designator from time to time by notifying the Secretary of this corporation in writing, and the effective date of any such designation shall be as provided therein. Designated Directors may be designated for any term prescribed in the written designation; if no such term is prescribed, a Designated Director shall serve until he or she resigns or is removed. Upon completion of the term of office, if any, for

which a Designated Director is designated or upon the death, resignation, or removal of a Designated Director, the Designator shall designate a director to fill the vacancy by notifying the Secretary of this corporation in writing.

B. Elected Directors; Election and Term of Office. A majority of the directors then in office shall elect the Elected Directors, with approximately one-half of the total authorized number of Elected Directors elected each year. Except as provided below, each Elected Director shall be elected for a term of two years, and shall hold office for such term and until his or her successor has been elected and taken office. Whenever a new Elected Director position is authorized as provided in Article IV, Section 4 above, the Board shall select an initial term for that position of one or two years so that approximately one-half of the Elected Directors' terms shall expire each year.

Elected Directors shall be elected at the annual meeting of the Board. Each Elected Director shall hold office for a two (2) year term and until a successor has been elected and qualified.

Section 5. Vacancies. Subject to the provisions of § 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the Chairman of the Board, the Vice Chairman, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies to be filled by election by directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased.

The Board, by the vote of a majority of the directors then in office, may remove any Elected Director at any time, with or without cause. The Designator may remove any Designated Director at any time, with or without cause.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 6. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 7. Annual Meetings. A meeting of the Board shall be held at least once a year. Annual meetings shall be called by the Chairman of the Board, the Vice Chairman, the Secretary, or any two directors, and noticed in accordance with Section 9.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the Vice Chairman, the Secretary, or any two directors, and noticed in accordance with Section 9.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or common courier, or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article XVI, Section 3 of these Bylaws.

Section 10. Quorum. A majority of the directors then in office constitutes a quorum of the Board for the transaction of business, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, except to adjourn as provided in Section 13 of this Article, and unless a greater number is required by law, by the Articles, or by these Bylaws, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 11. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article XVI, Section 3, so long as each director participating in the meeting can communicate with all of the other directors concurrently, and each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place.

Section 14. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall

individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 15. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters that the director believes to be within such person's professional or expert competence; or

(iii) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (i) or (ii), as to matters within its designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this corporation; (b) avoid speculation, looking to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital; and (c) consider:

(1) General economic conditions;

- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) This corporation's other resources;
- (7) The needs of this corporation to make distributions and to preserve capital;
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 16. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

Section 17. Executive Compensation Review. The Board (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such person is hired, when the term of employment of such person is renewed or extended, and when the compensation of such person is modified, unless the modification applies to substantially all of the employees of this corporation.

Section 18. Director Compensation. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.



ARTICLE V  
COMMITTEES

Section 1. Board Committees. The Board may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Executive Committee. The Executive Committee shall be a Board committee and shall have all of the powers of the Board between Board meetings, except as provided in Article V, Section 1 above. The Executive Committee shall be composed of the Chair and the Vice-Chair. The Board in its discretion may appoint additional director(s) to serve on the Executive Committee.

Section 4. Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board, and who may include both directors and non-directors, subject to the following limitations: (a) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or chief executive officer and Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

If the Audit Committee is composed and appointed as required by Section 1 above (concerning Board Committees), it shall be deemed a Board Committee on which the other directors are entitled to rely as provided in Article IV, Section 15A of these Bylaws; otherwise, the Board shall remain responsible for oversight and supervision of the Audit Committee as an Advisory Committee.

The Audit Committee shall: (1) recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 5. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings and actions of the Board, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI  
OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairman of the Board, a Vice Chairman, a Secretary, a Chief Financial Officer and one or more Executive

Directors, as determined by the Board. The corporation may also have, at the discretion of the Board, a President, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article VI. Any number of offices may be held by the same person, except as provided in the Articles or in these Bylaws and except that neither the Secretary nor Chief Financial Officer may serve concurrently as the Chairman of the Board or President (if any).

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or 5 of this Article VI, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may elect, and may empower the Chairman of the Board to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board and serve as the chief executive officer of the corporation. The Chairman of the Board shall have, subject to the control of the Board, general supervision, direction and control of the business and officers of the corporation. The Chairman of the Board shall exercise such powers and perform such duties as may be from time to time assigned by the Board.

Section 7. Vice Chairman. In the absence or disability of the Chairman of the Board, the Vice Chairman shall perform all the duties of the Chairman of the Board and, when so acting, shall have all the powers of and be subject to all the restrictions upon, the Chairman of

the Board. The Vice Chairman shall have such other powers and perform such other duties as from time to time may be from time to time assigned by the Board.

Section 8. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at all meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the state of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such duties as may be prescribed by the Board.

Section 9. Chief Financial Officer. The Chief Financial Officer shall be the treasurer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render or have rendered reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board.

Section 10. Executive Director. The Executive Director(s) shall be accountable for the day-to-day management of this corporation. Subject to the control of the Board of Directors, the Executive Director(s) shall lead the development of this corporation's long- and short-term strategic plans, and shall be responsible for developing and achieving the goals and objectives of this corporation. The Executive Director(s) shall represent this corporation to major stakeholders and education thought leaders. The Executive Director(s) shall be responsible for reporting back to the Board of Directors and shall have such other powers and duties as may be prescribed by the Board. If this corporation shall have more than one Executive Director, these responsibilities shall be coordinated by the Board, in its sole discretion, among all of the Executive Directors.

## ARTICLE VII CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Nonprofit Public Benefit Corporation Law Section 5233(b).

Section 3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 4. Compliance with Private Foundation Rules. Any provision of these Bylaws or the Articles of Incorporation of this corporation to the contrary notwithstanding, so long as this corporation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), this corporation:

(a) shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this corporation to tax under Section 4942 of the Code;

(b) shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code;

(c) shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Code;

(d) shall not make any investments in such a manner as to subject this corporation to tax under Section 4944 of the Code; and

(e) shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Code.

ARTICLE VIII  
INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article VIII, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article VIII.

Section 2. Indemnification in Action by Third Parties. To the fullest extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under § 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or any person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under § 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect to any claim, issue or matter as to which the person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the

corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VIII or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4 of this Article VIII any indemnification under this Article VIII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VIII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Section 6. Advances of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to the indemnified as authorized in this Article VIII.

Section 7. Other Indemnification. No provision made by the corporation to indemnify its, or its subsidiary's, directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VIII, except as provided in Section 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of § 5233 of the California Nonprofit Public Benefit Corporation Law.

#### ARTICLE IX AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these bylaws and to the extent authorized or permitted by law.

#### ARTICLE X CONTRACTS

The Board, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

#### ARTICLE XI VOTING UPON STOCK OF OTHER CORPORATIONS

Unless otherwise ordered by the Board, the Chairman of the Board shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if



present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

## ARTICLE XII CORPORATE EARNINGS

No director, officer or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in any of the corporate assets upon the dissolution of the corporation.

## ARTICLE XIII AMENDMENTS

The vote of a majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment; provided, however, that no amendment to these Bylaws shall take effect without the written consent of the Designator.

## ARTICLE XIV EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws to the contrary, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) (as such section now exists or as it may hereafter be amended) of the Code, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

## ARTICLE XV ANNUAL REPORT

The Board shall cause an annual report to be prepared and sent to the Board of Directors after each fiscal year of the corporation in accordance with California law.

## ARTICLE XVI MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31<sup>st</sup>.

Section 2. Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or

more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

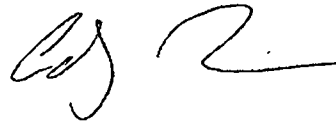
Section 3. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 4. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Cindy Johanson, certify that I am presently the duly elected and acting Secretary of The George Lucas Educational Foundation, a California nonprofit public benefit corporation, and that the above Amended and Restated Bylaws, consisting of 17 pages, are the Bylaws of this corporation as adopted by the Board of Directors on December 13, 2013.

DATED: December 13, 2013



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Cindy Johanson, Secretary

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 9

NAME AND ADDRESS

SCHWAB CHARITABLE GIFT FUND  
211 MAIN STREET, FL 10  
SAN FRANCISCO, CA 94105

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GEORGE W LUCAS JR P.O. 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 10.00	0	0	0
MARSHALL TURNER P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0	0	0
ROBERT BRADLEY 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
KATE NYEGAARD 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 10 (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>
CYNTHIA JOHANSON IRISH P.O. BOX 3494 SAN RAFAEL, CA 94912	SECRETARY/EDUTOPIA EXEC. DIR. 55.00	252,365.	35,504.	0
KRISTIN DE VIVO (AS OF 10/2013) P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR/LER EXEC. DIRECTOR 55.00	36,494.	4,438.	0
<u>GRAND TOTALS</u>		<u>288,859.</u>	<u>39,942.</u>	<u>0</u>

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

ATTACHMENT 11

<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 55.00	199,304.	21,253. 0
CHARLES FESKO P.O. BOX 3494 SAN RAFAEL, CA 94912	SENIOR DIR/AD SALES 55.00	174,103.	12,138. 0
BRIAN CHAN P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR OF FINANCE 55.00	140,978.	25,472. 0
ERIC HESTENES P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR DEV & TECH 55.00	120,648.	21,254. 0
JANET RAY P.O. BOX 3494 SAN RAFAEL, CA 94912	SENIOR EDITOR 55.00	92,168.	9,826. 0
<u>TOTAL COMPENSATION</u>		<u>727,201.</u>	<u>89,943. 0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 12

<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	414,468.
PRICewaterhouseCOOPERS LLP 3 EMBARCADERO CENTER SAN FRANCISCO, CA 94111	AUDIT/TAX SERVICES	58,158.
BSG TALENT VENTURES 224 CLARENDON ST, STE 401 BOSTON, MA 02116	EXECUTIVE SEARCH	53,500.
	TOTAL COMPENSATION	<u>526,126.</u>



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

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF WASHINGTON P.O. BOX 257920 SEATTLE, WA 98195	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	825,000.
STANFORD UNIVERSITY SCALE 365 LASUEN ST. STANFORD, CA 94305	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	825,000.
BELLEVUE SCHOOLS FOUNDATION P.O. BOX 40644 BELLEVUE, WA 98015	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	150,000.
ENVISION SCHOOLS 111 MYRTLE ST, SUITE 203 OAKLAND, CA 94612	PC	ADVANCED PLACEMENT TEST FEES	131,603.
DES MOINES PUBLIC SCHOOLS 901 WALNUT STREET DES MOINES, IA 50309	PC	PROJECT BASED LEARNING, TRAINING AND IMPLEMENTATION	32,000.

TOTAL CONTRIBUTIONS PAID 1,963,603.

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STANFORD UNIVERSITY - SCALE 365 LASUEN ST. STANFORD, CA 94305	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	1,413,113.
UNIVERSITY OF WASHINGTON P.O. BOX 257920 SEATTLE, WA 98195	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	1,184,351.
BELLEVUE SCHOOLS FOUNDATION P.O. BOX 40644 BELLEVUE, IA 50309	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	180,510.
ENVISION SCHOOLS 111 MYRTLE ST, SUITE 203 OAKLAND, CA 94612	PC	ADVANCED PLACEMENT TEST FEES	23,840.
TOTAL CONTRIBUTIONS APPROVED			<u>2,801,814.</u>

