

**Return of Private Foundation**

**2016**

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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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**

**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.

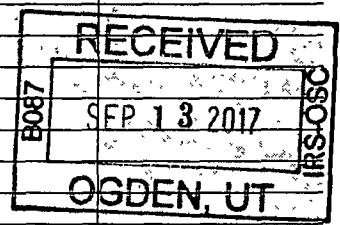
**G** Check all that apply  
 Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

**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) ▶ \$ **4,095,120.**

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

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	14,600,624.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments.				
4	Dividends and interest from securities	4,322.	4,322.	4,322.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) <b>ATCH 1</b>	642,797.	2,002.	640,604.	
12	<b>Total.</b> Add lines 1 through 11	15,247,743.	6,324.	644,926.	
13	Compensation of officers, directors, trustees, etc.	579,496.		14,808.	524,279.
14	Other employee salaries and wages	4,133,187.		263,335.	3,726,639.
15	Pension plans, employee benefits	1,250,016.		70,326.	1,197,303.
16a	Legal fees (attach schedule) <b>ATCH 2</b>	147,808.			155,402.
b	Accounting fees (attach schedule) <b>ATCH 3</b>	68,983.			71,335.
c	Other professional fees (attach schedule) [4]	2,781,731.		6,396.	2,916,703.
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	976.			
19	Depreciation (attach schedule) and depletion	61,627.			
20	Occupancy				
21	Travel, conferences, and meetings	291,686.		9,700.	295,621.
22	Printing and publications				
23	Other expenses (attach schedule) <b>ATCH 6</b>	1,370,854.		9,862.	1,401,295.
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23.	10,686,364.		374,427.	10,288,577.
25	Contributions, gifts, grants paid	3,644,844.			3,665,560.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	14,331,208.	0.	374,427.	13,954,137.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	916,535.			
b	Net investment income (if negative, enter -0-)		6,324.		
c	Adjusted net income (if negative, enter -0-)			270,499.	



Operating and Administrative Expenses SEP 18 2017

636 AB

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 . . . . .		2,392,004.	3,679,723.	3,679,723.				
	2	Savings and temporary cash investments . . . . .								
	3	Accounts receivable ▶ 99,101.								
		Less allowance for doubtful accounts ▶		217,444.	99,101.	99,101.				
	4	Pledges receivable ▶								
		Less allowance for doubtful accounts ▶								
	5	Grants receivable . . . . .		200,911.						
	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 . . . . .		21,209.	189,698.	189,698.				
	10a	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 ▶ 417,782.									
	Less accumulated depreciation (attach schedule) ▶ 291,184.		91,657.	126,598.	126,598.					
15	Other assets (describe ▶ )		244,568.							
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		3,167,793.	4,095,120.	4,095,120.					
Liabilities	17	Accounts payable and accrued expenses . . . . .		592,192.	609,784.					
	18	Grants payable . . . . .								
	19	Deferred revenue . . . . .		40,299.	33,499.					
	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) . . . . .		632,491.	643,283.						
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.									
	24	Unrestricted . . . . .		2,335,302.	3,451,837.					
	25	Temporarily restricted . . . . .		200,000.						
	26	Permanently restricted . . . . .								
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>									
	27	Capital stock, trust principal, or current funds . . . . .								
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .								
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .								
30	<b>Total net assets or fund balances</b> (see instructions), . . . . .		2,535,302.	3,451,837.						
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		3,167,793.	4,095,120.						

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 2,535,302.
2	Enter amount from Part I, line 27a. . . . .	2 916,535.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 3,451,837.
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 3,451,837.

**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)
1 a						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0- or Losses (from col (h))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a						
b						
c						
d						
e						
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2			
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3			

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.				
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))	
2015	12,873,887.	3,176,289.	4.053122	
2014	8,649,624.	1,250,283.	6.918133	
2013	6,809,072.	836,672.	8.138281	
2012	4,045,210.	489,918.	8.256912	
2011	3,912,451.	406,300.	9.629463	
2	Total of line 1, column (d)		2	36.995911
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	7.399182
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4	3,226,599.
5	Multiply line 4 by line 3.		5	23,874,193.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	63.
7	Add lines 5 and 6.		7	23,874,256.
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	14,050,704.

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

1a	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	126.
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	126.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	126.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . .	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 <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	126.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	
11	Enter the amount of line 10 to be: <b>Credited to 2017 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	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). . . . . 11 Yes No X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.EDUTOPIA.ORG 13 X
14 The books are in care of LILLY FU Telephone no 415-662-1614 Located at P.O. BOX 3494 SAN RAFAEL, CA ZIP+4 94912
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? X Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
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 2016? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? Yes No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2016 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 2016) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016? 4b X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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?  **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?  **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 7		579,496.	72,898.	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 8		733,263.	94,158.	0.

Total number of other employees paid over \$50,000.  **42**

**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 9		1,835,298.
Total number of others receiving over \$50,000 for professional services . . . . .		4

**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)	10,288,577.
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities . . . . .	1a	
b	Average of monthly cash balances . . . . .	1b	3,275,735.
c	Fair market value of all other assets (see instructions). . . . .	1c	
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	3,275,735.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	1e	
2	Acquisition indebtedness applicable to line 1 assets . . . . .	2	
3	Subtract line 2 from line 1d . . . . .	3	3,275,735.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	49,136.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,226,599.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	161,330.

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

1	Minimum investment return from Part X, line 6 . . . . .	1	
2a	Tax on investment income for 2016 from Part VI, line 5 . . . . .	2a	
b	Income tax for 2016 (This does not include the tax from Part VI). . . . .	2b	
c	Add lines 2a and 2b . . . . .	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	3	
4	Recoveries of amounts treated as qualifying distributions . . . . .	4	
5	Add lines 3 and 4. . . . .	5	
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 . . . . .	1a	13,954,137.
b	Program-related investments - total from Part IX-B . . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	2	96,567.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required) . . . . .	3a	
b	Cash distribution test (attach the required schedule) . . . . .	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	14,050,704.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) . . . . .	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	14,050,704.

**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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7 . . . . .				
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016.				
a From 2011 . . . . .				
b From 2012 . . . . .				
c From 2013 . . . . .				
d From 2014 . . . . .				
e From 2015 . . . . .				
f Total of lines 3a through e . . . . .				
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ \$ _____				
a Applied to 2015, 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 2016 distributable amount. . . . .				
e Remaining amount distributed out of corpus. . . . .				
5 Excess distributions carryover applied to 2016 . (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 2015 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017. . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .				
10 Analysis of line 9				
a Excess from 2012 . . . . .				
b Excess from 2013 . . . . .				
c Excess from 2014 . . . . .				
d Excess from 2015 . . . . .				
e Excess from 2016 . . . . .				

**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 2016, enter the date of the ruling . . . . . **08/30/1993**

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	161,330.	158,814.	62,514.	41,834.	424,492.
<b>b</b> 85% of line 2a . . . . .	137,131.	134,992.	53,137.	35,559.	360,819.
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	14,050,704.	12,873,887.	8,649,624.	6,809,072.	42,383,287.
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	3,665,560.	4,374,611.	2,119,961.	1,963,603.	12,123,735.
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	10,385,144.	8,499,276.	6,529,663.	4,845,469.	30,259,552.
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets. . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .	107,553.	105,876.	41,676.	27,889.	282,994.
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization. . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

GEORGE W. LUCAS, JR.

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail 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
a <i>Paid during the year</i>  ATCH 10				
<b>Total</b> ..... ▶ 3a				3,665,560.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other revenue (ROYALTY, OTHER INCOME), and Subtotal.

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

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

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

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

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

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

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

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] 8/22/17 VICE CHAIR/CFO

Paid Preparer Use Only section containing fields for Print/Type preparer's name (PAUL A RESHKE), Preparer's signature (Paul A. Reshke), Date (08/15/2017), 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**

▶ 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).

OMB No 1545-0047

**2016**

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

JSA  
6E1251 1 000

Name of organization **THE GEORGE LUCAS EDUCATIONAL FOUNDATION** Employer identification number

**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	\$ 14,600,000.	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	\$ 624.	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)
		\$	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

**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

**Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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	
_____		_____	
_____		_____	
_____		_____	
(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	
_____		_____	
_____		_____	
_____		_____	
(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	
_____		_____	
_____		_____	
_____		_____	
(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	
_____		_____	
_____		_____	
_____		_____	

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## PART I, LINE 19:

DESCRIPTION	DATE ACQUIRED	COST	ACCUMULATED DEPRECIATION	METHOD/LIFE	CURRENT YR DEPRECIATION
MACHINERY & EQUIPMENT	VARIOUS	225,407	(140,591)	SL/5 YR	21,972
EDP EQUIP.	VARIOUS	190,600	(148,818)	SL/3 YR	39,606
SOFTWARE	VARIOUS	1,775	(1,775)	SL/3 YR	49
TOTAL		417,782	(291,184)		61,627

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

DUE TO GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, THE BOOKS OF THE FOUNDATION REFLECT OCCUPANCY/RENT EXPENSE OF \$374,671. 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 IS DEDICATED TO TRANSFORMING KINDERGARTEN THROUGH 12TH-GRADE (K-12) EDUCATION SO ALL STUDENTS CAN THRIVE IN THEIR STUDIES, CAREERS, AND ADULT LIVES. GLEF FOCUSES ON PRACTICES AND PROGRAMS THAT HELP STUDENTS ACQUIRE AND EFFECTIVELY APPLY THE KNOWLEDGE, ATTITUDES, SKILLS AND BELIEFS TO ACHIEVE THEIR FULL POTENTIAL.

## 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; AND
- 2) FUNDING AND DEVELOPING RESEARCH TO IDENTIFY AND EVALUATE RIGOROUS PRACTICES FOR LEARNERS, EDUCATORS AND SCHOOLS.

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:

EDUTOPIA'S MISSION IS TO IMPROVE THE LEARNING EXPERIENCE FOR AMERICA'S STUDENTS BY BEING THE PREMIER SOURCE FOR TRUSTED INFORMATION, INSPIRATION, AND PRACTICAL STRATEGIES ABOUT WHAT WORKS IN K-12 EDUCATION. SUCCESS STORIES FEATURED ON THE EDUTOPIA.ORG WEB SITE, IN EDUTOPIA'S NEWSLETTER, AND ON SOCIAL MEDIA, SHOW WHAT EFFECTIVE LEARNING ENVIRONMENTS LOOK LIKE AND HOW OTHERS CAN ADAPT THEM LOCALLY.

IN 2016, THE GEORGE LUCAS EDUCATIONAL FOUNDATION EMBARKED ON A TWO-YEAR CAPACITY-BUILDING STRATEGIC PLAN TO STRENGTHEN ITS ABILITY TO FULFILL ITS MISSION. SPECIFIC ACTIVITIES INCLUDED STREAMLINING EDITORIAL, SOCIAL MEDIA AND PRODUCTION JOB FUNCTIONS (WHILE MAINTAINING CORE COMPETENCIES AROUND PRODUCING PRACTITIONER BLOGS AND SCHOOLS THAT WORK CASE STUDIES); EXPANDING THE SCOPE OF EDUTOPIA'S EDITORIAL COVERAGE; AND MODERNIZING TECHNOLOGY AND PUBLISHING PROCESSES. DURING 2016, EDUTOPIA.ORG AMPLIFIED ITS REACH AND IMPACT BY GROWING 14 PERCENT COMPARED TO THE PREVIOUS YEAR WITH A TOTAL OF MORE THAN 38.7 MILLION SESSIONS SERVED TO BOTH LOYAL AND NEW AUDIENCES WHO WERE SEEKING SOLUTIONS FOR IMPROVING EDUCATION. ADDITIONALLY, DURING THIS TIME, EDUTOPIA CONTINUED A STRONG SOCIAL MEDIA PRESENCE ESPECIALLY ON FACEBOOK, WHERE EDUTOPIA REACHED 9.6 MILLION PEOPLE PER MONTH ON AVERAGE, SURPASSED 1 MILLION FANS, AND EARNED A HIGH QUALITY RATING OF 4.7 ON A 5-POINT SCALE. EDUTOPIA'S SOCIAL REACH AND ENGAGEMENT INCLUDES 900,000 TWITTER FOLLOWERS IN ADDITION TO USERS ON YOUTUBE, PINTEREST, AND OTHER SOCIAL SITES. OF 9,555 EDUTOPIA SURVEY RESPONDENTS IN 2016, 87 PERCENT AGREED THAT EDUTOPIA HAD INCREASED THEIR KNOWLEDGE OF EFFECTIVE MODELS IN EDUCATION AND 94 PERCENT STATED THAT THEY HAVE USED ONE OR MORE EDUTOPIA RESOURCES.

## LUCAS EDUCATION RESEARCH:

LUCAS EDUCATION RESEARCH'S MISSION IS TO BUILD THE EVIDENCE BASE FOR BEST PRACTICES THAT PROFOUNDLY AND POSITIVELY IMPACT THE COURSE OF LEARNING AND LIFELONG ACHIEVEMENT.

IN 2016, LUCAS EDUCATION RESEARCH (LER) MADE SIGNIFICANT PROGRESS, EXPANDING RESEARCH PARTNERSHIPS TO BUILD OUT THE EVIDENCE BASE FOR RIGOROUS PROJECT BASED LEARNING IN SEVEN GRADUATE SCHOOLS OF EDUCATION AND MULTIPLE EDUCATION-RELATED NON-PROFIT FIRMS. THESE RESEARCH COLLABORATIONS INCLUDE WORK UNDERWAY IN SCIENCE, SOCIAL STUDIES, LITERACY, AND MATHEMATICS ACROSS ALL SCHOOL LEVELS. IN TOTAL, LER MANAGED NINE GRANTS AND SEVEN LARGE CONTRACTS THAT TOUCHED APPROXIMATELY 150

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

TEACHERS AND OVER 4,000 STUDENTS IN 28 STATES.

SOME HIGHLIGHTS OF OUR 2016 ACCOMPLISHMENTS INCLUDE THE FOLLOWING: 1.) LAUNCHED A NATIONAL RANDOMIZED CONTROL TRIAL STUDY IN FIVE LARGE URBAN DISTRICTS AND 72 HIGH SCHOOLS; 2.) EXPANDED MIDDLE-GRADES PARTNERSHIPS TO INCLUDE THE DESIGN AND STUDY OF AN EIGHTH-GRADE INTEGRATED SOCIAL STUDIES AND LITERACY COURSE AND THE FULL BUILD OUT OF SCIENCE COURSES FOR ALL GRADES 6-8; 3.) EXPANDED THE LER RESEARCH PORTFOLIO TO INCLUDE THE INITIAL STUDY AND CONCEPTUALIZATION OF CORE TEACHING PRACTICES FOR PROJECT-BASED LEARNING; AND 4.) LAUNCHED A REVISED VERSION OF AN ONLINE CURRICULUM PORTAL THAT HOUSES THREE FULL-YEAR PROJECT BASED ADVANCED PLACEMENT COURSES.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
EDUTOPIA ADVERTISING REVENUE	638,602.		638,602.
ROYALTY	2,002.	2,002.	2,002.
REGISTRATION FEE REFUND	2,193.		
TOTALS	<u>642,797.</u>	<u>2,002.</u>	<u>640,604.</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>
COBALT LLP	1,878.			1,974.
DELANGES, LINDER & DUEY, LLP	35,515.			37,340.
LAW OFFICE OF STACY E. DON	1,738.			1,827.
SHARTSIS FRIESE LLP	17,873.			18,791.
MORRISON AND FOERSTER LLP	90,804.			95,470.
TOTALS	<u>147,808.</u>			<u>155,402.</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	68,983.			71,335.
TOTALS	<u>68,983.</u>			<u>71,335.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL 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>
BUCK INSTITUTE FOR EDUCATION	850,000.		1,954.	891,243.
HR OPTIONS INC.	416,610.		958.	436,824.
RTI INTERNATIONAL	214,269.		493.	224,666.
VOX TELEVISION INC.	181,937.		418.	190,764.
SRI INTERNATIONAL	172,482.		397.	180,851.
FORMATIVE	106,646.		245.	111,821.
SESO MEDIA GROUP LLC	80,167.		184.	84,057.
MISHPOOKAH ENTERTAINMENT GROUP	54,854.		126.	57,516.
RMC RESEARCH CORPORATION	52,451.		121.	54,996.
FORT BAKER RETREAT SUBTENANT	40,819.		94.	42,800.
ABD SHARED HR	37,105.		85.	38,905.
SPARKS, KARISSA	36,000.		83.	37,747.
BIOLOGICAL SCIENCES CURRICULUM	32,380.		74.	33,951.
COLLECTIVE HUNCH	25,904.		60.	27,160.
HORIZON RESEARCH INC.	25,625.		59.	26,868.
UNCOMMON, INC.	24,292.		56.	25,471.
GOTT ADVERTISING	23,081.		53.	24,201.
GRAF VAN & STORAGE INC.	22,341.		51.	23,425.
LEARNING IN MOTION, INC.	21,000.		48.	22,019.
LULLABOT, INC.	20,230.		47.	21,212.
DAMON HENNESSEY INC.	18,555.		43.	19,455.
KADERA, MARY	18,178.		42.	19,060.
CURIOSITY PACK LLC	18,000.		41.	18,873.
MALLIMSON MEDIA	18,000.		41.	18,873.
ARMANINO LLP	17,020.		39.	17,846.
EVANS WOOLFE MEDIA LTD	16,285.		37.	17,075.
ADDY-KASSOVA AUDIENCE STRATEGY	15,700.		36.	16,462.
BEIGHLEY, MATTHEW	15,000.		34.	15,728.
GRIFFIN STRATEGY GROUP	14,875.		34.	15,597.
DAYTON, TODD	14,700.		34.	15,413.
PRODUCTION TRANSCRIPTS INC	13,215.		30.	13,857.
HESS, NICHOLAS DOROUGH	12,600.		29.	13,211.

ATTACHMENT 4 (CONT'D)

FORM 990PF, PART I - OTHER PROFESSIONAL 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>
PILOTHOUSE	12,524.		29.	13,131.
SQUARE PICTURES INC.	10,000.		23.	10,485.
TOTAL OF PROF'L SVCS < \$10,000	128,886.		298.	135,140.
TOTALS	<u>2,781,731.</u>		<u>6,396.</u>	<u>2,916,703.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
PROPERTY TAXES	976.
TOTALS	<u>976.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INSURANCE PREMIUMS	29,006.		29,006.
BANK CHARGES	11,113.		11,113.
BARTERED EXPENSE	15,000.		15,000.
OPERATING MATERIALS & SUPPLIES	36,517.	898.	36,736.
FURNITURE AND EQUIPMENT	61,176.	471.	58,777.
EMPLOYEE RECRUITING	5,924.		5,829.
ADVERTISING AND PROMOTION	790,901.	2,543.	801,382.
HONORARIA AND STIPENDS	6,132.		6,632.
REPAIR AND MAINTENANCE	7,617.		7,533.
EQUIPMENT & FACILITIES RENTAL	1,049.		1,049.
TELEPHONE AND WIFI ACCESS	20,337.	1,807.	19,087.
WEB APPS, DUES, FEES, LICENSES	355,325.	4,143.	378,416.
POSTAGE AND DELIVERY	15,043.		15,021.
EXPENSES PAID FOR NON-STAFF	15,714.		15,714.
<b>TOTALS</b>	<u>1,370,854.</u>	<u>9,862.</u>	<u>1,401,295.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GEORGE W LUCAS JR P.O. BOX 3494 SAN RAFAEL, CA 94912	CHAIRMAN 1.00	0.	0.	0.
STEPHEN D ARNOLD P.O. BOX 3494 SAN RAFAEL, CA 94912	VICE-CHAIR/CFO 7.00	0.	0.	0.
MARSHALL TURNER P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
ANDREA WISHOM 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.

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

ATTACHMENT 7 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KATE NYEGAARD P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
MELLODY HOBSON P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
CYNTHIA JOHANSON IRISH P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR/EDUTOPIA EXEC. DIR. 55.00	295,696.	36,432.	0.
KRISTIN DE VIVO P.O. BOX 3494 SAN RAFAEL, CA 94912	SECRETARY/LER EXEC. DIRECTOR 55.00	283,800.	36,466.	0.
<u>GRAND TOTALS</u>		<u>579,496.</u>	<u>72,898.</u>	<u>0.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 8

<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>
STEPHEN MERRILL P.O. BOX 3494 SAN RAFAEL, CA 94912	EXECUTIVE PRODUCER 55.00	160,210.	17,267. 0.
ANGELA DEBARGER P.O. BOX 3494 SAN RAFAEL, CA 94912	LER SR PRGRM OFFICER 55.00	152,834.	22,069. 0.
ERIC HESTENES P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR DEV & TECH 55.00	151,244.	19,490. 0.
BRIAN CHAN P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR OF FINANCE 55.00	144,048.	14,270. 0.
CHARLES FESKO P.O. BOX 3494 SAN RAFAEL, CA 94912	SENIOR DIR/AD SALES 55.00	124,927.	21,062. 0.
	<u>TOTAL COMPENSATION</u>	<u>733,263.</u>	<u>94,158. 0.</u>



990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BUCK INSTITUTE FOR EDUCATION 18 COMMERCIAL BLVD. NOVATO, CA 94949	PROGRAM DEVELOPMENT	850,000.
HR OPTIONS 1401 WILLOW PASS ROAD CONCORD, CA 94520	STAFF SERVICE	416,610.
RTI INTERNATIONAL 3040 CORNWALLIS ROAD RESEARCH TRIANGLE PARK, NC 27709-2194	WEBSITE DEVELOPMENT	214,269.
VOX TELEVISION 50 HUNT STREET WATERTOWN, MA 02472	VIDEO PRODUCTION	181,937.
SRI INTERNATIONAL 333 RAVENSWOOD AVE. AG032 MENLO PARK, CA 94025	PROGRAM DEVELOPMENT	172,482.
	TOTAL COMPENSATION	<u>1,835,298.</u>

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF SOUTHERN CALIFORNIA 3720 SOUTH FLOOR STREET, 3RD FLOOR LOS ANGELES, CA 90089-0701	PC	PROJECT BASED LEARNING KNOWLEDGE IN ACTION INSTRUCTION COURSES: U.S GOVERNMENT AND POLITICS AND ENVIRONMENTAL SCIENCE	1,076,505.
MICHIGAN STATE UNIVERSITY INSTITUTE FOR RESEARCH ON TEACHING AND LEARNING 620 FARM LANE, ERICKSON HALL, ROOM 211 EAST LANSING, MI 48824	PC	PROJECT BASED LEARNING 3RD AND 4TH GRADE INTERDISCIPLINARY COURSES: DESIGN, DEVELOPMENT, AND EVALUATION	825,067.
UNIVERSITY OF COLORADO 3100 MARINE STREET, 572 UCB BOULDER, CO 80309	PC	PROJECT BASED LEARNING 9TH GRADE COURSE IN ENGLISH LANGUAGE ARTS: DESIGN, DEVELOPMENT, AND EVALUATION	766,406.
EDUCURIOS 2825 EASTLAKE AVENUE EAST, SUITE 210 SEATTLE, WA 98102	PC	PROJECT BASED LEARNING 8TH GRADE COURSE IN SOCIAL STUDIES: DESIGN AND DEVELOPMENT	254,997.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET, ROOM P-221 PHILADELPHIA, PA 19104-6205	PC	PROJECT BASED LEARNING TEACHING CORE PRACTICES FRAMEWORK	250,000.
STANFORD UNIVERSITY 365 LASUEN STREET STANFORD, CA 94305	PC	PROJECT BASED LEARNING 6TH GRADE COURSES IN MATH AND SCIENCE: DESIGN, DEVELOPMENT, AND EVALUATION	247,585.

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

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

UNIVERSITY OF WASHINGTON  
PO BOX 257920  
SEATTLE, WA 98195-7920

GOV

PROJECT BASED LEARNING ADVANCED PLACEMENT PHYSICS  
COURSE: DESIGN AND DEVELOPMENT

200,000.

ISKME  
2275 EL CAMINO REAL  
PALO ALTO, CA 94306

PC

PROJECT BASED LEARNING VIRTUAL COMMUNITY  
ANALYSIS

45,000.

TOTAL CONTRIBUTIONS PAID

3,665,560.