

AMENDED

AMENDED RETURN

Form 990-T

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No 1545-0687

2012

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury Internal Revenue Service

For calendar year 2012 or other tax year beginning ending 2012, and ending 20 See separate instructions.

A Check box if address changed

Name of organization THE GEORGE LUCAS EDUCATIONAL FOUNDATION

D Employer identification number 68-0065687

B Exempt under section X 501(C)(3) 408(e) 220(e) 408A 530(a) 529(a)

Print or Type

Number, street, and room or suite no If a P O box, see instructions

P.O. BOX 3494

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

E Unrelated business activity codes

511120

C Book value of all assets at end of year

1,778,694

F Group exemption number

G Check organization type X 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity EMAIL ADVERTISING REVENUE

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No

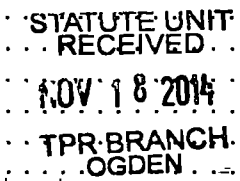
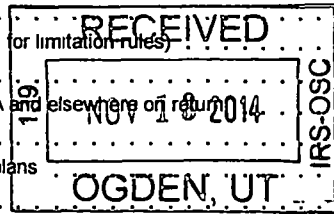
J The books are in care of BRIAN CHAN Telephone number 415-662-1614

Table with 4 columns: Description, (A) Income, (B) Expenses, (C) Net. Rows include Gross receipts or sales, Cost of goods sold, Gross profit, Capital gain net income, etc.

Table with 4 columns: Description, (A) Income, (B) Expenses, (C) Net. Rows include Compensation of officers, directors, and trustees, Salaries and wages, Charitable contributions, etc.

971-010

SCANNED DEC 01 2014



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Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and.		
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order). (1) \$ _____ (2) \$ _____ (3) \$ _____		
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____		
c Income tax on the amount on line 34	35c	12,300.
36 Trusts taxable at trust rates (see instructions for tax computation) Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36	
37 Proxy tax (see instructions)	37	
38 Alternative minimum tax	38	
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies	39	12,300.

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118, trusts attach Form 1116)	40a		
b Other credits (see instructions)	40b		
c General business credit Attach Form 3800 (see instructions)	40c		
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d		
e Total credits. Add lines 40a through 40d	40e		
41 Subtract line 40e from line 39	41		12,300.
42 Other taxes Check if from <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach statement)	42		
43 Total tax. Add lines 41 and 42	43		12,300.
44 a Payments. A 2011 overpayment credited to 2012	44a	25,170.	
b 2012 estimated tax payments	44b	155,000.	
c Tax deposited with Form 8868	44c		
d Foreign organizations Tax paid or withheld at source (see instructions)	44d		
e Backup withholding (see instructions)	44e		
f Credit for small employer health insurance premiums (Attach Form 8941)	44f		
g Other credits and payments <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total ▶	44g		
45 Total payments. Add lines 44a through 44g	45		180,170.
46 Estimated tax penalty (see instructions) Check if Form 2220 is attached. <input type="checkbox"/>	46		
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47		
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48		167,870.
49 Enter the amount of line 48 you want. Credited to 2013 estimated tax ▶ Refunded ▶	49		167,870.

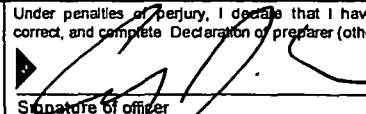
Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here ▶	Yes	No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$		

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ▶

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2.	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4 a Additional section 263A costs (attach statement)	4a				X
b Other costs (attach statement)	4b				
5 Total. Add lines 1 through 4b	5				

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here  Date 10/30/14 Title Exec Dir/Sec

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

Paid Preparer Use Only	Print/Type preparer's name PAUL A. RESHKE	Preparer's signature <i>Paul A. Reshke CPA</i>	Date <u>10.29.14</u>	Check <input type="checkbox"/> if self-employed	PTIN P00369191
	Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP	Firm's EIN ▶ 13-4008324		Phone no 415-498-5000	
	Firm's address ▶ 3 EMBARCADERO CENTER SAN FRANCISCO, CA 94111				

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)
(see instructions)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total		
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			Enter here and on page 1, Part I, line 7, column (A)	Enter here and on page 1, Part I, line 7, column (B)
Total dividends-received deductions included in column 8				

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
Totals			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				
Totals	Enter here and on page 1, Part I, line 9, column (A)			Enter here and on page 1, Part I, line 9, column (B)

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals	Enter here and on page 1, Part I, line 10, col (A)	Enter here and on page 1, Part I, line 10, col (B)				Enter here and on page 1, Part II, line 26

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1) ATCH 3	701,473.	337,339.	364,134.		2,459,449.	364,134.
(2)						
(3)						
(4)						
Totals from Part I						
Totals, Part II (lines 1-5)	Enter here and on page 1, Part I, line 11, col (A) 701,473.	Enter here and on page 1, Part I, line 11, col (B) 337,339.				Enter here and on page 1, Part II, line 27 364,134.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1) ATCH 4			%
(2)			%
(3)			%
(4)			%
Total. Enter here and on page 1, Part II, line 14.			11,843.

ATTACHMENT 1

PART I - LINE 12 - OTHER INCOME

EMAIL ADVERTISING REVENUE

307,750.

PART I - LINE 12 - OTHER INCOME

307,750.

ATTACHMENT 2

FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

EMAIL ADVERTISING EXPENSES

129,196.

PART II - LINE 28 - OTHER DEDUCTIONS

129,196.

ATTACHMENT 3

SCHEDULE J - PART II. ADVERTISING INCOME REPORTED ON A SEPARATE BASIS

1. <u>NAME OF PERIODICAL</u>	2. <u>GROSS ADVERTISING INCOME</u>	3. <u>DIRECT ADVERTISING COSTS</u>	4. <u>ADVERTISING GAIN OR LOSS</u>	5. <u>CIRCULATION INCOME</u>	6. <u>READERSHIP COSTS</u>	7. <u>EXCESS READERSHIP COSTS</u>
EDUTOPIA ONLINE MAGAZINE	701,473.	337,339.	364,134.		2,459,449.	364,134.
COLUMN TOTALS	<u>701,473.</u>	<u>337,339.</u>	<u>364,134.</u>		<u>2,459,449.</u>	<u>364,134.</u>

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
CYNTHIA JOHANSON IRISH P.O. BOX 3494 SAN RAFAEL, CA 94912	SECRETARY	14.59	11,843.
TOTAL COMPENSATION			<u>11,843.</u>

FORM 990-T, PART II, LINE 31 - NOL CARRYFORWARD SCHEDULE

FY Ending	NOL Incurred	NOL Utilized	LOSS CARRYFORWARD
12/31/2004	(239,508)	239,508	-
12/31/2005	-	-	-
12/31/2006	-	-	-
12/31/2007	-	-	-
12/31/2008	-	-	-
12/31/2009	-	-	-
12/31/2010	-	-	-
12/31/2011	-	-	-
12/31/2012	-	-	-
NOL Carryforward Available as of 12/31/2012			-

THE GEORGE LUCAS EDUCATIONAL FOUNDATION
 EIN: 68-0065687
 2012 FORM 990-T
 FISCAL YEAR ENDED DECEMBER 31, 2012

STATEMENT IN SUPPORT OF AMENDED FORM 990-T

In 2010, The George Lucas Educational Foundation ("GLEF") ceased publishing its periodical in hardcopy and continued with publishing the same periodical only on its website. Shortly after making this change, GLEF requested a ruling from the IRS to confirm that the periodical as published on the website met the definition of a periodical set forth in Treas. Reg. section 1.513-4. On November 8, 2013, the IRS issued PLR 201405029 finding that GLEF's website met the definition of a periodical under Treas. Reg. section 1.513-4 and constituted a periodical for purposes of unrelated business income tax cost allocation rules of Treas. Reg. section 1.512(a)-1(f).

GLEF originally filed the Form 990-T without utilizing the periodical tax cost allocation rules of Treas. Reg. section 1.512(a)-1(f) for its on-line periodical. This amended return reflects the use of those allocation rules, in accordance with PLR 201405029.

SUMMARY OF CHANGES

LINE	DESCRIPTION	PREVIOUSLY FILED FORM 990-T	AMENDED FORM 990-T
11	ADVERTISING INCOME	0	364,134
12	OTHER INCOME	1,009,223	307,750
13	TOTAL INCOME	<u>1,009,223</u>	<u>671,884</u>
14	COMPENSATION OF OFFICERS	38,825	11,843
15	SALARIES & WAGES	22,819	6,958
27	EXCESS READERSHIP COSTS	0	364,134
28	OTHER DEDUCTIONS	423,692	129,196
29	TOTAL DEDUCTIONS	<u>485,336</u>	<u>512,131</u>
30	UBTI BEFORE NOL	523,887	159,753
31	NOL DEDUCTION	0	89,555
32	UBTI	<u>523,887</u>	<u>70,198</u>
33	SPECIFIC DEDUCTION	1,000	1,000
34	UNRELATED BUSINESS TAXABLE INCOME	<u>522,887</u>	<u>69,198</u>
43	TOTAL TAX	177,782	12,300
44A	2011 OVERPAYMENT CREDITED TO 2012	25,170	25,170
44B	2012 ESTIMATED PAYMENTS	165,000*	155,000*
45	TOTAL PAYMENTS	<u>190,170</u>	<u>180,170</u>
48	OVERPAYMENT	12,388	167,870
49	CREDITED TO 2013 ESTIMATED TAX	12,388	0
49	REFUNDED	0	167,870

*Estimated payments on the previously filed Form 990-T were mistakenly overstated by \$10,000. Amended return reflects actual payment made in 2012.

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 7

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► Brian Chan

Telephone No. ► 415.662.1614 FAX No. ► 415.662.1532

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ► calendar year 20 12 or

► tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	178000
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	190170
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.