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990-PF

Return of Private Foundation

OMB No 1545-0052

2014

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P.O. BOX 3494

City or town, state or province, country, and ZIP or foreign postal code

SAN RAFAEL, CA 94912

G Check all that apply.

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) \$ 3,023,984.J Accounting method. ☐ Cash ☒ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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 ☐**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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	7,004,180			
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 16				
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	1,020,154		1,020,154	
12 Total. Add lines 1 through 11	8,024,334		1,020,154	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	523,462		21,677	501,785
14 Other employee salaries and wages	2,862,470		261,245	2,601,225
15 Pension plans, employee benefits	873,253		70,021	803,232
16a Legal fees (attach schedule) ATCH. 2	112,371		1,279	96,495
b Accounting fees (attach schedule) ATCH. 3	102,923		15,763	7,672
c Other professional fees (attach schedule) [4]	1,280,470		16,148	1,216,909
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	84,810		83,965	
19 Depreciation (attach schedule) and depletion	43,910			
20 Occupancy				
21 Travel, conferences, and meetings	182,964		9,482	171,830
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 6	1,160,357		11,090	1,049,691
24 Total operating and administrative expenses. Add lines 13 through 23.	7,226,990		490,670	6,448,839
25 Contributions, gifts, grants paid	1,696,380			2,119,961
26 Total expenses and disbursements. Add lines 24 and 25	8,923,370	0	490,670	8,568,800
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-899,036			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)			529,484	

JSA For Paperwork Reduction Act Notice, see Instructions.

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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	1,291,436.	1,249,829.	1,249,829.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 303,999.			
		Less: allowance for doubtful accounts ▶	174,661.	303,999.	303,999.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable	2,300,000.	1,100,948.	1,100,948.
	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	3,241.	2,906.	2,906.
	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 ▶ 297,183.				
	Less: accumulated depreciation (attach schedule) ▶ 202,837.	57,432.	94,346.	94,346.	
15	Other assets (describe ▶ ATCH 7)	355,921.	271,956.	271,956.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,182,691.	3,023,984.	3,023,984.	
Liabilities	17	Accounts payable and accrued expenses	421,951.	546,284.	
	18	Grants payable	548,792.	125,210.	
	19	Deferred revenue	10,000.	49,578.	
	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)	980,743.	721,072.	
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	376,996.	1,202,912.	
	25	Temporarily restricted	2,824,952.	1,100,000.	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	3,201,948.	2,302,912.	
	31	Total liabilities and net assets/fund balances (see instructions)	4,182,691.	3,023,984.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,201,948.
2	Enter amount from Part I, line 27a	2	-899,036.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,302,912.
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	2,302,912.

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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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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

3

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	6,809,072.	836,672.	8.138281
2012	4,045,210.	489,918.	8.256912
2011	3,912,451.	406,300.	9.629463
2010	3,873,065.	458,306.	8.450828
2009	5,540,494.	307,958.	17.991070

2 Total of line 1, column (d) 2 52.466554

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the
number of years the foundation has been in existence if less than 5 years 3 10.493311

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 4 1,250,283.

5 Multiply line 4 by line 3 5 13,119,608.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6

7 Add lines 5 and 6 7 13,119,608.

8 Enter qualifying distributions from Part XII, line 4 8 8,649,624.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0
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	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any 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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0 (2) On foundation managers \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA, DC, NY		
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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.EDUTOPIA.ORG</u>	13	X	
14	The books are in care of <u>BRIAN CHAN</u> Telephone no <u>415-662-1614</u> Located at <u>P.O. BOX 3494 SAN RAFAEL, CA</u> ZIP+4 <u>94912</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2014, 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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>	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 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 2014? <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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/>	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 <u></u>		
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 2014 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 2014.) <input type="checkbox"/>	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 2014? <input type="checkbox"/>	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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

5b

6b

7b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		523,462.	75,310.	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 9		662,140.	98,948.	0

Total number of other employees paid over \$50,000. ☐ 20

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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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 10		513,752.
Total number of others receiving over \$50,000 for professional services		2

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 EDUTOPIA.ORG, EDUTOPIA CONTENT, EDUTOPIA COMMUNITY AND LUCAS EDUCATION RESEARCH. (SEE ATTACHMENT)	6,448,839.
2	
3	
4	

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

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

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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	1,269,323.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,269,323.
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	1,269,323.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,040.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,250,283.
6	Minimum investment return. Enter 5% of line 5	6	62,514.

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 2014 from Part VI, line 5	2a	
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,568,800.
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	80,824.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,649,624.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,649,624.

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.

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$				
a Applied to 2013, 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 2014 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
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 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Form **990-PF**(2014)

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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	62,514.	41,834.	24,496.	20,315.	149,159.
b 85% of line 2a	53,137.	35,559.	20,822.	17,268.	126,786.
c Qualifying distributions from Part XII, line 4 for each year listed	8,649,624.	6,809,072.	4,045,210.	3,912,451.	23,416,357.
d Amounts included in line 2c not used directly for active conduct of exempt activities	2,119,961.	1,963,603.	683,398.	722,930.	5,489,892.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	6,529,663.	4,845,469.	3,361,812.	3,189,521.	17,926,465.
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	41,676.	27,889.	16,331.	13,543.	99,439.
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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

b The form in which applications should be submitted and information and materials they should include.

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 11				
Total			3a	2,119,961.
b Approved for future payment ATCH 12				
Total			3b	1,338,439.

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 |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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]

Under penalty 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      

Paid Preparer Use Only	Print/Type preparer's name PAUL A RESHKE	Preparer's signature <i>Paul A. Reshke</i>	Date 08/03/2015	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**

OMB No 1545-0047

2014▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**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 foundationCheck 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 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. Do not 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 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 its Form 990-PF, Part I, line 2, 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) (2014)

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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	\$ 7,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	OTHER PUBLIC CONTRIBUTIONS < \$5,000 P.O. BOX 3494 SAN RAFAEL, CA 94912	\$ 4,180.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **THE GEORGE LUCAS EDUCATIONAL FOUNDATION**

Employer identification number

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
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(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 YEAR DEPRECIATION
MACHINERY & EQUIPMENT	VARIOUS	140,847	(104,498)	SL	5 YR	19,174
EDP EQUIP.	VARIOUS	154,561	(97,205)	SL	3 YR	24,144
SOFTWARE	VARIOUS	1,775	(1,134)	SL	3 YR	592
TOTAL		297,183	(202,837)			43,910

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 \$397,296. THIS REPRESENTS THE TOTAL VALUE OF THE FOUNDATION'S OCCUPANCY AT ITS LOCATION IN NICASIO, CALIFORNIA. NO ACTUAL OUTLAY OF FUNDS OCCURRED FOR OCCUPANCY/RENT.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ORGANIZATION MISSION AND OTHER DISCLOSURE

DESCRIPTION OF ORGANIZATION MISSION:

THE GEORGE LUCAS EDUCATIONAL FOUNDATION ("GLEF") IS A NONPROFIT OPERATING FOUNDATION CREATED IN 1991. GLEF IS DEDICATED TO TRANSFORMING KINDERGARTEN THROUGH 12TH-GRADE (K-12) EDUCATION SO ALL STUDENTS CAN THRIVE IN THEIR STUDIES, CAREERS, AND ADULT LIVES. GLEF IS FOCUSED ON PRACTICES AND PROGRAMS THAT HELP STUDENTS ACQUIRE AND EFFECTIVELY APPLY THE KNOWLEDGE, ATTITUDES, SKILLS AND BELIEFS TO ACHIEVE THEIR FULL POTENTIAL.

GLEF'S PRIMARY ACTIVITIES INCLUDE:

- 1) IDENTIFYING, DESCRIBING, AND PROMOTING EFFECTIVE MODELS AND INNOVATIONS IN K-12 EDUCATION BY PRODUCING VIDEO AND OTHER DIGITAL MEDIA;
- 2) FUNDING AND DEVELOPING RESEARCH TO IDENTIFY AND EVALUATE RIGOROUS PRACTICES FOR LEARNERS, EDUCATORS AND SCHOOLS; AND
- 3) DEVELOPING ADVANCED SOFTWARE, TECHNOLOGY AND MATERIAL FOR EDUCATIONAL PURPOSES.

GLEF'S INTENTION IS TO SHARE A LARGER VISION (ENHANCED BY RESEARCH AND CASE STUDIES) OF THE LEARNING PROCESS TO STIMULATE THE UNDERSTANDING AND INVOLVEMENT OF STAKEHOLDERS AND TO GUIDE THEIR CHOICES IN REDESIGNING SCHOOLS AND SCHOOL SYSTEMS. GLEF'S WORK IS ORGANIZED AROUND ITS CORE STRATEGIES FOR BETTER SCHOOLS: PROJECT-BASED LEARNING, SOCIAL AND EMOTIONAL LEARNING, COMPREHENSIVE ASSESSMENT, INTEGRATED STUDIES, TEACHER LEADERS, AND TECHNOLOGY INTEGRATION. GLEF'S AUDIENCE INCLUDES DIVERSE STAKEHOLDERS INVOLVED IN SCHOOL IMPROVEMENT, INCLUDING K-12 EDUCATORS (TEACHERS AND ADMINISTRATORS), SCHOOL BOARD MEMBERS, COLLEGE FACULTY, RESEARCHERS, ACTIVE PARENTS, AND LEADERS IN BUSINESS, GOVERNMENT, AND NONPROFIT ORGANIZATIONS.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART IX-A: SUMMARY OF DIRECT CHARITABLE ACTIVITIES

EDUTOPIA: IN 2014, GLEF CONTINUED TO GROW EDUTOPIA AS ONE OF THE LEADING SOURCES FOR INSPIRATION AND INFORMATION ABOUT EVIDENCE-BASED, REPLICABLE PRACTICES IN K-12 EDUCATION. DURING 2014, EDUTOPIA.ORG GREW BY 87 PERCENT COMPARED TO THE PREVIOUS YEAR WITH OVERALL VISITS RESULTING IN MORE THAN 25 MILLION SESSIONS. ADDITIONALLY, EDUTOPIA'S SOCIAL MEDIA PRESENCE REACHED TENS OF MILLIONS OF FACEBOOK USERS AND A MULTITUDE OF TWITTER FOLLOWERS IN ADDITION TO USERS ON YOUTUBE, PINTEREST, AND OTHER SOCIAL SITES. OF 7,000 EDUTOPIA SURVEY RESPONDENTS, 92 PERCENT REPORTED THAT THEY HAVE IMPLEMENTED TIPS AND STRATEGIES INSPIRED BY EDUTOPIA.

IN 2014, EDUTOPIA'S INTERNET ARCHIVE DEEPEDED AROUND ITS FRANCHISE DIGITAL MEDIA SERIES CALLED "SCHOOLS THAT WORK". ADDITIONALLY, EDUTOPIA CREATED AND CURATED CONTENT INCLUDING MORE THAN 735 BLOGS FROM EDUCATION LEADERS IN THE FIELD, 24 VIDEO-CENTERED BLOGS, FIFTY E-NEWSLETTERS; ROUNDUPS FOR SEGMENTS INCLUDING NEW TEACHERS, ADMINISTRATORS AND ACTIVE PARENTS AND PILOTED A "THEORY INTO PRACTICE" BLOG SERIES FOR COLLEGES OF EDUCATION. NEW VIDEO PRODUCTIONS FROM EDUTOPIA INCLUDED THE POPULAR "FIVE KEYS TO PROJECT-BASED LEARNING" AND A TOOLKIT ON FLIPPED CLASSROOM STRATEGIES. EDUTOPIA ALSO DISTRIBUTED HIGH-QUALITY VIDEO PRODUCED BY THE INSTITUTE OF PLAY AND THE NOYCE FOUNDATION. ALL OF EDUTOPIA'S CONTENT WAS ACTIVELY PROMOTED VIA SOCIAL MEDIA PLATFORMS TO ATTRACT AND ENGAGE ONLINE COMMUNITIES SEEKING SOLUTIONS FOR IMPROVING K-12 SCHOOLS.

LUCAS EDUCATION RESEARCH: IN 2014, LUCAS EDUCATION RESEARCH (LER) CONTINUED ITS COLLABORATION WITH RESEARCHERS AT THE UNIVERSITY OF WASHINGTON TO APPLY A RIGOROUS PROJECT-BASED LEARNING APPROACH TO COLLEGE-PREPARATORY COURSES (ADVANCED PLACEMENT COURSES) SO THAT STUDENTS CAN PARTICIPATE IN AUTHENTIC TASKS THAT PROVIDE AN EXPERIENTIAL PLATFORM FOR LEARNING. THE UNIVERSITY OF WASHINGTON RESEARCHERS COMPLETED RESEARCH ON TWO PROJECT-BASED AP COURSES (ENVIRONMENTAL SCIENCE AND U.S. GOVERNMENT AND POLITICS) AND CONTINUE TO DESIGN A THIRD AP COURSE, PHYSICS 1. IN ADDITION, LER MAINTAINED THE COLLABORATION WITH STANFORD'S COLLEGE OF EDUCATION TO DEVELOP TWO MIDDLE SCHOOL COURSES - ONE IN 6TH GRADE MATHEMATICS AND THE OTHER IN 6TH GRADE SCIENCE - THAT INTEGRATE PROJECT-BASED LEARNING WITH PERFORMANCE BASED ASSESSMENTS.

IN ADDITION TO THESE ONGOING COLLABORATIONS, LER DEVELOPED A FIVE YEAR STRATEGIC PLAN FOCUSED ON BUILDING AN EVIDENCE BASE TO SUPPORT INNOVATIVE AND TRANSFORMATIVE PRACTICES, STARTING WITH A FOCUS ON RIGOROUS PROJECT BASED LEARNING (PBL). AS PART OF THE STRATEGIC PLAN, LER CONDUCTED TWO ENVIRONMENTAL SCANS OF THE PBL LANDSCAPE AND, FROM THESE FINDINGS, DEFINED A STRATEGY FOR EXPANSION OF THE RESEARCH ACROSS GRADE LEVELS AND

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

DISCIPLINES. TO SUPPORT THIS EXPANSION, FOUR MORE STAFF MEMBERS JOINED THE LER TEAM AND A NEW AWARD WAS GRANTED TO SUPPORT PBL RESEARCH IN SECOND GRADE. THIS NEW COLLABORATION WITH THE UNIVERSITY OF MICHIGAN EXTENDS THE RESEARCH PORTFOLIO INTO THE ELEMENTARY GRADES AND FOCUSES ON AN INTEGRATED PBL MODEL THAT COMBINES ENGLISH LANGUAGE ARTS AND SOCIAL STUDIES STANDARDS TO ADDRESS THE NEEDS OF LOW INCOME STUDENTS IN URBAN SCHOOL SETTINGS.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
EDUTOPIA ADVERTISING REVENUE	1,013,504.	1,013,504.
ROYALTY	6,636.	6,636.
OTHER INCOME	14.	14.
TOTALS	<u>1,020,154.</u>	<u>1,020,154.</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>
MORRISON AND FOERESTER LLP	72,557.		826.	62,307.
SHARTSIS FRIESE LLP	14,303.		163.	12,282.
ADLER & COLVIN	9,540.		109.	8,192.
DELANGES, LINDER & DUEY, LLP	9,156.		104.	7,862.
REED SMITH LLP	6,060.		69.	5,204.
COBALT LLP	755.		8.	648.
TOTALS	<u>112,371.</u>		<u>1,279.</u>	<u>96,495.</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	102,923.		15,763.	7,672.
TOTALS	<u>102,923.</u>		<u>15,763.</u>	<u>7,672.</u>

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME	CHARITABLE PURPOSES
JACKSON RIVER CONSULTING LLC	205,625.	2,593.	195,418.
IESD	72,700.	917.	69,091.
HGB CONSULTING LLC	59,947.	756.	56,971.
IDEAS UNITED LLC	56,000.	706.	53,220.
KONOP, JULIE	54,652.	689.	51,939.
EASON, MITCHELL	48,016.	606.	45,633.
BLUE ROCKET	48,000.	605.	45,617.
KHURANA, SARITA	47,932.	604.	45,553.
FELD, CAROLE	43,785.	552.	41,612.
PREMIER STAFFING INC	42,028.	530.	39,942.
BSG TEAM VENTURES	40,372.	509.	38,368.
ALBER, REBECCA	30,979.	391.	29,441.
GOTT ADVERTISING	29,800.	376.	28,321.
DABBS, LISA MICHELLE	28,687.	362.	27,263.
SQUARE PICTURES INC	27,026.	341.	25,684.
HIRSCH, AMANDA	22,050.	278.	20,955.
MARIGOLD WEB LLC	19,126.	241.	18,177.
SACHDEV, ANURADHA	18,500.	233.	17,582.
NEXT STEP PARTNERS LLC	18,000.	227.	17,107.
BUSINESS TALENT GROUP LLC	17,852.	225.	16,966.
KADERA, MARY	17,706.	223.	16,827.
GARDNER MADRAS STRTGC CREATIVE	15,575.	196.	14,802.
DIGITAL LEARNING GROUP	15,000.	189.	14,255.
SOUL PANCAKE PRODUCTIONS LLC	15,000.	189.	14,255.
WU, JENNIFER	13,575.	171.	12,901.
FINLEY, TODD	13,036.	164.	12,389.
DODSON, TAMARA	12,735.	161.	12,103.
LIPTON, ALAN	12,418.	157.	11,802.
PRODUCTION TRANSCRIPTS INC	12,255.	155.	11,647.
TOTAL OF PROF'L SVCS < \$10,000	222,093.	2,802.	211,068.
TOTALS	<u>1,280,470.</u>	<u>16,148.</u>	<u>1,216,909.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>
PROPERTY TAXES	845.	
FEDERAL INCOME TAX	75,526.	75,526.
CALIFORNIA INCOME TAX	8,439.	8,439.
TOTALS	<u>84,810.</u>	<u>83,965.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OPERATING MATERIALS & SUPPLIES	24,767.	868.	13,492.
FURNISHINGS AND EQUIPMENT	44,086.	504.	21,504.
REFERENCE MATERIAL	1,283.		983.
SOFTWARE	898.	35.	863.
EMPLOYEE RECRUITING	15,728.		15,728.
PUBLICITY	698,714.	5,000.	693,714.
PROMOTION/ADVERTISING	47,212.	277.	47,212.
R&M MAINTENANCE AGREEMENT	5,671.		
TRADE SHOWS	9,770.		9,770.
TELEPHONE	11,296.	2,030.	8,205.
PROPERTY INSURANCE	30,543.		1,352.
DUES AND SUBSCRIPTIONS	6,523.		867.
LICENSES AND PERMITS	11,500.		11,500.
FREIGHT AND DELIVERY	6,929.	135.	6,012.
POSTAGE	1,080.		188.
INTERNET SERVICES	196,912.	2,054.	185,993.
OTHER FRINGE BENEFITS	3,836.	187.	
BANK CHARGES	6,504.		
REIMB-EXP-OTHER	15,943.		11,369.
PRINTING & COPYING	294.		71.
TRAVEL EXP PAID TO NON-STAFF	18,719.		18,719.
EQUIPMENT AND FACILITY RENTAL	2,149.		2,149.
TOTALS	<u>1,160,357.</u>	<u>11,090.</u>	<u>1,049,691.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INCOME TAX RECEIVABLE	271,956.	271,956.
TOTALS	<u>271,956.</u>	<u>271,956.</u>

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

68-0065687

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<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 6.00	0	0	0
MARSHALL TURNER 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
KATE NYEGAARD 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 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MELLODY HOBSON P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR (AS OF 01/31/2014) 1.00	0	0	0
CYNTHIA JOHANSON IRISH P.O. BOX 3494 SAN RAFAEL, CA 94912	SECRETARY/EDUTOPIA EXEC. DIR. 55.00	273,462.	37,997.	0
KRISTIN DE VIVO P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR/LER EXEC. DIRECTOR 55.00	250,000.	37,313.	0
GRAND TOTALS		523,462.	75,310.	0

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

<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>
CHARLES FESKO P.O. BOX 3494 SAN RAFAEL, CA 94912	SENIOR DIR/AD SALES 55.00	160,953.	23,048. 0
BRIAN CHAN P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR OF FINANCE 55.00	152,783.	29,757. 0
ERIC HESTENES P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR DEV & TECH 55.00	137,471.	22,397. 0
ELIZABETH MILLCAN P.O. BOX 3494 SAN RAFAEL, CA 94912	SOFTWARE ENGINEER 55.00	105,933.	15,510. 0
KRISTIN ATKINS P.O. BOX 3494 SAN RAFAEL, CA 94912	SCHLS THAT WORK PROD 55.00	105,000.	8,236. 0
	TOTAL COMPENSATION	662,140.	98,948. 0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JACKSON RIVER 2535 13TH STREET, NW #006 WASHINGTON, DC 20009	WEBSITE DEVELOPMENT	205,625.
PRICewaterhouseCOOPERS LLP 3 EMBARCADERO CENTER SAN FRANCISCO, CA 94111	AUDIT/TAX SERVICES	102,923.
MORRISON AND FOERESTER LLP PO BOX 742335 LOS ANGELES, CA 90074	LEGAL	72,557.
IESD 33 W 87 STREET NEW YORK, NY 10024	EDUCATIONAL RESEARCH	72,700.
HGB CONSULTING LLC 437 SEYMOUR STREET HALF MOON BAY, CA 94019	CONSULTING	59,947.
TOTAL COMPENSATION		<u>513,752.</u>

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STANFORD UNIVERSITY 365 LASDEN ST. STANFORD, CA 94305	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	775,000.
UNIVERSITY OF WASHINGTON P.O. BOX 257920 SEATTLE, WA 98195	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	634,124.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE ST. ANN ARBOR, MI 48109-1274	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	303,610.
MDRC 16TH EAST 34TH ST. NEW YORK, NY 10016	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	227,571.
ENVISION SCHOOLS 111 MYRTLE ST., SUITE 203 OAKLAND, CA 94612	PC	ADVANCED PLACEMENT TEST FEES	140,985.
DES MOINES PUBLIC SCHOOLS 901 WALNUT ST. DES MOINES, IA 50309	PC	PROJECT BASED LEARNING, TRAINING AND IMPLEMENTATION	38,671.
TOTAL CONTRIBUTIONS PAID			<u>2,119,961.</u>

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 12RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

STANFORD UNIVERSITY 365 LASDEN ST. STANFORD, CA 94305	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	638,113.
UNIVERSITY OF WASHINGTON P.O. BOX 257920 SEATTLE, WA 98195	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	534,399.
MDRC 16TH EAST 34TH ST. NEW YORK, NY 10016	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	72,261.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE ST. ANN ARBOR, MI 48109-1274	PC	PROJECT BASED LEARNING DESIGN, CURRICULA DEVELOPMENT, AND RESEARCH	52,949.
ENVISION SCHOOLS 111 MYRTLE ST., SUITE 203 OAKLAND, CA 94612	PC	ADVANCED PLACEMENT TEST FEES	24,674.
DES MOINES PUBLIC SCHOOLS 901 WALNUT ST. DES MOINES, IA 50309	PC	PROJECT BASED LEARNING, TRAINING AND IMPLEMENTATION	16,043.

TOTAL CONTRIBUTIONS APPROVED

1,338,439.