

Form **990-PF**

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Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation THE GEORGE LUCAS EDUCATIONAL FOUNDATION		A Employer identification number 68-0065687
Number and street (or P O box number if mail is not delivered to street address) Room/suite		B Telephone number (see instructions) (415) 662-1600
P.O. BOX 3494 City or town, state or province, country, and ZIP or foreign postal code SAN RAFAEL, CA 94912		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
H Check type of organization		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,725,557.		
J Accounting method		
<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	14,420,530.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances [1]				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH. 1	118,398.	556.	118,032.	
12	Total. Add lines 1 through 11	14,538,928.	556.	118,032.	
13	Compensation of officers, directors, trustees, etc.	599,344.			599,344.
14	Other employee salaries and wages	3,453,026.		55,725.	3,047,953.
15	Pension plans, employee benefits	987,433.			958,955.
16a	Legal fees (attach schedule) ATCH. 2	130,235.			114,424.
b	Accounting fees (attach schedule) ATCH. 3	68,235.			68,235.
c	Other professional fees (attach schedule) [4]	3,312,956.		500.	3,139,157.
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	1,484.			
19	Depreciation (attach schedule) and depletion	59,039.			
20	Occupancy				
21	Travel, conferences, and meetings	274,640.			267,918.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH. 6	1,014,147.		371.	938,029.
24	Total operating and administrative expenses. Add lines 13 through 23.	9,900,539.		56,596.	9,134,015.
25	Contributions, gifts, grants paid	4,077,722.			4,078,210.
26	Total expenses and disbursements. Add lines 24 and 25	13,978,261.	0.	56,596.	13,212,225.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	560,667.			
b	Net investment income (if negative, enter -0-)		556.		
c	Adjusted net income (if negative, enter -0-)			61,436.	

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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		3,679,723.	4,619,669.	4,619,669.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less allowance for doubtful accounts		99,101.		
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	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		189,698.	15,756.	15,756.
	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	440,355.				
	Less accumulated depreciation (attach schedule)	350,223.	126,598.	90,132.	90,132.	
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		4,095,120.	4,725,557.	4,725,557.	
Liabilities	17	Accounts payable and accrued expenses		609,784.	713,053.	
	18	Grants payable				
	19	Deferred revenue		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	Total liabilities (add lines 17 through 22)		643,283.	713,053.		
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		3,451,837.	3,721,654.	
	25	Temporarily restricted			290,850.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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	Total net assets or fund balances (see instructions)		3,451,837.	4,012,504.		
31	Total liabilities and net assets/fund balances (see instructions)		4,095,120.	4,725,557.		

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	3,451,837.
2	Enter amount from Part I, line 27a	2	560,667.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	4,012,504.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,012,504.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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) FMV 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 doesn't 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))	
2016	14,050,704.	3,226,599.	4.354648	
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	
2 Total of line 1, column (d)			2	31.721096
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3	6.344219
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4	4,077,522.
5 Multiply line 4 by line 3.			5	25,868,693.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6	6.
7 Add lines 5 and 6.			7	25,868,699.
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	13,234,797.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 11, with 1 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes and No. Includes questions about political influence, tax returns, and substantial contributors.

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 2017, 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
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 2017? 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2017 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 2017) 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 2017? 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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/>		
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?	<input type="checkbox"/>	Yes	<input type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> 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		599,344.	78,917.	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		797,670.	107,746.	0.

Total number of other employees paid over \$50,000. 26

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		2,062,993.
Total number of others receiving over \$50,000 for professional services		6

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 AND LUCAS EDUCATION RESEARCH. (SEE ATTACHMENT)	
	9,156,587.
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	4,139,616.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	4,139,616.
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	4,139,616.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	62,094.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,077,522.
6	Minimum investment return. Enter 5% of line 5	6	203,876.

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 2017 from Part VI, line 5	2a	
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	13,212,225.
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	22,572.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	13,234,797.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b See instructions	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,234,797.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____				
a Applied to 2016, 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 2017 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				
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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	61,436.	161,330.	158,814.	62,514.	444,094.
b 85% of line 2a	52,221.	137,131.	134,992.	53,137.	377,481.
c Qualifying distributions from Part XII, line 4 for each year listed	13,234,797.	14,050,704.	12,873,887.	8,649,624.	48,809,012.
d Amounts included in line 2c not used directly for active conduct of exempt activities	4,078,210.	3,665,560.	4,374,611.	2,119,961.	14,238,342.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	9,156,587.	10,385,144.	8,499,276.	6,529,663.	34,570,670.
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	135,917.	107,553.	105,876.	41,676.	391,022.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

GEORGE W. LUCAS, JR.

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

N/A

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

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

a The name, address, and telephone number or email 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				
Total ▶ 3a				4,078,210.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

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

Schedule of Contributors

2017

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

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).

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	\$ 13,820,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	CHAN ZUCKERBERG INITIATIVE 435 TASSO STREET PALO ALTO, CA 94301	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	THE WILLIAM & FLORA HEWLETT FOUNDATION 2121 SAND HILL ROAD MENLO PARK, CA 94025	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	OTHER PUBLIC CONTRIBUTIONS <\$5,000 P.O. BOX 3494 SAN RAFAEL, CA 94912	\$ 530.	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)

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
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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	225,408	(168,006)	SL/5 YR	27,414
EDP EQUIP.	VARIOUS	213,172	(180,442)	SL/3 YR	31,625
SOFTWARE	VARIOUS	1,775	(1,775)	SL/3 YR	0
TOTAL		440,355	(350,223)		59,039

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 \$325,458. 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.

THROUGH THE YEARS, EDUTOPIA HAS PURSUED A WIDE RANGE OF ACTIVITIES THAT HAVE LED TO ITS GROWTH AS ONE OF AMERICA'S TRUSTED SOURCES OF STORIES THAT SHOW WHAT EFFECTIVE LEARNING AND TEACHING ENVIRONMENTS LOOK LIKE-SO OTHERS CAN ADOPT BEST PRACTICES IN SCHOOLS AND DISTRICTS. IN 2017, WITH AN AVERAGE MONTHLY REACH OF MORE THAN 10 MILLION ACROSS EDUTOPIA'S WEBSITE, SOCIAL MEDIA PLATFORMS, AND WEEKLY NEWSLETTER, WE CONTINUED TO PROVIDE EVIDENCE-BASED INFORMATION AND THOUGHTFUL PERSPECTIVE TO EMPOWER TEACHERS, SCHOOL ADMINISTRATORS, ACTIVE PARENTS AND OTHERS WHO WANT TO TRANSFORM SCHOOLS. WE CONTINUED TO MODERNIZE EDUTOPIA.ORG, INTRODUCING A NEW MOBILE-FRIENDLY DESIGN, DE-CLUTTERING OUR USER EXPERIENCE, AND REBUILDING OUR CONTENT MANAGEMENT SYSTEMS TO DISTRIBUTE CONTENT MORE EFFICIENTLY AND REDUCE INTERNAL MAINTENANCE COSTS. WE ALSO WORKED WITH NOTABLE PARTNERS SUCH AS THE NATIONAL COMMISSION ON SOCIAL, EMOTIONAL AND ACADEMIC DEVELOPMENT TO PRODUCE AN IN-DEPTH MULTIMEDIA SERIES SHOWCASING EXEMPLARY SCHOOLS IN NASHVILLE, TENNESSEE, WITH A FOCUS ON THE WHOLE CHILD AS AN INDIVIDUAL WITH SOCIAL AND EMOTIONAL AS WELL AS ACADEMIC NEEDS.

LUCAS EDUCATION RESEARCH:

AT LUCAS EDUCATION RESEARCH, WE BELIEVE AUTHENTIC, CHALLENGING, AND ACTIVE LEARNING EXPERIENCES OPTIMIZE OPPORTUNITIES FOR ALL STUDENTS TO PRODUCTIVELY PARTICIPATE AND LEARN IN AN INCREASINGLY DIVERSE AND DYNAMIC SOCIETY.

IN 2017, THE MAJORITY OF OUR RESEARCH ATTENDED TO THE ONGOING FUNDING AND COLLABORATION RELATED TO BUILDING EVIDENCE TO SUPPORT RIGOROUS PROJECT-BASED LEARNING IN K-12 SCHOOLS. SIX PARTNERSHIPS REPRESENTED ONGOING WORK, WHILE ANOTHER THREE PROJECTS WERE NEWLY ADDED TO THE PORTFOLIO. EXISTING PARTNERSHIPS FOCUSED ON BUILDING AN EVIDENCE BASE THROUGH THREE PHASES OF RESEARCH: DEVELOPMENT, REPLICATION, AND VALIDATION. TWO PARTNERSHIPS RELEASED SIGNIFICANT AND POSITIVE FINDINGS THAT DEMONSTRATED: (1) CLOSING OF THE ACHIEVEMENT GAP FROM LOW- VERSUS HIGH-INCOME SCHOOLS IN MICHIGAN AND (2) INCREASES IN LANGUAGE PROFICIENCY FOR ENGLISH LEARNERS IN THE BAY AREA. OTHER PARTNERSHIPS IN CALIFORNIA, COLORADO, MICHIGAN, PENNSYLVANIA, WISCONSIN, AND WASHINGTON DEVELOPED AND

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

REFINED PROJECT-BASED COURSES IN PREPARATION FOR MORE RIGOROUS RESEARCH IN 2018.

THESE RESEARCH COLLABORATIONS INCLUDE WORK UNDERWAY IN SCIENCE, SOCIAL STUDIES AND LITERACY ACROSS ALL SCHOOL LEVELS. IN TOTAL, LER MANAGED THIRTEEN GRANTS AND SEVEN CONTRACTS THAT TOUCHED APPROXIMATELY 250 TEACHERS AND OVER 12,000 STUDENTS IN 33 STATES.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
EDUTOPIA ADVERTISING REVENUE	117,476.		117,476.
ROYALTY	556.	556.	556.
REGISTRATION FEE REFUND	366.		
TOTALS	<u>118,398.</u>	<u>556.</u>	<u>118,032.</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>
OGLETREE, DEAKINS, NASH, SMOAK	2,450.			2,152.
DELANGES, LINDER & DUEY, LLP	14,195.			12,472.
SHARTSIS FRIESE LLP	17,135.			15,055.
MORRISON AND FOERESTER LLP	96,455.			84,745.
TOTALS	<u>130,235.</u>			<u>114,424.</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	68,235.			68,235.
TOTALS	<u>68,235.</u>			<u>68,235.</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>
LULLABOT, INC.	700,048.		663,324.
HR OPTIONS INC.	520,510.		493,204.
BUCK INSTITUTE FOR EDUCATION	343,346.		325,334.
VOX TELEVISION INC.	268,502.		254,417.
RMC RESEARCH GROUP	230,587.		218,491.
RTI INTERNATIONAL	203,166.		192,508.
SPARKS, KARISSA	180,700.		171,221.
SRI INTERNATIONAL	132,768.		125,803.
BIOLOGICAL SCI. CURRIC. STUDY FORMATIVE	108,536.		102,842.
	73,730.		69,862.
ABD SHARED HR	60,120.		56,966.
LEARNING IN MOTION, INC.	36,715.		34,789.
AMUNDSON FILMS	35,526.		33,662.
KADERA, MARY	31,943.		30,267.
MOBILE DIGITAL ARTS	30,577.		28,973.
CURIOSITY PACK LLC	30,000.		28,426.
DAYTON, TODD	28,700.		27,194.
GRIFFIN STRATEGY GROUP	25,025.		23,712.
ROKU	25,000.		23,689.
FORGEAHEAD SOLUTIONS, INC.	24,500.		23,214.
PILOTHOUSE	23,029.		21,821.
SOCIAL FLOW	20,000.		18,951.
GOTT ADVERTISING, LLC	19,650.		18,619.
CMS, INC.	18,000.		17,056.
SANDSTORM DESIGN INC.	16,500.		15,634.
ARMANINO LLP	13,365.		12,664.
URBAN JUNGLE FILMS INC.	10,500.		9,949.
TOTAL OF PROF'L SVCS < \$10,000	101,913.	500.	96,565.
TOTALS	3,312,956.	500.	3,139,157.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
PROPERTY TAXES	1,484.
TOTALS	<u>1,484.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INSURANCE PREMIUMS	46,961.		28,857.
BANK CHARGES	8,779.		8,779.
OPERATING MATERIALS & SUPPLIES	21,673.		19,796.
FURNITURE AND EQUIPMENT	10,733.		8,082.
EMPLOYEE RECRUITING	1,597.		1,402.
ADVERTISING AND PROMOTION	498,731.		474,381.
HONORARIA AND STIPENDS	2,500.		2,500.
BOARD OF DIRECTORS EXPENSE	1,200.		1,200.
REPAIR AND MAINTENANCE	7,032.		6,493.
TELEPHONE & WIFI ACCESS	16,822.	371.	15,722.
WEB APPS, DUES, FEES, LICENSES	343,373.		318,078.
POSTAGE AND DELIVERY	6,485.		6,083.
EXPENSES PAID FOR NON-STAFF	10,261.		8,656.
CONTINGENCY	35,000.		35,000.
EDUCATIONAL ORG. ASSISTANCE	3,000.		3,000.
TOTALS	<u>1,014,147.</u>	<u>371.</u>	<u>938,029.</u>

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

ATTACHMENT 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.

ATTACHMENT 7 (CONT'D)

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

<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	305,936.	43,875.	0.
KRISTIN DE VIVO P.O. BOX 3494 SAN RAFAEL, CA 94912	SECRETARY/LER EXEC. DIRECTOR 55.00	293,408.	35,042.	0.
<u>GRAND TOTALS</u>		<u>599,344.</u>	<u>78,917.</u>	<u>0.</u>

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

ATTACHMENT 8

CONTRIBUTIONS EXPENSE ACCT
TO EMPLOYEE AND OTHER
BENEFIT PLANS ALLOWANCES

TITLE AND AVERAGE
HOURS PER WEEK
DEVOTED TO POSITION COMPENSATION

NAME AND ADDRESS

33,417. 0.

185,419.

SR. DIR., FIN.&ADMIN
55.00

LILLY FU
P.O. BOX 3494
SAN RAFAEL, CA 94912

12,522. 0.

178,836.

EXECUTIVE PRODUCER
55.00

STEPHEN MERRILL
P.O. BOX 3494
SAN RAFAEL, CA 94912

21,771. 0.

164,718.

DIRECTOR ENGINEERING
55.00

ERIC HESTENES
P.O. BOX 3494
SAN RAFAEL, CA 94912

25,552. 0.

134,953.

DIR. OF PROF DVLPMNT
55.00

NATHAN WARNER
P.O. BOX 3494
SAN RAFAEL, CA 94912

14,484. 0.

133,744.

SR. PROGRAM OFFICER
55.00

ANGELA DEBARGER
P.O. BOX 3494
SAN RAFAEL, CA 94912

TOTAL COMPENSATION 797,670. 107,746. 0.

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
LULLABOT P.O. BOX 417568 BOSTON, MA 02241	SOFTWARE DEVELOPMENT	700,048.
HR OPTIONS 1401 WILLOW PASS ROAD CONCORD, CA 94520	STAFF SERVICE	520,510.
BUCK INSTITUTE FOR EDUCATION 3 HAMILTON LANDING, STE 220 NOVATO, CA 94949	PROGRAM DEVELOPMENT	343,346.
VOX TELEVISION 50 HUNT STREET WATERTOWN, MA 02472	VIDEO PRODUCTION	268,502.
RMC RESEARCH GROUP 1115 W. COLUMBIA STREET, STE 1030 PORTLAND, OR 97201	CONSULTING & RSCH	230,587.
	TOTAL COMPENSATION	<u>2,062,993.</u>

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

ATTACHMENT 10

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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	1,200,000.
UNIVERSITY OF SOUTHERN CALIFORNIA 3720 SOUTH FLOWER ST 3RD FLOOR LOS ANGELES, CA 90089-0701	PC	PROJECT BASED LEARNING KNOWLEDGE IN ACTION INSTRUCTION COURSES, U S GOVERNMENT AND POLITICS AND ENVIRONMENTAL SCIENCE	723,494
STANFORD UNIVERSITY 365 LASUEN STREET STANFORD, CA 94305	PC	PROJECT BASED LEARNING 6TH GRADE COURSES IN MATH AND SCIENCE. DESIGN, DEVELOPMENT, AND EVALUATION	602,322
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT ST , ROOM P-221 PHILADELPHIA, PA 19104-6205	PC	PROJECT BASED LEARNING TEACHING CORE PRACTICES FRAMEWORK	462,652.
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	355,284.
EDUCURIUS 2825 EASTLAKE AVENUE EAST, SUITE 210 SEATTLE, WA 98102	PC	PROJECT BASED LEARNING 8TH GRADE COURSE IN SOCIAL STUDIES DESIGN AND DEVELOPMENT	185,000.

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

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF SOUTHERN CALIFORNIA 3720 SOUTH FLOWER ST. 3RD FLOOR LOS ANGELES, CA 90089-0701	PC	PROJECT BASED LEARNING MATURATION STUDY OF KNOWLEDGE IN ACTION INSTRUCTION COURSES. U.S GOVERNMENT AND POLITICS AND ENVIRONMENTAL SCIENCE	145,217.
MICHIGAN STATE UNIVERSITY INSTITUTE FOR RESEARCH ON TEACHING AND LEARNING 620 FARM LANE, ERICKSON HALL, ROOM 211 EAST LANSING, MI 48824	PC	5TH GRADE ENGINEERING COURSE DESIGN, DEVELOPMENT, AND EVALUATION	100,000.
UNIVERSITY OF WASHINGTON PO BOX 257920 SEATTLE, WA 98195-7920	GOV	PROJECT BASED LEARNING ADVANCED PLACEMENT PHYSICS COURSE: DESIGN AND DEVELOPMENT	95,000.
ISKME 2275 EL CAMINO REAL PALO ALTO, CA 94306	PC	PROJECT BASED LEARNING VIRTUAL COMMUNITY ANALYSIS	88,800
SAN FRANCISCO UNIFIED SCHOOL DISTRICT 25TH AVENUE SAN FRANCISCO, CA 94121	GOV	PROJECT BASED LEARNING MIDDLE SCHOOL SCIENCE IMPLEMENTATION IN DISTRICT	70,441.
HIGH TECH HIGH GRADUATE SCHOOL OF EDUCATION 2150 CRUSHING ROAD SAN DIEGO, CA 92106	GOV	STUDENT VOICE FELLOWSHIP. STUDY OF STUDENT VOICE IN PBL CLASROOMS	10,000.

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF COLORADO 3100 MARINE STREET, 572 UCB BOULDER, CO 80309	PC	STUDENT VOICE FELLOWSHIP. STUDY OF STUDENT VOICE IN PBL CLASROOMS	10,000
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT ST., ROOM P-221 PHILADELPHIA, PA 19104-6205	PC	STUDENT VOICE FELLOWSHIP STUDY OF STUDENT VOICE IN PBL CLASROOMS	10,000
UNIVERSITY OF WASHINGTON PO BOX 257920 SEATTLE, WA 98195-7920	GOV	STUDENT VOICE FELLOWSHIP STUDY OF STUDENT VOICE IN PBL CLASROOMS	10,000
UNIVERSITY OF WISCONSIN-MADISON 21 N PARK STREET, SUITE 6401 MADISON, WI 53715-1218	PC	STUDENT VOICE FELLOWSHIP STUDY OF STUDENT VOICE IN PBL CLASROOMS	10,000.
TOTAL CONTRIBUTIONS PAID			<u>4,078,210.</u>