

Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation GEORGE LUCAS FAMILY FOUNDATION FKA LUCASFILM FOUNDATION		A Employer identification number 20-3940983
Number and street (or P O box number if mail is not delivered to street address) 101 YGNACIO VALLEY ROAD	Room/suite 310	B Telephone number 925-977-9060
City or town, state, and ZIP code WALNUT CREEK, CA 94596		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input checked="" type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,141,488,469. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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	1,076,191,669.		N/A	
	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	566,877.	566,877.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	39,713.			
	b Gross sales price for all assets on line 6a	70,182,235.			
	7 Capital gain net income (from Part IV, line 2)		39,713.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,076,798,259.	606,590.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	22,331.	0.		22,331.
	b Accounting fees STMT 3	17,000.	0.		17,000.
	c Other professional fees STMT 4	129,981.	129,981.		357,439.
	17 Interest				
	18 Taxes STMT 5	892.	0.		310.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	17,651.	0.		17,651.
	24 Total operating and administrative expenses. Add lines 13 through 23	187,855.	129,981.		414,731.
	25 Contributions, gifts, grants paid	8,316,462.			25,798,374.
26 Total expenses and disbursements. Add lines 24 and 25	8,504,317.	129,981.		26,213,105.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,068,293,942.				
b Net investment income (if negative, enter -0-)		476,609.			
c Adjusted net income (if negative, enter -0-)			N/A		

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12-05-12

LHA For Paperwork Reduction Act Notice, see Instructions.

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2012.05020 GEORGE LUCAS FAMILY FOUNDAT 505752

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	837,293.	1,123,793.	1,123,793.
	2 Savings and temporary cash investments		926,559,201.	926,559,201.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	0.	177,159,260.	177,159,260.
	b Investments - corporate stock	89,443,518.		
	c Investments - corporate bonds STMT 9	0.	33,881,734.	33,881,734.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	0.	2,613,218.	2,613,218.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	217,356.	151,263.	151,263.
	16 Total assets (to be completed by all filers)	90,498,167.	1,141,488,469.	1,141,488,469.
	17 Accounts payable and accrued expenses	4,239.	846.	
	18 Grants payable	45,697,697.	26,401,894.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	45,701,936.	26,402,740.	
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	44,796,231.	1,115,085,729.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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	44,796,231.	1,115,085,729.		
31 Total liabilities and net assets/fund balances	90,498,167.	1,141,488,469.		

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	44,796,231.
2 Enter amount from Part I, line 27a	2	1,068,293,942.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,995,556.
4 Add lines 1, 2, and 3	4	1,115,085,729.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,115,085,729.

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 PUBLICLY TRADED SECURITIES					
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 70,182,235.		70,142,522.	39,713.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			39,713.		
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	39,713.	
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). If (loss), enter -0- in Part I, line 8			3	N/A	

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))
2011	34,980,318.	66,222,195.	.528226
2010	35,443,023.	60,289,950.	.587876
2009	26,458,271.	73,425,138.	.360343
2008	63,828,570.	71,616,549.	.891254
2007	23,142,829.	81,391,889.	.284338
2 Total of line 1, column (d)			2 2.652037
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 .530407
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 148,998,657.
5 Multiply line 4 by line 3			5 79,029,931.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,766.
7 Add lines 5 and 6			7 79,034,697.
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 26,213,105.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐5,115. Refunded ☐**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐

CA

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

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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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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)			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?		X	

Website address ☐ N/A

14 The books are in care of ☐ MICHAEL RIDER Telephone no. ☐ 415-746-5059
 Located at ☐ PO BOX 29916, SAN FRANCISCO, CA ZIP+4 ☐ 94129

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ☐ 15 ☐ N/A

16 At any time during calendar year 2012, 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? ☐ Yes ☒ No
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ☐

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 type="checkbox"/> Yes <input checked="" 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 checked="" type="checkbox"/>
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2012?		<input checked="" type="checkbox"/>
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <input type="checkbox"/>		
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
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 2012 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 2012)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/>
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 2012?		<input checked="" type="checkbox"/>

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ 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)?**5b**

X

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?

SEE STATEMENT 13

☒ Yes ☐ No

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

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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
NONE				

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

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
TBD CONSULTANTS		
111 PINE ST., SAN FRANCISCO, CA 94111	CONSULTING	357,439.
PAYDEN & RYSEL - 333 SOUTH GRAND AVE., SUITE 3200, LOS ANGELES, CA 90071	INVESTMENT ADVISORY SERVICES	129,981.
Total number of others receiving over \$50,000 for professional services		0

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 PAID CONSTRUCTION CONSULTANT IN SUPPORT OF USC CINEMATIC ARTS BUILDING, PHASE 3.	357,439.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Record the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	107,771,511.
b	Average of monthly cash balances	1b	40,731,680.
c	Fair market value of all other assets	1c	2,764,481.
d	Total (add lines 1a, b, and c)	1d	151,267,672.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	151,267,672.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,269,015.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	148,998,657.
6	Minimum investment return. Enter 5% of line 5	6	7,449,933.

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	7,449,933.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,532.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,532.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,440,401.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,440,401.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,440,401.

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	26,213,105.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	26,213,105.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,213,105.

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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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				7,440,401.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	18,961,823.			
b From 2008	60,300,867.			
c From 2009	22,805,378.			
d From 2010	32,438,493.			
e From 2011	31,677,198.			
f Total of lines 3a through e	166,183,759.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	26,213,105.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				7,440,401.
e Remaining amount distributed out of corpus	18,772,704.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	184,956,463.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	18,961,823.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	165,994,640.			
10 Analysis of line 9:				
a Excess from 2008	60,300,867.			
b Excess from 2009	22,805,378.			
c Excess from 2010	32,438,493.			
d Excess from 2011	31,677,198.			
e Excess from 2012	18,772,704.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

NONE

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 <i>Paid during the year</i>				
SEE STATEMENT 14				
Total			3a	0.
b <i>Approved for future payment</i>				
SEE STATEMENT 14				
Total			3b	0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	566,877.		
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			18	39,713.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		606,590.		0.
13 Total. Add line 12, columns (b), (d), and (e)				13	606,590.	

(See worksheet in line 13 instructions to verify calculations.)

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012**Name of the organization**GEORGE LUCAS FAMILY FOUNDATION
FKA LUCASFILM FOUNDATION**Employer identification number**

20-3940983

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA 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) (2012)

Name of organization GEORGE LUCAS FAMILY FOUNDATION FKA LUCASFILM FOUNDATION	Employer identification number 20-3940983
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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	LUCASFILM LTD. P.O. BOX 29901 SAN FRANCISCO, CA 94129	\$ 151,191,669.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	GEORGE W. LUCAS, JR. 101 YGNACIO VALLEY ROAD, SUITE 310 WALNUT CREEK, CA 94596	\$ 925,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

20-3940983

20-3940983

Part II

(a)
No.
from
Part I

(b)
Description of noncash property given

(c)
FMV (or estimate)
(see instructions)

(d)
Date received

1

MEMBERSHIP INTEREST IN EXHIBITIONS LLC

\$ 1,175,899.

10/29/12

(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 GEORGE LUCAS FAMILY FOUNDATION FKA LUCASFILM FOUNDATION	Employer identification number 20-3940983
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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) ▶ \$

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 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST INCOME	566,877.	0.	566,877.
TOTAL TO FM 990-PF, PART I, LN 4	566,877.	0.	566,877.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	22,331.	0.		22,331.
TO FM 990-PF, PG 1, LN 16A	22,331.	0.		22,331.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	17,000.	0.		17,000.
TO FORM 990-PF, PG 1, LN 16B	17,000.	0.		17,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	129,981.	129,981.		357,439.
TO FORM 990-PF, PG 1, LN 16C	129,981.	129,981.		357,439.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RRF-1 FEE	300.	0.		300.
CA 199 FEE	10.	0.		10.
FEDERAL EXCISE TAX	582.	0.		0.
TO FORM 990-PF, PG 1, LN 18	892.	0.		310.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS INSURANCE	2,113.	0.		2,113.
DUES AND SUBSCRIPTIONS	750.	0.		750.
BANK CHARGES	14,524.	0.		14,524.
OFFICE SUPPLIES	264.	0.		264.
TO FORM 990-PF, PG 1, LN 23	17,651.	0.		17,651.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
UNREALIZED GAINS	539,104.
REDUCTION OF GRANT COMMITMENT	1,456,452.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,995,556.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. DEBT INSTRUMENTS	x		2,709,743.	2,709,743.
T-BILLS	x		144,334,115.	144,334,115.
TREASURY NOTES	x		30,115,402.	30,115,402.
TOTAL U.S. GOVERNMENT OBLIGATIONS			177,159,260.	177,159,260.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			177,159,260.	177,159,260.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
THE BANK OF NOVA SCOTIA	500,000.	500,000.
SVENSKA HANDELSBANKEN AB (PUBL)	200,774.	200,774.
AMERICAN EXPR CENTURION	249,647.	249,647.
AMERICAN EXPRESS CREDIT	224,606.	224,606.
AMERICAN HONDA FINANCE	633,407.	633,407.
AUST & NZ BANKING GROUP	402,501.	402,501.
BANK OF AMERICA CORP	191,867.	191,867.
BANK OF MONTREAL	200,854.	200,854.
BANK OF NEW YORK MELLON	501,238.	501,238.
BANK OF NOVA SCOTIA	89,507.	89,507.
BANQUE PSA FINANCE	266,633.	266,633.
CAISSE CENTRALE DESJARDN	302,268.	302,268.
CANADIAN IMPERIAL BANK	500,700.	500,700.
CAPITAL ONE FINANCIAL CO	132,331.	132,331.
CATERPILLAR FINANCIAL SE	400,492.	400,492.
CITIGROUP INC	363,410.	363,410.
COMMONWEALTH BANK AUST (CBAAU)	755,484.	755,484.
COMMONWEALTH BANK AUST (CBA)	1,978,733.	1,978,733.
FDIC STRUCT SALE GTD NTS	249,527.	249,527.
CREDIT SUISSE NEW YORK	502,880.	502,880.
JOHN DEERE CAPITAL CORP	761,037.	761,037.
GENERAL ELEC CAP CORP	848,414.	848,414.
GOLDMAN SACHS GROUP INC	391,544.	391,544.
HARLEY-DAVIDSON FINL SER	95,247.	95,247.
ING BANK NV	482,831.	482,831.
JPMORGAN CHASE & CO	199,993.	199,993.
LLOYDS TSB BANK PLC	509,552.	509,552.
MASSMUTUAL GLOBAL FUNDIN	802,977.	802,977.
METLIFE INSTITUTIONAL FD	473,995.	473,995.

MORGAN STANLEY	220,499.	220,499.
NATIONAL AUSTRALIA BANK	707,803.	707,803.
NATIONAL RURAL UTIL COOP	350,303.	350,303.
NEDER WATERSCHAPSBANK	1,011,887.	1,011,887.
NEW YORK LIFE GLOBAL FDG	300,084.	300,084.
PACCAR FINANCIAL CORP	470,103.	470,103.
PRINCIPAL LIFE INC FDG	160,109.	160,109.
PRINCIPAL LFE GLB FND II	89,876.	89,876.
ROYAL BANK OF CANADA	400,122.	400,122.
SPAREBANK 1 BOLIGKREDITT	301,784.	301,784.
SWEDBANK HYPOTEK AB	451,638.	451,638.
TORONTO-DOMINION BANK	210,717.	210,717.
TOYOTA MOTOR CREDIT CORP	432,129.	432,129.
UNION BANK NA	252,101.	252,101.
US BANCORP	419,957.	419,957.
WASHINGTON MUTUAL BANK N	315,000.	315,000.
WELLS FARGO & COMPANY	201,890.	201,890.
WESTPAC BANKING CORP	201,249.	201,249.
AT&T INC	330,933.	330,933.
ABBVIE INC	403,682.	403,682.
AMAZON.COM INC	159,902.	159,902.
AMGEN INC	818,165.	818,165.
ANHEUSER-BUSCH INBEV WOR	1,102,119.	1,102,119.
EXPRESS SCRIPTS HOLDING	206,331.	206,331.
BAT INTL FINANCE PLC	111,576.	111,576.
BHP BILLITON FIN USA LTD	211,573.	211,573.
BRITISH TELECOM PLC	201,653.	201,653.
CAMPBELL SOUP CO	120,431.	120,431.
CATERPILLAR INC	379,567.	379,567.
CISCO SYSTEMS INC	752,043.	752,043.
DAIMLER FINANCE NA LLC	501,608.	501,608.
DANAHER CORP	200,192.	200,192.
DENTSPLY INTERNATIONAL	120,660.	120,660.
ERAC USA FINANCE LLC	404,089.	404,089.
EBAY INC	90,334.	90,334.
ECOLAB INC	50,139.	50,139.
GENERAL MILLS INC	400,871.	400,871.
GLAXOSMITHKLINE CAPITAL	120,582.	120,582.
HEINEKEN NV	30,056.	30,056.
HEWLETT-PACKARD CO	198,166.	198,166.
IBM CORP	453,207.	453,207.
JOHNSON CONTROLS INC	110,355.	110,355.
PENSKE TRUCK LEASING/PTL	102,028.	102,028.
PEPSICO INC	400,535.	400,535.
PRECISION CASTPARTS CORP	50,044.	50,044.
PROCTER & GAMBLE CO/THE	150,963.	150,963.
QUEST DIAGNOSTIC INC	80,491.	80,491.
ROCHE HLDGS INC	420,199.	420,199.
SAFEWAY INC	270,084.	270,084.
SANOFI	152,125.	152,125.
TAKEDA PHARMACEUTICAL	200,787.	200,787.
TARGET CORP	300,884.	300,884.
TEVA PHARM FIN III	220,876.	220,876.
TEXAS INSTRUMENTS INC	319,508.	319,508.

TIME WARNER CABLE INC	308,238.	308,238.
EATON CORP	80,242.	80,242.
UNITED TECHNOLOGIES CORP	180,496.	180,496.
UNITEDHEALTH GROUP INC	40,131.	40,131.
VF CORP	100,488.	100,488.
VERIZON COMMUNICATIONS	482,387.	482,387.
VOLKSWAGEN INTL FIN NV	401,339.	401,339.
WALGREEN CO	200,280.	200,280.
WELLPOINT INC	100,790.	100,790.
XSTRATA FINANCE CANADA	140,777.	140,777.
APACHE CORP	217,817.	217,817.
APPALACHIAN POWER CO	280,368.	280,368.
DTE ENERGY COMPANY	250,488.	250,488.
FLORIDA POWER CORP	139,794.	139,794.
GEORGIA POWER COMPANY	600,593.	600,593.
KINDER MORGAN ENER PART	269,835.	269,835.
NEXTERA ENERGY CAPITAL	30,210.	30,210.
NORTHEAST UTILITIES	201,003.	201,003.
TOTAL TO FORM 990-PF, PART II, LINE 10C	33,881,734.	33,881,734.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NON-U.S. GOVERNMENT BONDS	FMV	1,923,114.	1,923,114.
MORTGAGE & ASSET-BACKED SECURITIES	FMV	690,104.	690,104.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,613,218.	2,613,218.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	202,035.	135,942.	135,942.
FEDERAL INCOME TAX RECEIVABLE	15,321.	15,321.	15,321.
TO FORM 990-PF, PART II, LINE 15	217,356.	151,263.	151,263.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE W. LUCAS, JR. 101 YGNACIO VALLEY ROAD, SUITE 310 WALNUT CREEK, CA 94596	DIRECTOR/CEO 1.00	0.	0.	0.
STEVE CONDIOTTI 101 YGNACIO VALLEY ROAD, SUITE 310 WALNUT CREEK, CA 94596	TREASURER/CFO 2.00	0.	0.	0.
MICHELINE CHAU 101 YGNACIO VALLEY ROAD, SUITE 310 WALNUT CREEK, CA 94596	VP/SECRETARY 1.00	0.	0.	0.
MIKE RIDER 101 YGNACIO VALLEY ROAD, SUITE 310 WALNUT CREEK, CA 94596	TREASURER 1.00	0.	0.	0.
NATALIE TALBOTT 101 YGNACIO VALLEY ROAD, SUITE 310 WALNUT CREEK, CA 94596	SECRETARY 1.00	0.	0.	0.
ANGELO GARCIA 101 YGNACIO VALLEY ROAD, SUITE 310 WALNUT CREEK, CA 94596	VP 1.00	0.	0.	0.
ROBERT BRADLEY 101 YGNACIO VALLEY ROAD, SUITE 310 WALNUT CREEK, CA 94596	VP/DIRECTOR 1.00	0.	0.	0.
KATE NYEGAARD 101 YGNACIO VALLEY ROAD, SUITE 310 WALNUT CREEK, CA 94596	DIRECTOR 1.00	0.	0.	0.
MELLODY HOBSON 101 YGNACIO VALLEY ROAD, SUITE 310 WALNUT CREEK, CA 94596	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

GEORGE LUCAS EDUCATIONAL FOUNDATION

GRANTEE'S ADDRESSPO BOX 3494
SAN RAFAEL, CA 94912GRANT AMOUNT

3,400,000.

DATE OF GRANT

03/07/12

AMOUNT EXPENDED

3,400,000.

PURPOSE OF GRANT

SUPPORT FOR GLEF'S GENERAL CHARITABLE OPERATING EXPENSES

DATES OF REPORTS BY GRANTEE

APRIL 25, 2013 AND JANUARY 20, 2014

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

NONE WARRANTED.

GRANTEE'S NAME

GEORGE LUCAS EDUCATIONAL FOUNDATION

GRANTEE'S ADDRESSPO BOX 3494
SAN RAFAEL, CA 94912

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
500,000.	08/25/11	500,000.

PURPOSE OF GRANT

SUPPORT FOR GLEF'S GENERAL CHARITABLE OPERATING EXPENSES

DATES OF REPORTS BY GRANTEE

APRIL 2, 2012 AND JANUARY 21, 2014

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

NONE WARRANTED.

Statement 13

3a Grants and Contributions Paid During the Year.

Name	Address	City/State	Purpose of grant or contribution	Organization Type	Amount
10,000 DEGREES	781 LINCOLN AVE STE 140	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
ACADEMIC EXCELLENCE AT TERRA LINDA HIGH SCHOOL	320 NOVA ALBION WAY	SAN RAFAEL, CA	TERRA LINDA ROBOTICS CLUB	501(c)(3) Public Charity	500
ACADEMY FOUNDATION	8949 WILSHIRE BLVD	BEVERLY HILLS, CA	ACADEMY MUSEUM OF MOTION PICTURES	501(c)(3) Public Charity	3,000,000
ALISA ANN RUCH CALIFORNIA BURN FOUNDATION	2510 WEST BURBANK BLVD #201	BURBANK, CA	GENERAL DONATION	501(c)(3) Public Charity	500
ALLIANCE FOR INCLUSION IN THE ARTS	1560 BROADWAY	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	2,000
ALTA BATES SUMMIT FOUNDATION	2450 ASHBY AVE , THIRD FLOOR	BERKELEY, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
ALTERNATIVE THEATER ENSEMBLE	1337 FOURTH STREET, SUITE A	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
ALVIN AILEY AMERICAN DANCE THEATER INC	JOAN WEIL CENTER FOR DANCE, 405 WEST 55TH ST	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	1,000
AMERICAN ACADEMY OF ARTS & SCIENCES	136 IRVING ST	CAMBRIDGE, MA	GENERAL DONATION	501(c)(3) Public Charity	10,000
AMERICAN FILM INSTITUTE INC	2021 NORTH WESTERN AVE	LOS ANGELES, CA	1312 PJG PROJECT	501(c)(3) Public Charity	10,000
AMERICAN INDIAN FILM INSTITUTE	333 VALENCIA ST STE 322	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
AMERICAN JEWISH COMMITTEE	165 EAST 56TH ST	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	5,000
AMERICAN MUSEUM OF THE MOVING IMAGE	3601 35TH AVE	ASTORIA, NY	GENERAL DONATION	501(c)(3) Public Charity	1,000
ANTHOLOGY FILM ARCHIVES	32 SECOND AVE #34	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	1,500
ANTHONY MANNING KUNIN FOUNDATION	2698 PACIFIC AVENUE, BUILDING C	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
ARTWORKS DOWNTOWN INC	1337 FOURTH STREET	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
BATOTO YETU INC	12 SYLVAN TERRACE	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	1,000
BERKELEY REPERTORY THEATER	999 HARRISON ST	BERKELEY, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
BLUE BEAR SCHOOL OF MUSIC	FORT MASON CENTER, BLDG D	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
BOYS & GIRLS CLUB OF OAKLAND	PO BOX 23203	OAKLAND, CA	GENERAL DONATION	501(c)(3) Public Charity	500
BOYS & GIRLS CLUB OF OAKLAND	PO BOX 23203	OAKLAND, CA	GENERAL DONATION	501(c)(3) Public Charity	500
BOYS HOPE GIRLS HOPE OF SAN FRANCISCO INC	PO BOX 347359	SAN FRANCISCO CA	GENERAL DONATION	501(c)(3) Public Charity	500
BRADY CENTER TO PREVENT GUN VIOLENCE	1225 EYE ST NW #1100	WASHINGTON, DC	GENERAL DONATION	501(c)(3) Public Charity	1,000
BUCKLEUP PROGRAMS	900 FIFTH AVE #150	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
CALIFORNIA STATE SUMMER SCHOOL ARTS FOUNDATION	39 EAST WALNUT STREET #8	PASADENA, CA	BAY AREA STUDENTS	501(c)(3) Public Charity	15,000
CAN DO EDUCATIONAL FOUNDATION	PO BOX 6182	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
CARSON SCHOLARS FUND, INC	305 W CHESAPEAKE AVENUE, SUITE 310	TOWSON, MA	GENERAL DONATION	501(c)(3) Public Charity	1,000
CARTOON ART MUSEUM OF CALIFORNIA	655 MISSION ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
CASA ALLEGRA COMMUNITY SERVICES	35 MITCHELL BLVD #8	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
CHILDREN AFFECTED BY AIDS FOUNDATION	6033 WEST CENTURY BLVD #803	LOS ANGELES, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
CHILDREN AFFECTED BY AIDS FOUNDATION	6033 WEST CENTURY BLVD #803	LOS ANGELES, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
CHILDREN OF SHELTERS	2269 CHESTNUT ST #439	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
CHILDREN'S CREATIVITY MUSEUM	221 FOURTH ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
CHRISTOPHER REEVE FOUNDATION	636 MORRIS TURNPIKE SUITE 3A	SHORT HILLS, NJ	GENERAL DONATION	501(c)(3) Public Charity	500
CLOSE UP FOUNDATION	44 CANAL CENTER PLAZA	ALEXANDRIA, VA	GENERAL DONATION	501(c)(3) Public Charity	1,000
COMMUNITY INSTITUTE FOR PSYCHOTHERAPY	1330 LINCOLN AVE #201	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
CONGRESSIONAL BLACK CAUCUS FOUNDATION INC	1720 MASSACHUSETTS AVENUE, NW	WASHINGTON, DC	GENERAL DONATION	501(c)(3) Public Charity	30,000
CONSERVATION CORPS NORTH BAY INC	27 LARKSPUR ST	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
DANCE THEATRE OF HARLEM INC	468 WEST 152ND ST	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	2,500
DELANCEY STREET FOUNDATION	600 EMBARCADERO	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
DISCOVER A STAR FOUNDATION	100 UNIVERSAL CITY PLAZA #5511-3	UNIVERSAL CITY, CA	GENERAL DONATION	501(c)(3) Public Charity	500
EDIBLE SCHOOLYARD	1517 SHATTUCK AVENUE	BERKELEY, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
ELIZABETH GLASER PEDIATRIC AIDS FOUNDATION	1140 CONNECTICUT AVENUE NW, SUITE 200	WASHINGTON, DC	GENERAL DONATION	501(c)(3) Public Charity	1,000
FAIR HOUSING OF MARIN	615 B ST	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	2,000
FAMILY AND CHILDREN'S LAW CENTER	30 NORTH SAN PEDRO RD #245	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
FILM INDEPENDENT INC	9911 W PICO BLVD 11TH FLOOR	LOS ANGELES, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
FIRST GRADUATE	37 GRAHAM STREET SUITE 100	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
FIRST PLACE FOR YOUTH	519 17TH ST STE 100	OAKLAND, CA	GENERAL DONATION	501(c)(3) Public Charity	500
FOSTERING EARLY LEARNING INSTITUTE	979 GOLF COURSE DRIVE, #262	ROHNERT PARK, CA	GENERAL DONATION	501(c)(3) Public Charity	500
FOUNDATION FOR THE OPEN EYE INC	PO BOX 959	MARGARETVILLE, NY	GENERAL DONATION	501(c)(3) Public Charity	1,000
FOUNDATION OF CITY COLLEGE OF SAN FRANCISCO	PO BOX 40488	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
FULFILLMENT FUND	6100 WILSHIRE BLVD SUITE 600	LOS ANGELES, CA	IN HONOR OF ROB MOORE	501(c)(3) Public Charity	1,000
GEORGE LUCAS EDUCATIONAL FOUNDATION	3939 LUCAS VALLEY ROAD	NICASIO, CA	GENERAL SUPPORT	501(c)(3) Private Foundation	3,900,000
GIANT STEPS THERAPEUTIC EQUESTRIAN CENTER, INC	PO BOX 4855	PETALUMA, CA	GENERAL DONATION	501(c)(3) Public Charity	500
GLIDE FOUNDATION	330 ELLIS ST	SAN FRANCISCO, CA	HOLIDAY MEALS	501(c)(3) Public Charity	10,000
GRABHORN INSTITUTE	1802 HAYS ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
HABITAT FOR HUMANITY EAST BAY	2619 BROADWAY #205	OAKLAND, CA	GENERAL DONATION	501(c)(3) Public Charity	15,000
HABITAT FOR HUMANITY GREATER SAN FRANCISCO INC	645 HARRISON STREET #201	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,500
HALLECK CREEK RANCH	P O BOX 159	NICASIO, CA	GENERAL DONATION	501(c)(3) Public Charity	5,000
HELEN KELLER INTERNATIONAL INC	352 PARK AVE SOUTH SUITE 1200	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	500
HENRY OHLHOFF HOUSE	601 STEINER ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
HOLE IN THE WALL GANG FUND INC	555 LONG WHARF DRIVE	NEW HAVEN, CT	GENERAL DONATION	501(c)(3) Public Charity	1,000
HOMEWARD BOUND OF MARIN	1385 NORTH HAMILTON PARKWAY	NOVATO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
HOSPITALITY HOUSE	290 TURK ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
HOSPITALITY HOUSE	290 TURK ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500

Statement 13

3a Grants and Contributions Paid During the Year.

Name	Address	City/State	Purpose of grant or contribution	Organization Type	Amount
HOUSE EAR INSTITUTE	2100 WEST THIRD ST	LOS ANGELES, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
IMAGE FOR SUCCESS	1557 FOURTH ST	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
IMAGINE BUS PROJECT	1009 GENERAL KENNEDY AVE, 1ST FLOOR	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
INVERNESS GARDEN CLUB	SCHOLARSHIP FUND, PO BOX 724	INVERNESS CA	SCHOLARSHIP FUND	501(c)(3) Public Charity	500
JACKIE ROBINSON FOUNDATION INC	75 VARICK ST SECOND FLR	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	1,000
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL	26 BROADWAY 14TH FLOOR	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	1,000
KIDS TURN	55 NEW MONTGOMERY ST #500	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
KQED INC	2601 MARIPOSA ST	SAN FRANCISCO CA	GENERAL DONATION	501(c)(3) Public Charity	1,500
KWMR	PO BOX 1262	POINT REYES, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
LA'S PROMISE	1035 SOUTH GRAND AVE, 2ND FLOOR	LOS ANGELES, CA	GENERAL DONATION	501(c)(3) Public Charity	10,000
LIKHA-PILIPINO FOLK ENSEMBLE	PO BOX 170601	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	2,500
MARIN ADVOCATES FOR CHILDREN	30 NORTH SAN PEDRO RD, SUITE 275	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
MARIN ADVOCATES FOR CHILDREN	30 NORTH SAN PEDRO RD, SUITE 275	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
MARIN CENTER FOR INDEPENDENT LIVING	710 FOURTH ST	SAN RAFAEL, CA	GENERAL DONATION	501(c)(3) Public Charity	500
MARIN COMMUNITY CLINIC	P O BOX 1868	NOVATO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
MARIN COUNTY LIBRARY FOUNDATION	P O BOX 1755	MILL VALLEY, CA	ONE BOOK ONE MARIN	501(c)(3) Public Charity	500
MARIN GENERAL HOSPITAL FOUNDATION	100B DRAKES LANDING ROAD #255	GREENBRAE, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
MATHEMATICAL SCIENCES RESEARCH INSTITUTE	SHING-SHEN CHERN HALL, 17 GAUSS WAY	BERKELEY, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
MEALS ON WHEELS OF SAN FRANCISCO INC	1375 FAIRFAX AVENUE	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
MEMORIAL SLOAN-KETTERING CANCER CENTER	1275 YORK AVE	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	1,000
MONTEREY BAY AQUARIUM FOUNDATION	886 CANNERY ROW	MONTEREY, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
MUSEUM OF MODERN ART	11 WEST 53RD ST	NEW YORK, NY	GENERAL DONATION ANNUAL FUND	501(c)(3) Public Charity	1,000
NATIONAL DISASTER SEARCH DOG FOUNDATION INC	501 EAST OJAI AVENUE	OJAI, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
NATIONAL FILM PRESERVE LTD	DBA TELLURIDE FILM FESTIVAL 800 JONES ST	BERKELEY, CA	GENERAL DONATION	501(c)(3) Public Charity	2,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY	2440 SOUTH SEPULVEDA BLVD #115	LOS ANGELES, CA	GENERAL DONATION	501(c)(3) Public Charity	500
NEW YORK CITY POLICE FOUNDATION INC	555 FIFTH AVENUE, 15TH FLOOR	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	500
NEW YORK STEM CELL FOUNDATION INC	163 AMSTERDAM AVE #309	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	5,000
NORMAN ROCKWELL MUSEUM AT STOCKBRIDGE INC	9 GLENDALE RD PO BOX 308	STOCKBRIDGE, MA	GENERAL DONATION	501(c)(3) Public Charity	5,000
NORTH BEACH CITIZENS	720 COLUMBUS AVE	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,500
NOVATO YOUTH CENTER	680 WILSON AVE	NOVATO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
OAKLAND MILITARY INSTITUTE COLLEGE PREPARATORY ACADEMY	3877 LUSK ST	OAKLAND, CA	GENERAL DONATION	501(c)(3) Public Charity	500
OAKLAND SCHOOL FOR THE ARTS CHARTER HIGH SCHOOL	530 18TH ST	OAKLAND, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
OBERLIN DANCE COLLECTIVE	351 SHOTWELL ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
OCCIDENTAL ARTS AND ECOLOGY CENTER	15290 COLEMAN VALLEY ROAD	OCCIDENTAL, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
ON YOUR FEET FOUNDATION NORTHERN CALIFORNIA	123 TENTH ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	3,000
ONE HUNDRED BLACK MEN	105 EAST 22ND STREET	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	1,000
OPERATION SMILE INC	6435 TIDEWATER DR	NORFOLK, MA	GENERAL DONATION	501(c)(3) Public Charity	1,000
POINT REYES NATIONAL SEASHORE ASSOCIATION	1 BEAR VALLEY RD BUILDING 70	POINT REYES STATION, CA	GENERAL DONATION	501(c)(3) Public Charity	500
PRBO CONSERVATION SCIENCE	3820 CYPRESS DR # 11	PETALUMA, CA	GENERAL DONATION	501(c)(3) Public Charity	500
PRINCESS GRACE FOUNDATION	150 EAST 58TH ST 25TH FLOOR	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	1,000
PROJECT SEED INC	2530 SAN PABLO AVENUE SUITE K	BERKELEY, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
RALLY FOR KIDS WITH CANCER FOUNDATION	269 S BEVERLY DR #732	BEVERLY HILLS, CA	GENERAL DONATION	501(c)(3) Public Charity	5,000
READING PARTNERS	108 LINDEN STREET	OAKLAND, CA	GENERAL DONATION	501(c)(3) Public Charity	2,500
REX FOUNDATION	1008 GENERAL KENNEDY AVE	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
RONALD MCDONALD HOUSE OF SAN FRANCISCO INC	1640 SCOTT ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,500
SAN FRANCISCO AIDS FOUNDATION	AIDS/LIFECYCLE - FILE# 7421502, PO BOX 60000	SAN FRANCISCO, CA	DANIEL CHRISTOPHER CAVEY #3839	501(c)(3) Public Charity	2,000
SAN FRANCISCO ART INSTITUTE	800 CHESTNUT ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
SAN FRANCISCO ART INSTITUTE	800 CHESTNUT ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	5,000
SAN FRANCISCO BOYS CHORUS	333 HAYES ST #116	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
SAN FRANCISCO CONSERVATORY OF MUSIC	50 OAK STREET	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,500
SAN FRANCISCO EDUCATION FUND	727 GOLDEN GATE AVE 2ND FL	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
SAN FRANCISCO FILM SOCIETY	39 MESA ST #110	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	25,000
SAN FRANCISCO FOOD BANK	900 PENNSYLVANIA AVE	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
SAN FRANCISCO FOOD BANK	900 PENNSYLVANIA AVE	SAN FRANCISCO, CA	MAIN FOOD BANK HOLIDAY MEALS	501(c)(3) Public Charity	10,000
SAN FRANCISCO FREE CLINIC	4900 CALIFORNIA ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,500
SAN FRANCISCO FREE CLINIC	4900 CALIFORNIA ST	SAN FRANCISCO, CA	IN MEMORY OF WARREN HELLMAN	501(c)(3) Public Charity	2,000
SAN FRANCISCO GENERAL HOSPITAL FOUNDATION	2789 25TH ST STE 2028	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
SAN FRANCISCO SUICIDE PREVENTION INC	P O BOX 191350	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
SAN FRANCISCO ZOOLOGICAL SOCIETY	1 ZOO RD	SAN FRANCISCO, CA	IN MEMORY OF GAYLA CALIVA	501(c)(3) Public Charity	500
SAN GERONIMO VALLEY COMMUNITY CENTER	PO BOX 194	SAN GERONIMO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
SLIDE RANCH	2025 SHORELINE HWY	MUIR BEACH, CA	GENERAL DONATION	501(c)(3) Public Charity	2,000
SONOMA COUNTY FIRE CHIEFS INCORPORATED	WINDSOR FIRE PROTECTION DISTRICT, 2373 CIRCADIAN WAY	SANTA ROSA, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
SONOMA PETALUMA STATE HISTORIC PARKS ASSOCIATION INC	PO BOX 1702	SONOMA, CA	GENERAL DONATION	501(c)(3) Public Charity	500
ST ANTHONY FOUNDATION	150 GOLDEN GATE AVE	SAN FRANCISCO, CA	HOLIDAY MEALS	501(c)(3) Public Charity	10,000
STEWARDS OF THE COAST AND REDWOODS	PO BOX 2	DUNCANS MILLS, CA	GENERAL DONATION	501(c)(3) Public Charity	500

Lucasfilm Foundation
December 31, 2012
E.I.N. 20-3940983

Statement 13

3a Grants and Contributions Paid During the Year.

Name	Address	City/State	Purpose of grant or contribution	Organization Type	Amount
STRATEGIC ENERGY INNOVATION (FOR MARIN SEL)	899 NORTHGATE DRIVE SUITE 410	SAN RAFAEL, CA	MARIN SCHOOL OF ENVIRONMENTAL LEADERSHIP	501(c)(3) Public Charity	500
THE APOLLO THEATER FOUNDATION INC	253 W 125TH STREET 2ND FLOOR	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	25,000
THE EDIBLE SCHOOLYARD PROJECT	1517 SHATTUCK AVE	BERKELEY, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
THE EXPLORATORIUM	3601 LYON ST	SAN FRANCISCO CA	GENERAL DONATION	501(c)(3) Public Charity	2,000
THE FILM FOUNDATION	7920 SUNSET BLVD SIXTH FLOOR	LOS ANGELES, CA	PLEDGE / YEAR 1 OF 4	501(c)(3) Public Charity	250,000
THE POVERTY ALLEVIATION FUND INC	663 GREEN STREET	CAMBRIDGE MA	GENERAL DONATION	501(c)(3) Public Charity	1,000
THE TRUST FOR PUBLIC LAND	101 MONTGOMERY STREET #900	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
THE UCLA FOUNDATION	10920 WILSHIRE BOULEVARD SUITE 900	LOS ANGELES, CA	DAVID GEFEN SCHOOL OF MEDICINE AT UCLA	501(c)(3) Public Charity	1,000
THELONIOUS MONK INSTITUTE OF JAZZ	5225 WISCONSIN AVE NW #605	WASHINGTON, DC	GENERAL DONATION	501(c)(3) Public Charity	50,000
TIBET HOUSE, INC	22 WEST 15TH ST	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	2,500
TOYS R US CHILDRENS FUND INC	ONE GEOFFREY WAY	WAYNE, NJ	GENERAL DONATION	501(c)(3) Public Charity	2,000
TRUST FOR PUBLIC LAND	115 NEW MONTGOMERY 4TH FLOOR	SAN FRANCISCO, CA	PLEDGE / YEAR 3 OF 3	501(c)(3) Public Charity	250,000
UNITED STATES FUND FOR UNICEF	125 MAIDEN LANE	NEW YORK, NY	GENERAL DONATION	501(c)(3) Public Charity	1,000
UNIVERSITY OF SOUTHERN CALIFORNIA	SCHOOL OF CINEMA TELEVISIOIN 9911 WEST PICO BLVD #1550	LOS ANGELES, CA	USC CINEMATIC ARTS BLDG 3RD PHASE	501(c)(3) Public Charity	18,020,874
WILL ROGERS MOTION PICTURE PIONEERS FOUNDATION	10045 RIVERSIDE DR 3RD FL	TOLUCA LAKE, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
WOMEN IN FILM	6100 WILSHIRE BLVD #710	LOS ANGELES, CA	SUNDANCE 2013 PROGRAM	501(c)(3) Public Charity	10,000
YMCA OF SAN FRANCISCO	631 HOWARD ST SUITE 500	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	1,000
ZEN HOSPICE PROJECT INC	273 PAGE ST	SAN FRANCISCO, CA	GENERAL DONATION	501(c)(3) Public Charity	500
					<u>25,798,374</u>

3b Grants and Contributions Approved for Future Payment.

Name	Address	City/State	Purpose of grant or contribution	Organization Type	Amount
GEORGE LUCAS EDUCATIONAL FOUNDATION	3939 LUCAS VALLEY ROAD	NICASIO, CA	GENERAL SUPPORT	501(c)(3) Private Foundation	538,952
THE FILM FOUNDATION	7920 SUNSET BLVD SIXTH FLOOR	LOS ANGELES, CA	PLEDGE / YEARS 2 THROUGH 4	501(c)(3) Public Charity	750,000
					<u>1,288,952</u>

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
LUCASFILM FOUNDATION

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 14 2012

George Lucas and Robert Bradley certify that:

1. They are the President and the Secretary, respectively, of Lucasfilm Foundation, a California nonprofit public benefit corporation.

2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Amended and Restated Articles of Incorporation, which are incorporated by this reference as if set forth in full in this Certificate.

3. The foregoing amendment and restatement has been approved by this corporation's Board of Directors.

4. This corporation has no members.

5. The foregoing amendment and restatement has been approved by George Lucas, as required by Article VI of the Articles of Incorporation of this corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

DATED: 12-11-12, 2012 /S/ George Lucas, President

DATED: 12/11, 2012 /S/ Robert Bradley, Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GEORGE LUCAS FAMILY FOUNDATION

ARTICLE I

The name of this corporation is George Lucas Family Foundation.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code").

ARTICLE III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, if any, of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE V

Any amendment to these Amended and Restated Articles of Incorporation shall require the consent of George Lucas, if he is still living and is not incapacitated.



I hereby certify that the foregoing
transcript of 2 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

DEC 14 2012

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

AMENDED AND RESTATED BYLAWS
of
GEORGE LUCAS FAMILY FOUNDATION

December 11, 2012

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**AMENDED AND RESTATED BYLAWS
of
GEORGE LUCAS FAMILY FOUNDATION**

**ARTICLE I
PRINCIPAL OFFICE**

The principal office of this corporation shall be located in the city and county of San Francisco, California.

**ARTICLE II
MEMBERSHIP**

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

**ARTICLE III
DESIGNATOR**

Section 1. Rights of Designator; Succession. The Designator of this corporation shall have the rights provided in these Bylaws and this corporation's Articles of Incorporation, and any other rights granted to designators by the California Nonprofit Public Benefit Corporation Law. A Designator shall serve for life or until he or she resigns or becomes incapacitated, as defined in Section 4 below. Each Designator shall, in a signed and dated writing delivered to his or her attorney, have the power to name a successor Designator, or to change or revoke any such successor appointment. Upon the death, resignation, or incapacity of the Designator, such named successor shall become the Designator of this corporation, and the Designator's attorney shall deliver such writing to the Secretary of the corporation upon the death, resignation, or incapacity of the Designator. If a Designator dies, resigns, or becomes incapacitated without naming a successor Designator, all rights reserved to the Designator under these Bylaws shall thereafter be exercised by the Board of Directors.

Section 2. Initial Designator. The Designator referred to in these Bylaws shall initially be George Lucas.

Section 3. Actions of Designator. All actions of the Designator shall be evidenced by a writing delivered to an officer of this corporation and filed by the Secretary with the proceedings of the Board of Directors of this corporation.

Section 4. Incapacity. A Designator's incapacity for purposes of these Bylaws shall be deemed to exist when it has been declared by a court of competent jurisdiction, or when a conservator for such Designator has been appointed, or upon execution of a certificate by a physician licensed to practice in the State of California or wherever such Designator may

then reside, which states the doctor's opinion that such Designator is, by reason of advanced age, infirmity, mental or physical illness, or other disability, unable adequately to provide for his or her personal needs or to manage his or her financial affairs. The effective date of such incapacity shall be the date of the decree adjudicating the incapacity, the date of the decree appointing the conservator, or the date of the doctor's certificate, as the case may be.

Section 5. Authorization for Disclosure of Health Information. The Board of Directors may request in writing that a Designator provide to the Secretary of this corporation an Authorization for Use or Disclosure of Health Information (an "Authorization") in the form then required by applicable federal and state law, including if applicable the Health Information Portability and Accountability Act of 1996, authorizing such Designator's physician to examine the Designator and to disclose his or her physical or mental condition to this corporation in order to determine such Designator's incapacity or capacity for the purposes of these Bylaws.

Section 6. Determination of Incapacity by the Board. If a Designator fails to provide the Authorization within thirty days of receiving a written request from the Board of Directors, or if such Designator's physician refuses to honor such Authorization on the grounds that the Designator is not legally competent to execute an Authorization, the Board of Directors may make a determination of such Designator's incapacity or capacity for the purposes of these Bylaws based on its evaluation of the Designator's physical and mental condition. Any determination by the Board of a Designator's incapacity shall be made by a majority of directors then in office, not counting the Designator, if he/she is then serving as a director, and the effective date of such incapacity shall be the date of the Board's action.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Directors. The number of directors shall be not less than one nor more than five, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors.

Section 3. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Designation and Term of Office of Directors. Except for the initial directors named by the incorporator, the directors of this corporation shall be designated by the Designator from time to time, subject to the power of the Board to fix the number of directors as provided in Section 2 above. The effective date of any such designation shall be as provided therein. Directors may be designated for any term prescribed in the written designation; if no such term is prescribed, a designated director shall serve until he or she resigns or is removed.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the Designator for the unexpired portion of the term.

Section 6. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Chairman of the Board (if any), the President (if any), or the Secretary of this corporation, unless a later effective date is specified in the resignation. The Board of Directors, by the vote of a majority of the directors then in office, or the Designator, may remove any director at any time, with or without cause, provided that any removal by the Board shall be effective only with the consent of the Designator.

Section 7. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the Chairman of the Board (if any), the President (if any), or any two directors, and noticed in accordance with Section 9.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board (if any), the President (if any), or any two directors, and noticed in accordance with Section 9.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article X, Section 5 of these Bylaws.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 11. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the

Board of Directors, except as otherwise provided in Article IV, Sections 6 (removing directors) and 12 (taking action without a meeting); Article V, Section 1 (appointing Board Committees); Article VII, Section 3 (approving self-dealing transactions); Article VIII, Section 2 (approving indemnification); and Article X, Section 6 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors

Section 13. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article X, Section 5 of these Bylaws so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 14. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. Director Compensation. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

Section 17. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, [optional: and such other officers as may be required by law or which shall be so designated by resolution of the Board of Directors from time to time], and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE V COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then

in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee, if any; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff or the President or Treasurer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

If the Audit Committee is composed and appointed as required by Section 1 above (concerning Board Committees), it shall be deemed a Board Committee on which the other directors are entitled to rely as provided in Article IV, Section 14 of these Bylaws;

otherwise, the Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an Advisory Committee.

The Audit Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 4. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board, if any.

Section 2. Election. Except for the initial officers appointed by the incorporator, the officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any other

officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall have the general powers and duties of management usually vested in the office of president of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that

(a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

(a) Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 4. Compliance with Private Foundation Rules. Any provision of these Bylaws or the Articles of Incorporation of this corporation to the contrary notwithstanding, so long as this corporation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), this corporation:

(a) shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this corporation to tax under Section 4942 of the Code;

(b) shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code;

(c) shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Code;

(d) shall not make any investments in such a manner as to subject this corporation to tax under Section 4944 of the Code; and

shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Code.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or

investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances;
and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE IX GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Board of Directors Oversight. The Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

Section 4. Accounting. The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. Unless otherwise determined by resolution of the Board of Directors in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation was made.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Directors. Within 120 days after the end of this corporation's fiscal year, the President shall furnish a written report to all directors of this corporation containing the following information:

- (a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and

(e) any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article X, Section 5 of these Bylaws.

Section 4. Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 6. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of the directors then in office or the

unanimous written consent of the directors shall be required to adopt a bylaw amendment; provided, however, that no amendment to these Bylaws shall take effect without the written consent of the Designator.

Section 7. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Robert Bradley, certify that I am presently the duly elected and acting Secretary of George Lucas Family Foundation, a California nonprofit public benefit corporation, and that the above Amended and Restated Bylaws, consisting of thirteen pages, are the bylaws of this corporation as adopted by unanimous written consent of the Board of Directors on December 11, 2012.

DATED: 12/11/12

/S/ Robert Bradley, Secretary

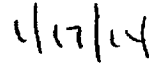
GEORGE LUCAS FAMILY FOUNDATION

I, Michael Rider, certify:

1. The attached articles of incorporation are a complete and accurate copy of George Lucas Family Foundation's Articles of Incorporation as amended and restated on December 11th of 2012.
2. The attached bylaws are a complete and accurate copy of George Lucas Family Foundation's bylaws as amended and restated on December 11th of 2012.



Michael Rider, Treasurer



Date:

GEORGE LUCAS FAMILY FOUNDATION
20-3940983
DECEMBER 31, 2012
AMENDED RETURN STATEMENT

THIS FORM 990-PF IS AMENDED TO:

1) CORRECTLY REPORT GRANTS MADE TO A PRIVATE FOUNDATION ON PART VII-B LINE 5A(4). WHEN THE INFORMATIONAL TAX RETURN WAS ORIGINALLY FILED, THE BOX WAS ERRONEOUSLY CHECKED NO AND THE DOCUMENTATION RELATED TO THE EXPENDITURE RESPONSIBILITY PROCESS WAS NOT ATTACHED TO THE FORM. ADDITIONALLY, A FORM 4720 IS FILED TO REPORT THE TAXABLE EXPENDITURE DUE TO THE FAILURE TO REPORT THE GRANT ON FORM 990-PF ALONG WITH A DESCRIPTION OF THE CORRECTIVE ACTION TAKEN ON THIS TAXABLE EVENT; AND

2) REPORT \$357,439 PAID TO CONSULTANTS FOR THE BENEFIT OF THE UNIVERSITY OF SOUTHERN CALIFORNIA, \$18,020,874 GRANT PAID TO UNIVERSITY OF SOUTHERN CALIFORNIA, AND \$250,000 GRANT PAID TO THE TRUST FOR PUBLIC LAND.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

Part I only

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

Type or print	Name of exempt organization or other filer, see instructions GEORGE LUCAS FAMILY FOUNDATION FKA LUCASFILM FOUNDATION	Employer identification number (EIN) or 20-3940983
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O TAX DEPARTMENT, ONE LETTERMAN DR, BL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94129	

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

04

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

THERESE E MARRETT

- The books are in the care of ► **PO BOX 29901 - SAN FRANCISCO, CA 94129**

Telephone No. ► **415-623-1988**

FAX No. ►

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

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 11140.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 14647.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions GEORGE LUCAS FAMILY FOUNDATION FKA LUCASFILM FOUNDATION	Employer identification number (EIN) or 20-3940983
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O TAX DEPARTMENT, ONE LETTERMAN DR., BL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94129	

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**THERESE E MARRETT**

- The books are in the care of **PO BOX 29901 - SAN FRANCISCO, CA 94129**

Telephone No. **415-623-1988**FAX No. ☐

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

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**5 For calendar year **2012**, or other tax year beginning ☐, and ending ☐.6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return☐ Change in accounting period

7 State in detail why you need the extension

THE TAXPAYER'S FINANCIAL MATTERS ARE QUITE COMPLEX. ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	11140.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	14647.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title **RETURN PREPARER**Date **7/31/13**

Form 8868 (Rev. 1-2013)