

Return of Private Foundation

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.  
Go to www.irs.gov/Form990PF for instructions and the latest information.

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation THE GEORGE LUCAS EDUCATIONAL FOUNDATION  
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 3494  
Room/suite  
City or town, state 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, Final return, Address change, Initial return of a former public charity, Amended return, Name change.  
H Check type of organization: [X] Section 501(c)(3) exempt private foundation, [ ] Section 4947(a)(1) nonexempt charitable trust, [ ] Other taxable private foundation 03  
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,026,623.  
J Accounting method: [ ] Cash, [X] Accrual, [ ] Other (specify)

3/3

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03

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)	10,445,332.			
2 Check [ ] if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 1	770.	770.	770.	
12 Total. Add lines 1 through 11	10,446,102.	770.	770.	
13 Compensation of officers, directors, trustees, etc.	618,446.			618,446.
14 Other employee salaries and wages	2,818,381.			2,588,550.
15 Pension plans, employee benefits	901,072.			803,788.
16a Legal fees (attach schedule) ATCH 2	101,839.			76,779.
b Accounting fees (attach schedule) ATCH 3	60,233.			60,233.
c Other professional fees (attach schedule) [4]	2,039,713.			1,962,184.
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion	39,272.			
20 Occupancy				
21 Travel, conferences, and meetings	168,167.			160,957.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	889,091.			689,935.
24 Total operating and administrative expenses. Add lines 13 through 23.	7,636,214.			6,960,872.
25 Contributions, gifts, grants paid	3,500,537.			3,100,537.
26 Total expenses and disbursements. Add lines 24 and 25	11,136,751.	0.	0.	10,061,409.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-690,649.			
b Net investment income (if negative, enter -0-)		770.		
c Adjusted net income (if negative, enter -0-)			770.	

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OSC-SP  
Revenue  
01/2020

Operating and Administrative Expenses  
SCANNED JAN 19 2022

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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 . . . . .	4,792,495.	4,853,485.	4,853,485.
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	1,393.		
	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 . . . . .	43,930.	105,100.	105,100.
	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 ▶ 468,056.				
	Less accumulated depreciation ▶ (attach schedule) 400,018.	62,814.	68,038.	68,038.	
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	4,900,632.	5,026,623.	5,026,623.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	489,520.	906,160.	
	18	Grants payable . . . . .		400,000.	
	19	Deferred revenue . . . . .			
	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) . . . . .	489,520.	1,306,160.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 24, 25, 29, and 30.				
	24	Net assets without donor restrictions . . . . .	4,411,112.	3,596,719.	
	25	Net assets with donor restrictions . . . . .		123,744.	
	Foundations that do not follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 26 through 30.				
	26	Capital stock, trust principal, or current funds . . . . .			
	27	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	28	Retained earnings, accumulated income, endowment, or other funds . .			
	29	<b>Total net assets or fund balances</b> (see instructions) . . . . .	4,411,112.	3,720,463.	
30	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,900,632.	5,026,623.		

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 29 (must agree with end-of-year figure reported on prior year's return) . . . . .	1 4,411,112.
2	Enter amount from Part I, line 27a . . . . .	2 -690,649.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 3,720,463.
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 29 . . . .	6 3,720,463.

**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			(i) 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))
2018	11,222,794.	4,874,610.	2.302296
2017	13,234,797.	4,077,522.	3.245794
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
2 Total of line 1, column (d)			20.873993
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			4.174799
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			5,157,556.
5 Multiply line 4 by line 3.			21,531,760.
6 Enter 1% of net investment income (1% of Part I, line 27b).			8.
7 Add lines 5 and 6			21,531,768.
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			10,105,905.

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 categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total tax due is 15.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 regarding controlled entities, distributions, public inspection, books in care, and foreign accounts.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b regarding disqualifying acts, tax on failure to distribute income, and business enterprise interest.

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

<b>5a</b> During the year, did the foundation pay or incur any amount to		<b>Yes</b>	<b>No</b>		<b>Yes</b>	<b>No</b>
(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>b</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.					<b>5b</b>	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>					
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	<input type="checkbox"/>	Yes	<input type="checkbox"/>	No		
<b>6a</b> 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>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870					<b>6b</b>	X
<b>7a</b> 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>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?					<b>7b</b>	
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, and 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 6		618,446.	65,053.	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 7		871,007.	131,790.	0.

Total number of other employees paid over \$50,000. ▶ 29

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

<b>3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 8		1,221,951.
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>5</b>

**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
<b>1</b> EDUTOPIA AND LUCAS EDUCATION RESEARCH. (SEE ATTACHMENT)		6,960,872.
<b>2</b>		
<b>3</b>		
<b>4</b>		

**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
<b>1</b> NONE		
<b>2</b>		
All other program-related investments See instructions		
<b>3</b> NONE		
<b>Total. Add lines 1 through 3 . . . . .</b>		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	5,236,097.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,236,097.
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	5,236,097.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	78,541.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,157,556.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	257,878.

**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 2019 from Part VI, line 5	2a	
b	Income tax for 2019 (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	10,061,409.
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	44,496.
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	10,105,905.
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	10,105,905.

**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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e				
4 Qualifying distributions for 2019 from Part XII, line 4 \$ _____				
a Applied to 2018, 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 2019 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019 (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 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				
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 2014 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

**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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	770.	414.	61,436.	161,330.	223,950.
b 85% of line 2a . . . . .	655.	352.	52,221.	137,131.	190,359.
c Qualifying distributions from Part XII, line 4, for each year listed . . . . .	10,105,905.	11,222,794.	13,234,797.	14,050,704.	48,614,200.
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	3,100,537.	3,864,713.	4,078,210.	3,665,560.	14,709,020.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	7,005,368.	7,358,081.	9,156,587.	10,385,144.	33,905,180.
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 . . . . .	171,919.	162,487.	135,917.	107,553.	577,876.
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i></p> <p>ATCH 9</p>				
<b>Total</b> . . . . . ▶ <b>3a</b>				3,100,537.
<p><b>b</b> <i>Approved for future payment</i></p> <p>ATCH 10</p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				400,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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 (other than by providing funds for such purposes) (See instructions).

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

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

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date 9/17/20, Title VICE CHAIR/CFO.

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

Paid Preparer Use Only: Print/Type preparer's name MICHELLE G MICHALOWSKI, Preparer's signature M. Michalowski, Date 09/08/2020, Check self-employed, PTIN P00755304, Firm's name PRICEWATERHOUSECOOPERS LLP, Firm's EIN 13-4008324, Firm's address 600 13TH STREET NW, SUITE 1000 WASHINGTON, DC 20005, Phone no 202-414-1000.

**Schedule of Contributors**

**2019**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://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	\$ 10,270,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	LEARNING POLICY INSTITUTE 1530 PAGE MILL ROAD, STE. 200 PALO ALTO, CA 94304	\$ 175,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	OTHER PUBLIC CONTRIBUTIONS <\$5,000 P.O. BOX 3494 SAN RAFAEL, CA 94912	\$ 332.	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)

Name of organization THE GEORGE LUCAS EDUCATIONAL FOUNDATION

Employer identification number

68-0065687

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

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



Name of organization THE GEORGE LUCAS EDUCATIONAL FOUNDATION

Employer identification number  
68-0065687

**Part III Exclusively religious, charitable, etc., 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	(210,943)	SL/5 YR	17,551
COMP EQUIP.	VARIOUS	240,874	(187,300)	SL/3 YR	21,721
SOFTWARE	VARIOUS	1,775	(1,775)	SL/3 YR	0
TOTAL		468,056	(400,018)		39,272

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 \$340,266. 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 PRE-KINDERGARTEN THROUGH 12TH-GRADE (PRE-K THROUGH 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 PRE-K THROUGH 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 PRE-K THROUGH 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 HAS UNDERTAKEN A WIDE RANGE OF ACTIVITIES THAT HAVE LED TO ITS STEADY GROWTH THROUGH THE YEARS AS ONE OF AMERICA'S PREEMINENT SOURCES FOR INSPIRATION, INFORMATION AND PRACTICAL STRATEGIES ABOUT WHAT WORKS IN EDUCATION.

IN 2019, WITH AN AVERAGE MONTHLY REACH OF 11.8 MILLION ACROSS EDUTOPIA'S WEBSITE, SOCIAL MEDIA PLATFORMS, AND WEEKLY NEWSLETTER, WE CONTINUED TO DEEPEN OUR IMPACT BY PROVIDING TRUSTED INFORMATION AND THOUGHTFUL PERSPECTIVE TO EMPOWER TEACHERS, SCHOOL ADMINISTRATORS, ACTIVE PARENTS AND OTHERS WHO WANT TO IMPROVE SCHOOLS. DIGITAL PUBLISHING INITIATIVES INCLUDED EXPANDING EDUTOPIA'S RESEARCH BEAT, LEVERAGING THE ARCHIVE TO PRODUCE VIDEOS IN A RANGE OF FORMATS AND CURATING WORTHWHILE CONTENT FROM OTHER SOURCES. IN A SURVEY OF 7,288 EDUCATORS, REPRESENTING GRADE LEVELS FROM PRE-K THROUGH 12, MORE THAN NINETY PERCENT OF RESPONDENTS REPORTED THAT THEY HAVE IMPLEMENTED TEACHING AND LEARNING STRATEGIES BASED ON WHAT THEY HAVE LEARNED FROM EDUTOPIA.

## LUCAS EDUCATION RESEARCH:

AT LUCAS EDUCATION RESEARCH, WE BELIEVE AUTHENTIC, CHALLENGING, AND ACTIVE LEARNING EXPERIENCES OPTIMIZE OPPORTUNITIES FOR ALL STUDENTS TO PRODUCTIVELY PARTICIPATE AND LEAD IN AN INCREASINGLY DIVERSE AND DYNAMIC SOCIETY. IN ORDER TO BUILD AN EVIDENCE BASE TO SUPPORT THESE PRACTICES, WE PROVIDE HIGHLY SELECTIVE AND COLLABORATIVE GRANTS DESIGNED TO DEVELOP PROJECT-BASED PROGRAMS AND TO STUDY THEIR EFFECTIVENESS IN K-12 SCHOOLS.

IN 2019, WE MAINTAINED COLLABORATIONS WITH FIVE MAJOR PARTNERSHIPS CONDUCTING EDUCATIONAL RESEARCH IN K-12 PUBLIC SCHOOLS IN CALIFORNIA, COLORADO, MICHIGAN, PENNSYLVANIA, AND WISCONSIN. IN ADDITION, WE ADDED A NEW PARTNERSHIP IN MASSACHUSETTS AND A MULTI-SITE COLLABORATION. THESE RESEARCH COLLABORATIONS INCLUDE WORK UNDERWAY IN SCIENCE, SOCIAL STUDIES, AND LITERACY ACROSS ALL SCHOOL LEVELS. IN TOTAL, OUR GRANTEEES AND THE "FRIENDS OF LUCAS EDUCATION RESEARCH" OPEN LEARNING COMMUNITY IMPLEMENT PROJECT-BASED LEARNING PROGRAMS THAT TOUCH APPROXIMATELY 1,000 TEACHERS AND OVER 50,000 STUDENTS IN 35 STATES.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
ROYALTY	770.	770.	770.
TOTALS	<u>770.</u>	<u>770.</u>	<u>770.</u>

ATTACHMENT 2FORM 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>
DELANGES, LINDER & DUEY, LLP	18,685.			11,897.
MORGAN, LEWIS & BOCKIUS LLP	4,774.			2,635.
MORRISON AND FOERSTER LLP	35,790.			19,657.
OGLETREE, DEAKINS, NASH, SMOAK	1,759.			1,759.
SHARTSIS FRIESE LLP	40,831.			40,831.
TOTALS	<u>101,839.</u>			<u>76,779.</u>

ATTACHMENT 3

FORM 990PF, PART II - 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	60,233.			60,233.
TOTALS	<u>60,233.</u>			<u>60,233.</u>



ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
RTI INTERNATIONAL	367,153.	353,197.
LULLABCT, INC.	254,294.	244,629.
HR OPTIONS INC.	242,560.	233,341.
MEDIACURRENT INTERACTIVE SOL.	198,912.	191,352.
VOX TELEVISION INC	159,032.	152,987.
SPARKS, KARISSA	109,289.	105,135.
MENLO EDUC. RESEARCH, LLC	93,173.	89,632.
BIOLOGICAL SCI. CURRIC. STUDY	79,455.	76,435.
UDALL, DENIS	57,966.	55,762.
ABD SHARED HR	52,325.	50,336.
TIPTON STATISTICAL CONSUL, LLC	40,000.	38,480.
DAMON HENNESSEY INC.	35,698.	34,341.
TIERNEY, GAVIS	28,650.	27,561.
RILEY, HEATHER J.	26,986.	25,960.
DAYTON, TODD	25,181.	24,224.
MOBILE DIGITAL ARTS	21,269.	20,460.
TARANTO, SARAH	17,880.	17,200.
UNIVERSE CREATIVE	17,490.	16,825.
STROH, PETER DAVID	16,625.	15,993.
SLADE BAIRD, WILLIAM	14,850.	14,286.
GOTT ADVERTISING, LLC	14,672.	14,114.
RMC RESEARCH GROUP	12,500.	12,025.
TOTAL OF PROF'L SVC <\$10,000	153,753.	147,909.
TOTALS	<u>2,039,713.</u>	<u>1,962,184.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
INSURANCE PREMIUMS	29,153.	29,153.
BANK CHARGES	8,262.	8,262.
OP SUPPLIES MATERIALS & PRINT	20,976.	16,488.
FURNITURE AND EQUIPMENT	6,277.	4,388.
EMPLOYEE RECRUITING	4,100.	4,100.
ADVERTISING AND PROMOTION	518,273.	244,662.
REPAIR AND MAINTENANCE	6,489.	5,736.
EQUIPMENT & FACILITIES RENTAL	6,220.	4,870.
TELEPHONE AND WIFI ACCESS	11,027.	9,844.
WEB APPS, DUES, FEES, LICENSES	270,381.	355,340.
POSTAGE AND DELIVERY	4,594.	4,126.
EXPENSES PAID FOR NON STAFF	3,339.	2,966.
TOTALS	<u>889,091.</u>	<u>689,935.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 6

<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 TRUSTEESATTACHMENT 6 (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.C. BCX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
MELLODY HOBSON P.C. BCX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
CYNTHIA JOHANSON IRISH P.O. BOX 3494 SAN RAFAEL, CA 94912	EDUTOPIA EXECUTIVE DIRECTOR 55.00	316,316.	49,537.	0.
KRISTIN DE VIVO P.O. BOX 3494 SAN RAFAEL, CA 94912	SECRETARY/LER EXECUTIVE DIR. 55.00	302,130.	15,516.	0.
	GRAND TOTALS	<u>618,446.</u>	<u>65,053.</u>	<u>0.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 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>
STEPHEN MERRILL P.O. BOX 3494 SAN RAFAEL, CA 94912	CHIEF CONTENT OFFCR 55.00	221,201.	13,510.	0.
LILLY FU P.O. BOX 3494 SAN RAFAEL, CA 94912	SR. DIR., FIN& ADMIN 55.00	200,347.	27,237.	0.
ERIC HESTENES P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR ENGINEERING 55.00	176,125.	37,311.	0.
PAMELA HASTINGS P.O. BOX 3494 SAN RAFAEL, CA 94912	DIR. USER EXPERIENCE 55.00	141,310.	21,262.	0.
AMY BOROVQY P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR OF VIDEO 55.00	132,024.	32,470.	0.
	TOTAL COMPENSATION	<u>871,007.</u>	<u>131,790.</u>	<u>0.</u>

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
RTI INTERNATIONAL P.O. BOX 900002 RALEIGH, NC 27675	SOFTWARE DEVELOPMENT	367,153.
LULLABOT P.O. BOX 417568 BOSTON, MA 02241	SOFTWARE DEVELOPMENT	254,294.
HR OPTIONS 1401 WILLOW PASS ROAD CONCORD, CA 94520	STAFF SERVICE	242,560.
MEDIACURRENT INTERACTIVE SOLUTIONS, LLC 3180 N. POINT PKWY, STE.208 ALPHARETTA, GA 30005	SOFTWARE DEVELOPMENT	198,912.
VOX TELEVISION 50 HUNT STREET WATERTOWN, MA 02472	VIDEO PRODUCTION	159,032.
	TOTAL COMPENSATION	<u>1,221,951.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
STANFORD UNIVERSITY 365 LAUSEN STREET STANFORD, CA 94305	FC	PROJECT BASED LEARNING 6TH GRADE COURSES IN MATH AND SCIENCE DESIGN, DEVELOPMENT, AND EVALUATION	222,881
UNIVERSITY OF WISCONSIN-MADISON 21 N PARK STREET, SUITE 6401 MADISON, WI 53715-1218	GOV	STUDENT VOICE FELLOWSHIP STUDY OF STUDENT VOICE IN PBL CLASSROOMS	70,000.
UNIVERSITY OF COLORADO 3100 MARINE STREET, 572 UCB BOULDER, CO 80309	GOV	STUDENT VOICE FELLOWSHIP: STUDY OF STUDENT VOICE IN PBL CLASSROOMS	70,000
MICHIGAN STATE UNIVERSITY INSTITUTE FOR RESEARCH ON TEACHING AND LEARNING 620 FARM LANE, ERICKSON HALL, ROOM 211 EAST LANSING, MI 48824	GOV	PROJECT BASED LEARNING 3RD AND 4TH GRADE INTERDISCIPLINARY COURSES DESIGN, DEVELOPMENT, AND EVALUATION	1,788,284
MICHIGAN STATE UNIVERSITY INSTITUTE FOR RESEARCH ON TEACHING AND LEARNING 620 FARM LANE, ERICKSON HALL, ROOM 211 EAST LANSING, MI 48824	GOV	5TH GRADE ENGINEERING COURSE DESIGN, DEVELOPMENT, AND EVALUATION	150,000
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET, ROOM P-221 PHILADELPHIA, PA 19104-6205	FC	STUDENT VOICE FELLOWSHIP STUDY OF STUDENT VOICE IN PBL CLASSROOMS	70,000

FORM 990PF PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET, ROOM F-221 PHILADELPHIA, PA 19104-6205	PC	PROJECT BASED LEARNING TEACHING CORE PRACTICES FRAMEWORK	248,746
UNIVERSITY OF SOUTHERN CALIFORNIA 3720 SOUTH FLOWER STREET, 3RD FLOOR LOS ANGELES, CA 90089-0701	PC	EFFICACY STUDY OF THE KNOWLEDGE IN ACTION AP U S GOV'T AND ENVIRONMENTAL SCIENCE	200,001
UNIVERSITY OF SOUTHERN CALIFORNIA 3720 SOUTH FLOWER STREET, 3RD FLOOR LOS ANGELES, CA 90089-0701	PC	LOS ANGELES UNIFIED KNOWLEDGE IN ACTION CASE STUDY, WAVE 3 AND POLL STUDY	191,006
EDUCURIUS 2825 EASTLAKE AVENUE EAST, SJITE 210 SEATTLE, WA 98102	PC	PROJECT BASED LEARNING 8TH GRADE COURSE IN SOCIAL STUDIES DESIGN AND DEVELOPMENT	12,500.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT 25TH AVENUE SAN FRANCISCO, CA 94121	GOV	PROJECT BASED LEARNING MIDDLE SCHOOL SCIENCE IMPLEMENTATION IN DISTRICT	77,119
TOTAL CONTRIBUTIONS PAID			<u>3,100,537</u>



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

ATTACHMENT 10

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HARVARD UNIVERSITY 103 MASSACHUSETTS AVENUE, 5TH FLOOR CAMBRIDGE, MA 02138	FC	DEMOCRATIC KNOWLEDGE PROJECT	400,000
<u>TOTAL CONTRIBUTIONS APPROVED</u>			<u>400,000</u>