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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

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 page 10 of the instructions)

P.O. BOX 3494

(415) 662-1800

City or town, state, and ZIP code

SAN RAFAEL, CA 94912

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,135,739.** J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)			4,478,515.			
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			3,364.			
b	Gross sales price for all assets on line 6a			23,000.			
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)			924,911.	0.	892,569.	ATCH 1
12	Total. Add lines 1 through 11			5,406,790.	0.	892,569.	
13	Compensation of officers, directors, trustees, etc.			369,389.		12,719.	338,863.
14	Other employee salaries and wages			2,059,406.		522,296.	1,504,593.
15	Pension plans, employee benefits			576,991.		118,253.	439,486.
16a	Legal fees (attach schedule) ATCH 2			17,793.	0.	413.	9,369.
b	Accounting fees (attach schedule) ATCH 3			55,471.	0.	2,722.	0.
c	Other professional fees (attach schedule) *			743,572.	0.	116,846.	551,419.
17	Interest						
18	Taxes (attach schedule) (see page 14 of the instructions) *			882.		43.	
19	Depreciation (attach schedule) and depletion			34,283.			
20	Occupancy						
21	Travel, conferences, and meetings			71,300.		17,521.	44,689.
22	Printing and publications			135,853.		39,009.	96,884.
23	Other expenses (attach schedule) ATCH 6			657,351.	0.	29,342.	567,873.
24	Total operating and administrative expenses. Add lines 13 through 23			4,722,291.	0.	859,164.	3,553,176.
25	Contributions, gifts, grants paid			202,698.			284,969.
26	Total expenses and disbursements. Add lines 24 and 25			4,924,989.	0.	859,164.	3,838,145.
27	Subtract line 26 from line 12						
a	Excess of revenue over expenses and disbursements			481,801.			
b	Net investment income (if negative, enter -0-)				0.		
c	Adjusted net income (if negative, enter -0-)					33,405.	

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Operating and Administrative Expenses

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	465,349.	793,800.	793,800.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 192,828.			
		Less: allowance for doubtful accounts ▶ 0.	188,234.	192,828.	192,828.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable	35,000.	24,480.	24,480.
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use	26,229.	0.	0.
	9	Prepaid expenses and deferred charges	136,988.	33,284.	33,284.
	10 a	Investments - U.S. and state government obligations (attach schedule).			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
Liabilities	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 ▶ 447,087.			
		Less: accumulated depreciation ▶ 388,082.	78,004.	59,005.	59,005.
	15	Other assets (describe ▶ ATCH 7)	0.	32,342.	32,342.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	929,804.	1,135,739.	1,135,739.
	17	Accounts payable and accrued expenses	382,668.	231,026.	
	18	Grants payable	151,525.	68,750.	
	19	Deferred revenue	56,797.	15,348.	
	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)	590,990.	315,124.	
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	313,041.	820,615.	
	25	Temporarily restricted	25,773.	0.	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	338,814.	820,615.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	929,804.	1,135,739.	

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	338,814.
2	Enter amount from Part I, line 27a	2	481,801.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	820,615.
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	820,615.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2009	5,540,494.	307,958.	17.991070
2008	4,534,398.	353,694.	12.820116
2007	3,978,391.	183,261.	21.708880
2006	3,845,775.	315,923.	12.173140
2005	3,180,660.	367,357.	8.658226
2 Total of line 1, column (d)			73.351432
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			14.670286
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			458,306.
5 Multiply line 4 by line 3			6,723,480.
6 Enter 1% of net investment income (1% of Part I, line 27b)			0.
7 Add lines 5 and 6			6,723,480.
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 on page 18.			3,873,065.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	0.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> 11			

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> ATTACHMENT 8		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		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 BRIAN CHAN Telephone no. 415-662-1614 Located at P.O. BOX 3494 SAN RAFAEL, CA ZIP + 4 94912			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2010, 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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the 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.

	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010? <input type="checkbox"/>	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input type="checkbox"/> 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 page 22 of the 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2010 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 2010)	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 2010?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
ATTACHMENT 9		369,389.	13,707.	4,663.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
ATTACHMENT 10		720,568.	51,675.	0.

Total number of other employees paid over \$50,000 ☐ 18

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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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 11		248,270.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 EDUTOPIA.ORG, EDUTOPIA CONTENT, AND EDUTOPIA COMMUNITY (SEE ATTACHMENT)	3,553,176.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	0.
2	
All other program-related investments See page 24 of the instructions	
3 NONE	0.
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	0.
b	Average of monthly cash balances	1b	465,285.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	465,285.
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	0.
3	Subtract line 2 from line 1d	3	465,285.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	6,979.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	458,306.
6	Minimum investment return. Enter 5% of line 5	6	22,915.

Part XI Distributable Amount (see page 25 of the 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 2010 from Part VI, line 5	2a	
b	Income tax for 2010 (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 page 25 of the 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 page 25 of the 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	3,838,145.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	34,920.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,873,065.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,873,065.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years 20 08 20 07 20 06		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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 page 27 of the instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	0.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007	
22,915.	15,398.	17,685.	9,181.	65,179.
19,478.	13,088.	15,032.	7,804.	55,402.
3,873,065.	5,540,494.	4,543,398.	3,978,391.	17,935,348.
284,969.	217,135.	145,655.		647,759.
3,588,096.	5,323,359.	4,397,743.	3,978,391.	17,287,589.
				0.
15,277.	10,265.	11,790.	6,121.	43,453.
				0.
				0.
				0.
				0.

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 page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

GEORGE W. LUCAS, JR.

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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 Paid during the year ATTACHMENT 12				
Total			▶ 3a	284,969.
b Approved for future payment ATTACHMENT 13				
Total			▶ 3b	68,750.

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
(1)	Cash	1a(1)		X
(2)	Other assets	1a(2)		X
b	Other transactions			
(1)	Sales of assets to a noncharitable exempt organization	1b(1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3)	Rental of facilities, equipment, or other assets	1b(3)		X
(4)	Reimbursement arrangements	1b(4)		X
(5)	Loans or loan guarantees	1b(5)		X
(6)	Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

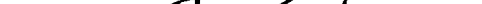



[illegible]

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

b If "Yes," complete the following schedule

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Date 8/11/11 Title EXEC DIR/SECRETARY

Paid Preparer Use Only	Print/Type preparer's name PAUL A. RESHKE	Preparer's signature <i>Paul A. Reshke</i>	Date 08/11/2011	Check <input type="checkbox"/> if self-employed	PTIN P00369191
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 3 EMBARCADERO CENTER SAN FRANCISCO, CA 94111			Phone no 415-498-5000	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

Employer identification number

68-0065687

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

JSA

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Name of organization THE GEORGE LUCAS EDUCATIONAL FOUNDATION

Employer identification number
68-0065687**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LUCASFILM FOUNDATION P.O. BOX 29901 SAN FRANCISCO, CA 94129	\$ 4,250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THE JAMES IRVINE FOUNDATION 575 MARKET STREET, SUITE 3400 SAN FRANCISCO, CA 94105	\$ 145,223.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	ED FOUNDATION 816 CONGRESS AVENUE, SUITE 1240 AUSTIN, TX 78701	\$ 22,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	THE MELCHER CHARITABLE FOUNDATION 1415 LOUISIANA STREET #3200 HOUSTON, TX 77002	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	OTHER PUBLIC CONTRIBUTIONS < \$5,000 P.O. BOX 3494 SAN RAFAEL, CA 94912	\$ 51,292.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

DUE TO THE GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, THE BOOKS OF THE FOUNDATION REFLECT OCCUPANCY/RENT EXPENSE OF \$448,284. 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

PART I, LINE 19:

DESCRIPTION	DATE ACQUIRED	COST	ACCUMULATED DEPRECIATION	METHOD	LIFE	CURRENT YEAR DEPRECIATION
MACHINERY & EQUIPMENT	VARIOUS	161,144	(126,368)	SL	5 YR	11,610
EDP EQUIP.	VARIOUS	274,401	(250,172)	SL	5 YR	22,673
SOFTWARE	VARIOUS	11,542	(11,542)	SL	5 YR	0
TOTAL		447,087	(388,082)			34,283

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART IX-A: SUMMARY OF DIRECT CHARITABLE ACTIVITIES

EDUTOPIA.ORG AND EDUTOPIA CONTENT: THE GEORGE LUCAS EDUCATIONAL FOUNDATION'S EDUTOPIA.ORG IS ONE OF THE LEADING INTERNET SOURCES FOR INSPIRATION AND INFORMATION ABOUT INNOVATIVE, REPLICABLE, EVIDENCE-BASED STRATEGIES IN K-12 EDUCATION, WITH 4.4 MILLION VISITS AND MORE THAN 10 MILLION PAGE VIEWS IN 2010. IN ADDITION, EDUTOPIA CONTENT IS DISSEMINATED THROUGH POPULAR SOCIAL MEDIA OUTLETS AND LOCAL TELEVISION NEWS AFFILIATES REPRESENTING MORE THAN 30 MILLION TV HOUSEHOLDS.

IN 2010, THE FOUNDATION PRODUCED AND PUBLISHED SIX VIDEO-BASED CASE STUDIES OF "SCHOOLS THAT WORK" VIDEO-BASED PACKAGES; MORE THAN 300 BLOGS FROM LEADERS IN THE FIELD; ONLINE COMMUNITIES FOR PEOPLE TO COLLABORATE, SHARE ISSUES, DEVELOP LEADERSHIP, AND ADVOCATE FOR CHANGE; FOUR WEBINARS; FOUR SPECIAL "TOP TEN TIPS" GUIDES; GRADE-LEVEL PAGES FOR K-2, 3-5, 6-8, 9-12; A NEW VIDEO PLAYER; AND EXTENSIVE SOCIAL-MEDIA CONTENT. IN ADDITION, TWO FINAL ISSUES OF THE PRINT-BASED EDUTOPIA MAGAZINE WERE PUBLISHED (JANUARY/FEBRUARY AND MARCH/APRIL) AND DISTRIBUTED TO A CIRCULATION OF MORE THAN 80,000 READERS.

A KEY ROLE OF THE FOUNDATION IS TO INTERPRET DATA, ILLUSTRATE TRENDS, AND CONDUCT RESEARCH TO IMPROVE THE EFFECTIVENESS OF EDUCATION AND TO HIGHLIGHT INNOVATIVE EDUCATIONAL APPROACHES. IN 2010, THE FOUNDATION CONTINUED ITS COLLABORATION WITH RESEARCHERS AT THE UNIVERSITY OF WASHINGTON AND EXPANDED ITS PROJECT-BASED LEARNING KNOWLEDGE IN ACTION AP-GOV RESEARCH TO HIGH SCHOOLS IN TWO URBAN DISTRICTS AND ONE URBAN CHARTER NETWORK, AND DEVELOPED AND IMPLEMENTED A PBL-APES (ENVIRONMENTAL SCIENCE) COURSE IN BELLEVUE, WA AND SIMULTANEOUSLY IN CHARTER SCHOOLS IN AN URBAN SCHOOL DISTRICT.

EDUTOPIA RECEIVED A NUMBER OF AWARDS AND RECOGNITIONS IN 2010 FROM EDUCATIONAL ORGANIZATIONS, PUBLISHING AND BROADCASTING GROUPS, AND INTERNET PIONEERS. \$3,553,176.

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
EDUTOPIA ADVERTISING REVENUE	849,425.	0.	849,425.
HONORARIUM	1,000.	0.	1,000.
MEMBERSHIP REVENUE	25,983.	0.	25,983.
ROYALTY & OTHER	11,829.	0.	11,829.
REPRINT INCOME	220.	0.	220.
OTHER INCOME	4,112.	0.	4,112.
DEFERRED TAX BENEFIT	32,342.	0.	0.
TOTALS	<u>924,911.</u>	<u>0.</u>	<u>892,569.</u>

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

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>
ADLER & COLVIN	3,993.	0.	93.	2,103.
COBALT LLP	213.	0.	5.	112.
COPILEVITZ & CANTER LLP	9,222.	0.	214.	4,856.
DAIJOGO & PEDERSON LLP	4,365.	0.	101.	2,298.
TOTALS	<u>17,793.</u>	<u>0.</u>	<u>413.</u>	<u>9,369.</u>

ATTACHMENT 3FORM 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	55,471.	0.	2,722.	0.
TOTALS	<u>55,471.</u>	<u>0.</u>	<u>2,722.</u>	<u>0.</u>

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
REBECCA ALBER	27,194.	0.	4,273.	20,167.
SUZANNE BOSS	20,177.	0.	3,171.	14,963.
JEAN CRAWFORD	11,280.	0.	1,773.	8,365.
SHERRI DEVINE	10,456.	0.	1,643.	7,754.
DIGITAL LEARNING GROUP INC	61,111.	0.	9,603.	45,318.
ELKHORN CONSULTING PARTNERS	21,000.	0.	3,300.	15,573.
FIXPERT DESIGN INC	24,330.	0.	3,823.	18,043.
FUNNY MONKEY LLC	131,688.	0.	20,694.	97,657.
GOTT ADVERTISING LLC	43,133.	0.	6,778.	31,986.
GRAVITEK LABS INC	21,470.	0.	3,374.	15,922.
MARY KADERA	10,800.	0.	1,697.	8,009.
TIM KUNIHIRO	23,721.	0.	3,728.	17,591.
MARIGOLD WEB LLC	15,470.	0.	2,431.	11,472.
MISSION MINDED INC	15,772.	0.	2,478.	11,696.
NEXT STEPS MARKETING INC	17,944.	0.	2,820.	13,307.
PIFER DESIGN	13,125.	0.	2,062.	9,733.
ENTERTAINMENT PARTNERS	26,192.	0.	4,116.	19,423.
BLOOMSDAY MARKETING	23,635.	0.	3,714.	17,527.
JAMES E BENJAMIN	16,308.	0.	2,563.	12,094.
TOTAL OF PROF'L SVCS < \$10,000	208,766.	0.	32,805.	154,819.
TOTALS	<u>743,572.</u>	<u>0.</u>	<u>116,846.</u>	<u>551,419.</u>

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>
PROPERTY TAXES	882.	43.
TOTALS	<u>882.</u>	<u>43.</u>

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COST OF SALES	2,311.	0.	0.	2,311.
OPERATING MATERIALS & SUPPLIES	14,115.	0.	1,086.	5,739.
FURNISHINGS AND EQUIPMENT	3,254.	0.	326.	2,611.
REFERENCE MATERIAL	340.	0.	16.	238.
SOFTWARE	4,088.	0.	198.	233.
EMPLOYEE RECRUITING	1,012.	0.	85.	107.
PUBLICITY	438,476.	0.	0.	438,476.
PROMOTION/ADVERTISING	7,765.	0.	1.	7,736.
TRADE SHOWS	12,443.	0.	968.	11,475.
R&M MACHINERY AND EQUIPMENT	615.	0.	30.	0.
TELEPHONE	224.	0.	40.	41.
MARKET RESEARCH	22,008.	0.	4,884.	17,124.
PROPERTY INSURANCE	22,170.	0.	1,088.	0.
DUES AND SUBSCRIPTIONS	44,725.	0.	2,090.	38,719.
FREIGHT AND DELIVERY	5,699.	0.	724.	2,581.
POSTAGE	43,944.	0.	12,003.	31,774.
AUTO OPERATING COSTS	197.	0.	10.	0.
OTHER FRINGE BENEFITS	2,513.	0.	123.	0.
BAD DEBT	4,300.	0.	4,300.	0.
PRODUCTION-TAPE STOCK	734.	0.	211.	523.
PROD-SERVICE CHARGE	7.	0.	2.	9.
PROD-TRANSPORTATION SERVICE	910.	0.	261.	649.
PROD-TALENT (VO)	150.	0.	43.	107.
BANK CHARGES	12,739.	0.	285.	6,924.
REIMB-EXP-OTHER	10,051.	0.	493.	0.
TAX MISCELLANEOUS	882.	0.	43.	0.
MISCELLANEOUS EXPENSES	1,679.	0.	32.	496.
TOTALS	657,351.	0.	29,342.	567,873.

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEFERRED TAX ASSET	32,342.	32,342.
TOTALS	<u>32,342.</u>	<u>32,342.</u>

FORM 990PF, PART VII-A, LINE 8A - STATES

AL, AK, AZ, AR, CA, CO, CT, FL, GA, IL,
KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY,
NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI,

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

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

ATTACHMENT 9

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
EXPENSE ACCT AND OTHER ALLOWANCES

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

GEORGE W LUCAS JR C/O LUCASFILM LTD PO BOX 2009 SAN RAFAEL, CA 94912	CHAIRMAN 1.00	0.	0.	0.
STEPHEN D ARNOLD P.O. BOX 3494 SAN RAFAEL, CA 94912	VICE-CHAIR/CFO 8.00	0.	0.	0.
MILTON CHEN (LEFT POSITION IN 2010) P.O. BOX 3494 SAN RAFAEL, CA 94912	EXECUTIVE DIRECTOR/SECRETARY 40.00	147,285.	694.	4,663.
MARSHALL TURNER P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
MICHELINE CHAU P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

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

ATTACHMENT 9 (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>
KIM MEREDITH P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
KATE NYEGAARD P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
CYNTHIA JOHANSON IRISH P.O. BOX 3494 SAN RAFAEL, CA 94912	COO 55.00	222,104.	13,013.	0.
	GRAND TOTALS	<u>369,389.</u>	<u>13,707.</u>	<u>4,663.</u>

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
DAVID MARKUS P.O. BOX 3494 SAN RAFAEL, CA 94912	EDITORIAL DIRECTOR 50.00	183,958.	12,795. 0.
CHARLES FESKO P.O. BOX 3494 SAN RAFAEL, CA 94912	SENIOR DIR/AD SALES 50.00	164,032.	7,108. 0.
KENNETH ELLIS P.O. BOX 3494 SAN RAFAEL, CA 94912	EXEC PRODUCER, VIDEO 50.00	138,830.	9,474. 0.
BRIAN CHAN P.O. BOX 3494 SAN RAFAEL, CA 94912	CONTROLLER 50.00	128,258.	15,047. 0.
CAROLYN JOY P.O. BOX 3494 SAN RAFAEL, CA 94912	IT/WEB GENERAL MGR 50.00	105,490.	7,251. 0.
	TOTAL COMPENSATION	<u>720,568.</u>	<u>51,675.</u> <u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FUNNYMONKEY P.O. BOX 13614 PORTLAND, OR 97213	WEBSITE DEVELOPMENT	131,688.
DIGITAL LEARNING GROUP P.O. BOX 15 ELICOTT CITY, MD 21401	STRATEGIC CONSULTING	61,111.
PRICewaterhouseCOOPERS LLP 3 EMBARCADERO CENTER SAN FRANCISCO, CA 94111	AUDIT/TAX SERVICES	55,471.
	TOTAL COMPENSATION	<u>248,270.</u>

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

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

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BELLEVUE SCHOOLS FOUNDATION PO BOX 40644 BELLEVUE, WA 98015	PUBLIC CHARITY	SUPPORT EDUCATIONAL CURRICULUM DEVELOPMENT AND RESEARCH	155,044.
UNIVERSITY OF WASHINGTON P.O. BOX 257920 SEATTLE, WA 98195	GOVERNMENTAL AGENCY	PROJECT BASED LEARNING RESEARCH & DEVELOPMENT	100,000.
ENVISION SCHOOLS 436 14TH STREET OAKLAND, CA 94612	PUBLIC CHARITY	TEXTBOOKS FOR ADVANCED PLACEMENT COURSE	29,925.
TOTAL CONTRIBUTIONS PAID			<u>284,969.</u>

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THE GEORGE LUCAS EDUCATIONAL FOUNDATION

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

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

BELLEVUE SCHOOLS FOUNDATION
PO BOX 40644
BELLEVUE, WA 98015

PUBLIC CHARITY

PURPOSE OF GRANT OR CONTRIBUTION

SUPPORT EDUCATIONAL CURRICULUM DEVELOPMENT AND
RESEARCH

AMOUNT

68,750.

TOTAL CONTRIBUTIONS APPROVED

68,750.

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THE GEORGE LUCAS EDUCATIONAL FOUNDATION

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
HONORARIUM REVENUE					1,000.
ROYALTY & OTHER			15	11,829.	220.
REPRINT INCOME			01	4,112.	
OTHER INCOME			01	32,342.	
DEFERRED TAX REVENUE					
TOTALS				48,283.	1,220.

ATTACHMENT 14