

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2018Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

Open to Public Inspection.

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

A Employer identification number

68-0065687

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

Room/suite

B Telephone number (see instructions)

P.O. BOX 3494

(415) 662-1600

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 foundation 03

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,900,632.

J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

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

C If exemption application is pending, check here ☐ 6D 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)
1 Contributions, gifts, grants, etc., received (attach schedule)	12,070,408			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 1	422.	414.	414.	
12 Total. Add lines 1 through 11	12,070,830.	414.	414.	
13 Compensation of officers, directors, trustees, etc.	602,322.			602,322.
14 Other employee salaries and wages	2,892,565.			2,545,159.
15 Pension plans, employee benefits	856,601.			823,419.
16a Legal fees (attach schedule) ATCH 2	41,197.			45,678.
b Accounting fees (attach schedule) ATCH 3	67,260.			67,260.
c Other professional fees (attach schedule) [4]	2,494,699.			2,478,581.
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	165.			
19 Depreciation (attach schedule) and depletion	48,571.			
20 Occupancy				
21 Travel, conferences, and meetings	230,305.			231,353.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	573,824.			543,056.
24 Total operating and administrative expenses. Add lines 13 through 23.	7,807,509.			7,336,828.
25 Contributions, gifts, grants paid	3,864,713.			3,864,713.
26 Total expenses and disbursements. Add lines 24 and 25	11,672,222.	0.	0.	11,201,541.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	398,608.			
b Net investment income (if negative, enter -0-)		414.		
c Adjusted net income (if negative, enter -0-)			414.	

RECEIVED

OCT 2 2019

OGDEN, UT

IRS-OSC

SCANNED DEC 02 2019

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		4,619,669.	4,792,495.	4,792,495.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 1,393.				
		Less allowance for doubtful accounts ▶			1,393.	1,393.
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	15,756.	43,930.	43,930.	
	10a	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 Less accumulated depreciation (attach schedule) ▶ 423,561. 360,747.	90,132.	62,814.	62,814.	
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,725,557.	4,900,632.	4,900,632.	
17		Accounts payable and accrued expenses	713,053.	489,520.		
18		Grants payable				
19		Deferred revenue				
20		Loans from officers, directors, trustees, and other disqualified persons				
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	713,053.	489,520.		
	24	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.				
Net Assets or Fund Balances	25	Unrestricted	3,721,654.	4,411,112.		
	26	Temporarily restricted	290,850.			
	27	Permanently restricted				
	28	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	29	Capital stock, trust principal, or current funds				
	30	Total net assets or fund balances (see instructions)	4,012,504.	4,411,112.		
	31	Total liabilities and net assets/fund balances (see instructions)	4,725,557.	4,900,632.		

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	4,012,504.
2	Enter amount from Part I, line 27a	2	398,608.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,411,112.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,411,112.

Form 990-PF (2018)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)

(b) How acquired
P - Purchase
D - Donation(c) Date acquired
(mo, day, yr)(d) Date sold
(mo, day, yr)

1 a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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 doesn't qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	13,234,797.	4,077,522.	3.245794
2016	14,050,704.	3,226,599.	4.354648
2015	12,873,887.	3,176,289.	4.053122
2014	8,649,624.	1,250,283.	6.918133
2013	6,809,072.	836,672.	8.138281

2 Total of line 1, column (d)	2	26.709978
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years	3	5.341996
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	4,874,610.
5 Multiply line 4 by line 3.	5	26,040,147.
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4.
7 Add lines 5 and 6.	7	26,040,151.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	11,222,794.

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	8.
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	8.
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	8.
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	1.	
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		1.
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		7.
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 2019 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 the 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 <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? 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?		
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 <input type="checkbox"/> 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 2018 or the tax year beginning in 2018? See the 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

Form 990-PF (2018)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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		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		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>	X	
14 The books are in care of <u>LILLY FU</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 and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		
16 At any time during calendar year 2018, 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 If "Yes," enter the name of the foreign country <u></u>		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 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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <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)	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 2018 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 2018)	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 2018?	4b	X

Form 990-PF (2018)

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
- 8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No

	Yes	No
5a		
5b		
6a		
6b		X
7a		
7b		
8		

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		602,322.	76,967.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		827,831.	125,476.	0.

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

Form 990-PF (2018)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 9		1,500,853.

Total number of others receiving over \$50,000 for professional services 6

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 EDUTOPIA AND LUCAS EDUCATION RESEARCH. (SEE ATTACHMENT)	
	7,336,828.
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	

Form 990-PF (2018)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	4,948,843.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,948,843.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	4,948,843.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,233.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,874,610.
6	Minimum investment return. Enter 5% of line 5	6	243,731.

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 2018 from Part VI, line 5	2a	
b	Income tax for 2018 (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	11,201,541.
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	21,253.
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	11,222,794.
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	11,222,794.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only,				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ _____				
a Applied to 2017, 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 2018 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				
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 2013 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015		
414.	61,436.	161,330.	158,814.	381,994.	
352.	52,221.	137,131.	134,992.	324,696.	
11,222,794.	13,234,797.	14,050,704.	12,873,887.	51,382,182.	
3,864,713.	4,078,210.	3,665,560.	4,374,611.	15,983,094.	
7,358,081.	9,156,587.	10,385,144.	8,499,276.	35,399,088.	
162,487.	135,917.	107,553.	105,876.	511,833.	

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

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

GEORGE W. LUCAS, JR.

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

N/A

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATCH 10				
Total			▶ 3a	3,864,713.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments .					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a ROYALTY			15	414.	
b	OTHER INCOME			01	8.	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				422.	
13	Total. Add line 12, columns (b), (d), and (e)					422.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

2018

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

Name of the organization

THE GEORGE LUCAS EDUCATIONAL FOUNDATION

Employer identification number

68-0065687

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization **THE GEORGE LUCAS EDUCATIONAL FOUNDATION**Employer identification number
68-0065687**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SCHWAB CHARITABLE GIFT FUND 211 MAIN STREET, FL 10 SAN FRANCISCO, CA 94105	\$ 12,020,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	UNIVERSITY OF WASHINGTON 4300 ROOSEVELT WAY NE SEATTLE, WA 98105	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	OTHER PUBLIC CONTRIBUTIONS <\$5,000 P.O. BOX 3494 SAN RAFAEL, CA 94912	\$ 408.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE GEORGE LUCAS EDUCATIONAL FOUNDATION

Employer identification number

68-0065687

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

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

Name of organization THE GEORGE LUCAS EDUCATIONAL FOUNDATION

Employer identification number

68-0065687

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART I, LINE 19:

DESCRIPTION	DATE ACQUIRED	COST	ACCUMULATED DEPRECIATION	METHOD/LIFE	CURRENT YR DEPRECIATION
MACHINERY & EQUIPMENT	VARIOUS	225,408	(193,393)	SL/5 YR	25,388
COMP EQUIP.	VARIOUS	196,378	(165,579)	SL/3 YR	23,183
SOFTWARE	VARIOUS	1,775	(1,775)	SL/3 YR	0
TOTAL		423,561	(360,747)		48,571
		=====	=====		=====

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

DUE TO GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, THE BOOKS OF THE FOUNDATION REFLECT OCCUPANCY/RENT EXPENSE OF \$333,595. THIS REPRESENTS THE TOTAL VALUE OF THE FOUNDATION'S OCCUPANCY AT ITS LOCATION IN NICASIO, CALIFORNIA. NO ACTUAL OUTLAY OF FUNDS OCCURRED FOR OCCUPANCY/RENT.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ORGANIZATION MISSION AND OTHER DISCLOSURE

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

GLEF'S PRIMARY ACTIVITIES INCLUDE:

1) IDENTIFYING, DESCRIBING, AND PROMOTING EFFECTIVE MODELS AND INNOVATIONS IN PRE-K THROUGH 12 EDUCATION BY PRODUCING VIDEO AND OTHER DIGITAL MEDIA; AND

2) FUNDING AND DEVELOPING RESEARCH TO IDENTIFY AND EVALUATE RIGOROUS PRACTICES FOR LEARNERS, EDUCATORS AND SCHOOLS.

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PART IX-A: SUMMARY OF DIRECT CHARITABLE ACTIVITIES

EDUTOPIA:

EDUTOPIA HAS UNDERTAKEN A WIDE RANGE OF ACTIVITIES THAT HAVE LED TO ITS STEADY GROWTH THROUGH THE YEARS AS ONE OF AMERICA'S PREEMINENT SOURCES FOR INSPIRATION, INFORMATION AND PRACTICAL STRATEGIES ABOUT WHAT WORKS IN EDUCATION. EDUTOPIA CONTINUES TO GROW IN ITS SERVICE TO A DIVERSE AUDIENCE OF STAKEHOLDERS THROUGH VIBRANT AND EXPANDING JOURNALISM, STORYTELLING, VIDEOS, BLOGS, AND AUDIENCE DEVELOPMENT INITIATIVES.

IN 2018, WITH AN AVERAGE MONTHLY REACH OF MORE THAN 12 MILLION ACROSS EDUTOPIA'S WEBSITE, SOCIAL MEDIA PLATFORMS, AND WEEKLY NEWSLETTER, WE CONTINUED TO EXPAND OUR IMPACT BY PROVIDING TRUSTED, EVIDENCE-BASED INFORMATION AND THOUGHTFUL PERSPECTIVE TO EMPOWER TEACHERS, SCHOOL ADMINISTRATORS, ACTIVE PARENTS AND OTHERS WHO WANT TO IMPROVE SCHOOLS. IN A SURVEY OF MORE THAN 3,600 EDUCATORS, REPRESENTING GRADE LEVELS FROM PRE-K THROUGH 12, EIGHT OUT OF 10 RESPONDENTS REPORTED THAT THEY HAVE IMPLEMENTED TEACHING AND LEARNING STRATEGIES BASED ON WHAT THEY HAVE LEARNED FROM EDUTOPIA. WE ALSO WORKED WITH NOTABLE PARTNERS SUCH AS THE NATIONAL COMMISSION ON SOCIAL, EMOTIONAL AND ACADEMIC DEVELOPMENT TO PRODUCE AN IN-DEPTH 23-PART VIDEO SERIES CALLED "HOW LEARNING HAPPENS" WITH A FOCUS ON THE WHOLE CHILD AS AN INDIVIDUAL WITH SOCIAL AND EMOTIONAL AS WELL AS ACADEMIC NEEDS. IN ADDITION, WE CONTINUED TO MODERNIZE EDUTOPIA.ORG AND OUR VIDEO ARCHIVE TO DISTRIBUTE CONTENT MORE EFFECTIVELY AND EFFICIENTLY WHILE REDUCING INTERNAL MAINTENANCE COSTS.

LUCAS EDUCATION RESEARCH:

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

IN 2018, THE MAJORITY OF OUR RESEARCH ATTENDED TO THE ONGOING FUNDING AND COLLABORATION RELATED TO BUILDING EVIDENCE TO SUPPORT RIGOROUS PROJECT-BASED LEARNING IN PRE-K THROUGH 12 SCHOOLS. NINE PARTNERSHIPS REPRESENTED ONGOING WORK. THESE EXISTING PARTNERSHIPS FOCUSED ON BUILDING AN EVIDENCE BASE THROUGH THREE PHASES OF RESEARCH: DEVELOPMENT, REPLICATION, AND VALIDATION. ONE PARTNERSHIP CONFIRMED SIGNIFICANT AND POSITIVE FINDINGS IN FAVOR OF PROJECT BASED LEARNING AND THESE FINDINGS WILL BE PREPARED FOR PUBLIC RELEASE IN 2020. OTHER PARTNERSHIPS IN CALIFORNIA, COLORADO, MICHIGAN, PENNSYLVANIA, AND WISCONSIN DEVELOPED AND REFINED PROJECT-BASED COURSES IN PREPARATION FOR MORE RIGOROUS RESEARCH

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

IN 2019.

THESE RESEARCH COLLABORATIONS INCLUDE WORK UNDERWAY IN SCIENCE, SOCIAL STUDIES AND LITERACY ACROSS ALL SCHOOL LEVELS. IN TOTAL, LER FUNDED PROJECTS TOUCHED APPROXIMATELY 250 TEACHERS AND OVER 12,000 STUDENTS IN 33 STATES.

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
ROYALTY	414.	414.	414.
OTHER INCOME	8.		
	<u>422.</u>	<u>414.</u>	<u>414.</u>
TOTALS			

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	1,613.			1,613.
DELANGES, LINDER & DUEY, LLP	7,765.			7,765.
MORGAN, LEWIS & BOCKIUS LLP	3,863.			3,863.
MORRISON AND FOERSTER LLP	17,235.			17,235.
NEO JURIS LLP	500.			500.
NORTON ROSE FULBRIGHT	1,756.			1,756.
OGLETREE, DEAKINS, NASH, SMOAK	2,084.			2,084.
SCHIEDERMAIR	6,046.			6,046.
SHARTSIS FRIESE LLP	4,816.			4,816.
ADJUSTMENT TO ACCRUAL	-4,481.			
TOTALS	<u>41,197.</u>			<u>45,678.</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	67,260.			67,260.
TOTALS	<u>67,260.</u>			<u>67,260.</u>

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
RTI INTERNATIONAL	403,833.	401,224.
LULLABOT, INC.	382,000.	379,533.
HR OPTIONS INC.	288,544.	286,680.
VOX TELEVISION INC.	236,748.	235,218.
BUCK INSTITUTE FOR EDUCATION	189,728.	188,503.
SPARKS, KARISSA	180,647.	179,480.
RMC RESEARCH GROUP	110,000.	109,289.
BIOLOGICAL SCI. CURRIC. STUDY	92,685.	92,087.
MEDIACUR. INTERACT. SOL. LLC	87,719.	87,152.
MOBILE DIGITAL ARTS	68,140.	67,700.
ABD SHARED HR	62,497.	62,093.
EDU. FIRST CONSULTING, LLC	59,960.	59,573.
ADVANCED SUSTEMS GROUP LLC	34,060.	33,840.
MENLO EDUCATION RESEARCH, LLC	33,338.	33,122.
SQUARE PICTURES INC.	33,000.	32,787.
GOTT ADVERTISING, LLC	15,696.	15,594.
DAYTON, TODD	15,250.	15,151.
SOCIAL FLOW	13,000.	12,916.
DAMON HENNESSEY INC.	12,796.	12,713.
ITSTHEROI INC	12,500.	12,419.
AMUNDSON FILMS	10,500.	10,432.
SEGAL COMPANY, THE	10,040.	9,975.
TOTAL OF PROF'L SVC <\$10,000	142,018.	141,100.
TOTALS	<u>2,494,699.</u>	<u>2,478,581.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX	165.
TOTALS	<u>165.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE PREMIUMS	11,009.	11,009.
BANK CHARGES	6,238.	6,238.
OP SUPP. & MATERIALS & PRINT	16,484.	14,070.
FURNITURE AND EQUIPMENT	5,605.	5,037.
EMPLOYEE RECRUITING	4,522.	4,433.
ADVERTISING AND PROMOTION	248,510.	210,266.
HONORARIA AND STIPENDS	20,000.	20,000.
REPAIR AND MAINTENANCE	6,195.	5,473.
TELEPHONE & WIFI ACCESS	9,826.	9,731.
WEB APPS, DUES, FEES, LICENSES	234,514.	246,331.
POSTAGE AND DELIVERY	5,705.	5,252.
EXPENSES PAID FOR NON-STAFF	5,216.	5,216.
TOTALS	573,824.	543,056.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GEORGE W LUCAS JR P.O. BOX 3494 SAN RAFAEL, CA 94912	CHAIRMAN 1.00	0.	0.	0.
STEPHEN D ARNOLD P.O. BOX 3494 SAN RAFAEL, CA 94912	VICE-CHAIR/CFO 7.00	0.	0.	0.
MARSHALL TURNER P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
ANDREA WISHOM P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
ROBERT BRADLEY P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
KIM MEREDITH P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 7 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KATE NYEGAARD P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
MELLODY HOBSON P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR 1.00	0.	0.	0.
CYNTHIA JOHANSON IRISH P.O. BOX 3494 SAN RAFAEL, CA 94912	SECRETARY/EDUTOPIA EXEC. DIR. 55.00	307,458.	49,046.	0.
KRISTIN DE VIVO P.O. BOX 3494 SAN RAFAEL, CA 94912	LER EXECUTIVE DIRECTOR 55.00	294,864.	27,921.	0.
GRAND TOTALS		602,322.	76,967.	0.

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>ATTACHMENT 8</u>	
			<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>	
STEPHEN MERRILL P.O. BOX 3494 SAN RAFAEL, CA 94912	EXECUTIVE PRODUCER 55.00	202,564.	12,775.	0.
LILLY FU P.O. BOX 3494 SAN RAFAEL, CA 94912	SR. DIR., FIN&ADMIN 55.00	191,943.	37,515.	0.
ERIC HESTENES P.O. BOX 3494 SAN RAFAEL, CA 94912	DIRECTOR ENGINEERING 55.00	170,024.	29,307.	0.
THOMAS BERGER P.O. BOX 3494 SAN RAFAEL, CA 94912	EXECUTIVE EDITOR 55.00	126,300.	27,258.	0.
PAMELA HASTINGS P.O. BOX 3494 SAN RAFAEL, CA 94912	DIR. USER EXPERIENCE 55.00	137,000.	18,621.	0.
TOTAL COMPENSATION		827,831.	125,476.	0.

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
RTI INTERNATIONAL P.O. BOX 900002 RALEIGH, NC 27675	SOFTWARE DEVELOPMENT	403,833.
LULLABOT P.O. BOX 417568 BOSTON, MA 02241	SOFTWARE DEVELOPMENT	382,000.
HR OPTIONS 1401 WILLOW PASS ROAD CONCORD, CA 94520	STAFF SERVICE	288,544.
VOX TELEVISION 50 HUNT STREET WATERTOWN, MA 02472	VIDEO PRODUCTION	236,748.
BUCK INSTITUTE FOR EDUCATION 3 HAMILTON LANDING, STE. 220 NOVATO, CA 94949	PROGRAM DEVELOPMENT	189,728.
	TOTAL COMPENSATION	<u>1,500,853.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY OF WASHINGTON PO BOX 257920 SEATTLE, WA 98195-7920	GOV		STUDENT VOICE FELLOWSHIP: STUDY OF STUDENT VOICE IN PBL CLASSROOMS	10,000.
STANFORD UNIVERSITY 365 LAUSEN STREET STANFORD, CA 94305	PC		PROJECT BASED LEARNING 6TH GRADE COURSES IN MATH AND SCIENCE: DESIGN, DEVELOPMENT, AND EVALUATION	266,186.
UNIVERSITY OF WISCONSIN-MADISON 21 N. PARK STREET, SUITE 6401 MADISON, WI 53715-1218	GOV		STUDENT VOICE FELLOWSHIP: STUDY OF STUDENT VOICE IN PBL CLASSROOMS	10,000.
UNIVERSITY OF COLORADO 3100 MARINE STREET, 572 UCB BOULDER, CO 80309	GOV		STUDENT VOICE FELLOWSHIP: STUDY OF STUDENT VOICE IN PBL CLASSROOMS	10,000.
UNIVERSITY OF COLORADO 3100 MARINE STREET, 572 UCB BOULDER, CO 80309	GOV		PROJECT BASED LEARNING 9TH GRADE COURSE IN ENGLISH LANGUAGE ARTS: DESIGN, DEVELOPMENT, AND EVALUATION	623,738.
HIGH TECH HIGH GRADUATE SCHOOL OF EDUCATION 2150 CRUSHING ROAD SAN DIEGO, CA 92106	GOV		STUDENT VOICE FELLOWSHIP: STUDY OF STUDENT VOICE IN PBL CLASSROOMS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MICHIGAN STATE UNIVERSITY INSTITUTE FOR RESEARCH ON TEACHING AND LEARNING 620 FARM LANE, ERICKSON HALL, ROOM 211 EAST LANSING, MI 48824	GOV	PROJECT BASED LEARNING 3RD AND 4TH GRADE INTERDISCIPLINARY COURSES: DESIGN, DEVELOPMENT, AND EVALUATION	1,217,796.
MICHIGAN STATE UNIVERSITY INSTITUTE FOR RESEARCH ON TEACHING AND LEARNING 620 FARM LANE, ERICKSON HALL, ROOM 211 EAST LANSING, MI 48824	GOV	5TH GRADE ENGINEERING COURSE: DESIGN, DEVELOPMENT, AND EVALUATION	100,000.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET, ROOM P-221 PHILADELPHIA, PA 19104-6205	PC	STUDENT VOICE FELLOWSHIP: STUDY OF STUDENT VOICE IN PBL CLASSROOMS	10,000.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET, ROOM P-221 PHILADELPHIA, PA 19104-6205	PC	PROJECT BASED LEARNING TEACHING CORE PRACTICES FRAMEWORK	841,793.
UNIVERSITY OF SOUTHERN CALIFORNIA 3720 SOUTH FLOWER STREET, 3RD FLOOR LOS ANGELES, CA 90089-0701	PC	PROJECT BASED LEARNING MATURATION STUDY OF KNOWLEDGE IN ACTION INSTRUCTION COURSES: U.S GOVERNMENT AND POLITICS AND ENVIRONMENTAL SCIENCE	440,258.
UNIVERSITY OF SOUTHERN CALIFORNIA 3720 SOUTH FLOWER STREET, 3RD FLOOR LOS ANGELES, CA 90089-0701	PC	PROJECT BASED LEARNING KNOWLEDGE IN ACTION AP PHYSICS IN FARIFAX COUNTY PUBLIC SCHOOLS	16,128.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDUCURIQIOUS 2825 EASTLAKE AVENUE EAST, SUITE 210 SEATTLE, WA 98102	PC		PROJECT BASED LEARNING 8TH GRADE COURSE IN SOCIAL STUDIES: DESIGN AND DEVELOPMENT	115,000.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT 25TH AVENUE SAN FRANCISCO, CA 94121	GOV		PROJECT BASED LEARNING MIDDLE SCHOOL SCIENCE IMPLEMENTATION IN DISTRICT	133,814.
FUTURE ED GEORGETOWN UNIVERSITY BOX 5711014 650 ICC WASHINGTON, DC 20057	PC		TEACHER MINDSET STUDY	60,000.
TOTAL CONTRIBUTIONS PAID				<u>3,864,713.</u>