FORM 10KSB/A

Annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405]
[amend]

Filing Date: **1999-07-27** | Period of Report: **1999-03-31**
SEC Accession No. 0001010412-99-000189

(HTML Version on secdatabase.com)

FILER

LUCAS EDUCATIONAL SYSTEMS INC
CIK:**925663**| IRS No.: **330611764** | State of Incorp.:**DE** | Fiscal Year End: **0331**
Type: **10KSB/A** | Act: **34** | File No.: **000-24374** | Film No.: **99670953**
SIC: **6770** Blank checks

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-KSB/A-1

[x] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended March 31, 1999

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 [No Fee Required]

For the transition period from ______________ to ________________

Commission file number 0-24374

LUCAS EDUCATIONAL SYSTEMS, INC.

(Exact name of small business issuer in its charter)

DELAWARE	62-1690722
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

P. O. Box 789
Templeton, California 93465

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (805) 434-3982

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value $.001

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

(1) YES X NO (2) YES X NO

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in part III of this Form 10-K or any amendment to this Form 10-K. [ ]

State issuer's revenues for its most recent fiscal year: $0.00.

State the aggregate market value of the voting stock held by non-affiliates computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within the past 60 days.

July 1, 1999 - $1,022,154. There are approximately 4,088,619 shares of common voting stock of the Registrant held by non-affiliates. During the past two years, there has been no "established public market" for shares of common voting stock of the Registrant. This valuation is based upon the average bid price for shares of common stock of the Registrant on the OTC Bulletin Board of the NASD on such date.

(ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

N/A

(APPLICABLE ONLY TO CORPORATE ISSUERS)

The number of shares outstanding of the issuer's classes of common stock as of July 1, 1999:

Common Stock, $0.001 Par Value - 12,908,619 shares

DOCUMENTS INCORPORATED BY REFERENCE

A description of "Documents Incorporated by Reference" is contained in Part III, Item 13.

Transitional Small Business Issuer Format Yes X No

Item 7. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Consolidated Financial Statements for the years ended March 31, 1999 and 1998

Report of Tanner and Company

Report of Jones, Jensen & Company

Consolidated Balance Sheets - March 31, 1999 and 1998

Consolidated Statements of Operations from inception on December 5, 1996 to March 31, 1999 and the years ended March 31, 1999 and 1998

Consolidated Statements of Stockholders' Equity (Deficit) from inception on December 5, 1996 through March 31, 1999

Consolidated Statements of Cash Flows from inception on December 5, 1996 through March 31, 1999 and the years ended March 31, 1999 and 1998

Notes to Consolidated Financial Statements

LUCAS EDUCATIONAL SYSTEMS, INC.
Consolidated Financial Statements
March 31, 1999 and 1998

REPORT OF TANNER AND COMPANY

To the Board of Directors
and Stockholders of Lucas Educational Systems, Inc.

We have audited the accompanying consolidated balance sheet of Lucas Educational Systems, Inc. and Subsidiary, (a development stage company) as of March 31, 1999 and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended and the cumulative amounts since December 5, 1996 (date of commencement of development stage). These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Lucas Educational Systems, Inc. and Subsidiary, as of March 31, 1999, and the results of its operations and cash flows for the year then ended and the cumulative amounts since December 5, 1996 (date of commencement of development stage), in conformity with generally accepted accounting principles.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As described in Note 1, the Company is a development stage company with no significant operating revenues to date and has a significant accumulated deficit. These circumstances raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to this matter are also described in note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/Tanner & Co.
Salt Lake City, Utah
June 28, 1999

REPORT OF JONES JENSEN & COMPANY

Jones, Jensen & Company [letterhead]

INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Lucas Educational Systems, Inc.
(Formerly Miradaor Equity Partners, Ltd.)
(A Development Stage Company)
Templeton, California

We have audited the accompanying consolidated statements of operations, stockholders' equity and cash flows of Lucas Educational Systems, Inc. (formerly Mirador Equity Partners, Ltd.)(a development stage company) for the year ended March 31, 1998. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated statements of operations, stockholders' equity and cash flows are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated statements of operations, stockholders' equity and cash flows. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consoldiated statements of operations, stockholders' equity and cash flows provides a reasonable basis for our opinion.

In our opinion, the consolidated statements of operations, stockholders' equity and cash flows referred to above present fairly, in all material respects, the consolidated results of the operations and the cash flows of Lucas Educational Systems, Inc. (formerly Mirador Equity Partners, Ltd.)(a development stage company) for the year ended March 31, 1998, in conformity with generally accepted accounting principles.

The accompanying consolidated statements of operations, stockholders' equity and cash flows have been prepared assuming the Company will continue as a going concern. As discussed in Note 1j to the consolidated financial statements, the Company is a development stage company with no significant operating revenues to date which raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1j. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/S/Jones, Jensen & Company
Jones, Jensen & Company
Salt Lake City, Utah
August 4, 1998

<TABLE>

Lucas Educational Systems, Inc. and Subsidiary
Consolidated Balance Sheet

Assets	March 31, 1999	1998
<S>	<C>	<C>
Current assets:		
Cash	$89,546	$37,191
Related party receivables	3,400	-
Inventory	5,610	5,610
Total current assets	98,556	42,801
Property and equipment, net	60,144	75,219
Deposits	-	3,000
	$158,700	$121,020
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$11,438	$46,036
Accrued liabilities	-	9,863
Related party notes payable	12,000	-
Total current liabilities	23,438	55,899
Commitments	-	-
Stockholders' equity:		
Common stock authorized 20,000,000 shares at $0.001 par value; 12,453,619 shares and 11,243,619 shares issued and outstanding, respectively	12,454	11,244
Additional paid-in capital	1,476,436	405,146
Unearned compensation	(106,875)	-
Stock subscription receivable	-	(25)
Accumulated deficit	(1,246,753)	(351,244)
Total stockholders' equity	135,262	65,121
Total liabilities and stockholders' equity	$158,700	$121,020

</TABLE>
<TABLE>

LUCAS EDUCATIONAL SYSTEMS, INC. AND SUBSIDIARY
(A Development Stage Company)
Consolidated Statement of Operations
Years Ended March 31, 1999 and 1998 and Cumulative Amounts
Since December 5,1996 (Date of Commencement of Development Stage)
<CAPTION>

	1999	1998	Cumulative Amounts
<S>	<C>	<C>	<C>

Revenue	$ -	$ -	$ -
General and administrative expenses	893,394	351,181	1,244,638
Net loss from operations	(893,394)	(351,181)	(1,244,638)
Other income (expense):			
Interest expense	(2,115)	-	(2,115)
Net loss before provision for income taxes	(895,509)	(351,181)	(1,246,753)
Provision for income taxes	-	-	-
Netloss	$ (895,509)	$(351,181)	$(1,246,753)
Net loss per common share - basic and fully diluted	$ (.08)	$ (.04)	$ (.10)

</TABLE>

See accompanying notes to consolidated financial statements.

<TABLE>

LUCAS EDUCATIONAL SYSTEMS, INC.
(Formerly Mirador Equity Partners, Ltd.)
(A Development Stage Company)
Statements of Stockholders Equity
From Inception on December 5, 1996 through March 31, 1999

<CAPTION>

<S>	Treasury stock Shares <C>	Treasury stock Amount <C>	Common Stock Shares <C>	Common Stock Stock <C>	Additional Paid-In Capital (Deficit) <C>
Inception at December 5, 1996	-	-	-	$ -	$ -
Issuance of common stock at $0.00125 per share	-	-	8,700,000	8,700	(8,600)
Net loss from inception on December 6, 1996 through March 31, 1997	-	-	-	-	-
Balance, March 31, 1997	-	-	8,700,000	8,700	(8,600)
Common stock issued in recapitalization	-	-	1,849,869	1,850	(1,810)
Common stock issued for cash and services of $0.60 per share	-	-	192,000	192	114,808
Common stock issued for debt at $0.60 per share	-	-	333,000	333	199,667

Common stock issued for services at $0.60 per share	-	-	168,750	169	101,081
Net loss for the year ended March 31, 1998	-	-	-	-	-
Balance, March 31, 1998	-	-	11,243,619	$11,244	$405,146
Proceeds from stock subscription receivable	-	-	-	-	-
Common stock issued for					
cash	-	-	90,000	90	179,910
debt and other payables	-	-	400,000	400	299,600
Services	-	-	720,000	720	364,280
Contributed shares	455,500	-	-	-	-
Treasury stock issued for cash	(455,500)	-	-	-	227,500
Net Loss	-	-	-	-	-
Balance, March 31, 1999	-	-	12,453,619	12,454	1,476,436

</TABLE>
<TABLE>

LUCAS EDUCATIONAL SYSTEMS, INC.
(Formerly Mirador Equity Partners, Ltd.)
(A Development Stage Company)
Statements of Stockholders Equity
From Inception on December 5, 1996 through March 31, 1999

<CAPTION>

	Unearned Compen- sation	Stock Sub- scription Receivable	Accumulated Deficit	Total
<S>	<C>	<C>	<C>	<C>
Inception at December 5, 1996	$ -	$ -	$ -	$ -
Issuance of common stock at $0.00125 per share	-	-	-	100
Net loss from inception on December 6, 1996 through March 31, 1997	-	-	(63)	(63)
Balance, March 31, 1997	-	-	(63)	37
Common stock issued in recapitalization	-	-	-	40
Common stock issued for				

cash and services of $0.60 per share	-	(25)	-	114,975
Common stock issued for debt at $0.60 per share	-	-	-	200,000
Common stock issued for services at $0.60 per services	-	-	-	101,250
Net loss for the year ended March 31, 1998	-	-	(351,181)	(351,181)
Balance, March 31, 1998	-	$(25)	(351,244)	65,121
Proceeds from stock subscription receivable	-	25	-	25
Common stock issued for				
cash	-	-	-	180,000
debt and other payables	-	-	-	300,000
Services	(106,875)	-	-	258,125
Contributed shares	-	-	-	-
Treasury stock issued for cash	-	-	-	227,500
Net Loss	-	-	(895,509)	(895,509)
Balance, March 31, 1999	(106,875)	-	(1,246,753)	135,262

</TABLE>
<TABLE>

LUCAS EDUCATIONAL SYSTEMS, INC. AND SUBSIDIARY
(A Development Stage Company)
Consolidated Statement of Cash Flows

Years Ended March 31,1999 and 1998
and Cumulative Amounts Since December 5,1996,
(Date of Commencement of Development Stage)

<CAPTION>

<S>	1999 <C>	1998 <C>	Cumulative Amounts <C>
Cash flows from operating activities:			
Net loss	$(895,509)	$(351,181)	$(1,246,753)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:			
Depreciation and amortization	21,903	5,750	27,653
Common stock issued for services and payables	506,997	116,225	374,350

Common stock issued for debt	-	200,000	200,000
(increase) decrease in:			
Inventory	-	(5,610)	(5,610)
Related party receivables	(3,400)	-	(3,400)
Deposits	3,000	(3,000)	-
Increase (decrease) in:			
Accounts payable	1,530	46,036	296,438
Accrued liabilities	(9,863)	9,863	-
Net cash (used in) provided by operating activities	(375,342)	18,083	(357,322)
Cash flows from investing activities			
purchase of property and equipment	(6,828)	(80,969)	(87,797)
Cash flows from financing activities:			
Proceeds from related party notes payable	33,500	-	33,500
Payments on related party notes payable	(6,500)	-	(6,500)
Issuance of common stock	407,500	100,040	507,640
Proceeds from stock subscription receivable	25	-	25
Net cash provided by financing activities	434,525	100,040	534,665
Net increase in cash	52,355	37,154	89,546
Cash, beginning of period	37,191	37	-
Cash, end of period	$ 89,546	$ 37,191	$ 89,546

</TABLE>

See accompanying notes to consolidated financial statements.

LUCAS EDUCATIONAL SYSTEMS, INC. AND SUBSIDIARY (A Development Stage Company)

Notes to Consolidated Financial Statements
March 31, 1999 and 1998

1 Summary OF Business and Significant Accounting Policies

(a) Organization

The Company was incorporated in the state of Delaware on June 11, 1992 under the name Mirador Equity Partners, Ltd. On November 30, 1997, Mirador Equity Partners, Ltd. changed its name to Lucas Educational Systems, Inc. in conjunction with the merger with Lucas Educational Systems, Inc. (LEDS). The Company distributes memory aides for the Bible, English grammar and Spanish. Prior to the acquisition of Lucas Educational Systems, Inc., the Company had been seeking to merge with an existing, operating company.

On November 7, 1997, the Company and LEDS completed an Agreement and Plan of Reorganization whereby the Company issued 8,700,000 shares of its common stock in exchange for all of the outstanding common stock of LEDS. Immediately prior to the Agreement and Plan of Reorganization, the Company had 1,849,869 post-split shares of common stock issued and outstanding.

The acquisition was accounted for as a recapitalization of LEDS because the shareholders of LEDS controlled the Company after the acquisition. Therefore, LEDS is treated as the acquiring entity. There was no adjustment to the carrying value of the assets or liabilities of LEDS in the exchange. The Company is the acquiring entity for legal purposes and LEDS is the surviving entity for accounting purposes. On November 5, 1997, the shareholder of the Company authorized a forward stock split of 1-for-4.357 shares of common stock. All references to shares of common stock have been retroactively restated to reflect the forward stock split.

(b) Principles of Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiary. All significant intercompany balances and transactions have been eliminated.

(c) Development Stage Company

Effective December 5,1996, the Company is considered a development stage company as defined in SFAS No. 7. The Company has, at the present time, not paid any dividends and any dividends that may be paid in the future will depend upon the financial requirements of the Company and other relevant factors.

(d) Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents.

(e) Inventory

Continued Inventory consists of books held for resale and are stated at the lower of cost or market. Cost is determined by the first-in, first-out (FIFO) method.

(f) Property and Equipment

Property and equipment is stated at cost. Depreciation and amortization are computed using the straight-line method over estimated usefu1 lives which range from 3 to 5 years.

(g) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(h) Income Taxes

Deferred income taxes are provided in amounts sufficient to give effect to temporary differences between financial and tax reporting.

(i) Earnings Per Share

The computation of basic earnings per common share is based on the weighted average number of shares outstanding during each year.

The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the year plus the common stock equivalents, which would arise from the exercise of stock options and warrants outstanding using the treasury stock method and the average market price per share during the year. Common stock equivalents are not included in the diluted earnings per share calculation when their effect is antidilutive.

(j) Going Concern

The Company's financial statements are prepared using generally and accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not established revenues sufficient to cover its operating costs and allow it to continue as a going concern. The Company is developing a marketing program for its educational products. In the interim, management has committed to covering all operating and other costs.

2. Property

Property and equipment consist of the following at March 31:

	1999	1998
Furniture and fixtures	$ 1,931	$ 1,931
Leasehold improvements	11,070	11,070
Vehicles	37,382	37,382
Master videos	13,577	13,577
Computer equipment	23,837	17,009
	87,797	80,969
Accumulated depreciations and amortization	(27,653)	(5,750)
	$ 60,144	$ 75,219

3. Related Party Notes Payable

At March 31, 1999 and 1998, related party notes payable consists of an unsecured, past due note payable to a shareholder with interest at 10% Payable totaling $3,500 and $-0-, respectively, and an unsecured, non-interest bearing, demand note payable to a shareholder totaling $7,500 and $-0-, respectively.

4. Income Taxes

The benefit for income taxes is different than amounts which would be provided by applying the statutory federal income tax rate to loss before provision for income taxes for the following reasons:

	Year Ended March 31, 1999	1998	Cumulative Amounts

Income tax benefit at statutory rate	$ 305,000	$ 119,000	$ 424,000
Change in valuation allowance	(305,000)	(119,000)	(424,000)
	$ -	$ -	$ -

Deferred tax assets are comprised of the following:

	March 31, 1999	1998
Operating loss carryforwards	$ 424,000	$ 119,000
Valuation allowance	(424,000)	(119,000)

At March 31, 1999, the Company had net operating loss carryforwards of approximately $1,247,000 available to offset future taxable income which begin to expire in 2017. The amount of loss which may be used each year is limited based on several factors which include changes in Company ownership, the fair value of the Company and the federal discount rate.

No deferred tax assets have been provided for the tax benefits of loss carryforwards due to uncertainty concerning their ultimate realization.

5. Other Related Party Transactions

Related party receivables consist of amounts due from employees totaling $3,500 and $-0-, respectively at March 31, 1999 and 1998. As of March 31, 1999 and 1998 accounts payable included $-0- and $1,368, respectively, due to a shareholder.

6. Supplemental Cash Flow Information

During the year ended March 31, 1999, the Company increased additional paid-in capital and unearned compensation by $106,875 as part of an employment contract.

During the year ended March 31, 1999, the Company reduced related party note payable and accounts payable in the amount of $51,128 in exchange for common stock.

Actual amounts paid for interest and income taxes are as follows:

	Years Ended March 31, 1999	1998
Interest	$ 2,115	$ -
Income taxes	$ -	$ -

7. Commitments

(a) Operating Lease Obligation

The Company leases certain office and warehouse space from a shareholder, under noncancellable operating lease agreements. Future minimum lease payments required under operating leases are as follows:

Year	Amount
2000	$ 36,000
2001	36,000
	$ 72,000

Rental expense for the years ended March 31, 1999 and 1998 related to these operating leases was approximately $36,500 and $33,000, respectively.

(b) Licensing and Royalty Agreement

On August 13, 1997, the Company entered into an agreement with Jerry and Cheryl Lucas for rights to use the copyright, trademark, patents and name of the Company. Revenues produced form these activities will be 8% of the gross receipts. Jerry and Cheryl Lucas also have rights to purchase inventory of the Company at cost plus 10%. The term of the agreement is 99 years.

(c) Employment Agreement

Effective November 1, 1998, the Company entered into an employment agreement with an officer which expires November 1, 2000. The agreement provides for a minimum monthly salary of $2,500. In addition, the Company issued 120,000 shares of common stock vesting at 5,000 per month as well as options to purchase 25,000 shares of common stock at an exercise price of $1.50, after the officer has been employed for a period of two years.

8. Stock Options and Warrants

The Company has a stock option plan (the Option Plan), which allows a maximum of options to be granted to purchase common stock at prices generally not less than the fair market value of common stock at the date of grant. Under the Option Plan, grants of options may be made to selected officers and key employees without regard to any performance measures. The options may be immediately exercisable or may vest over time as determined by the Board of Directors. However, the maximum term of an option may not exceed five years.

Information regarding the stock options is summarized below:

	Number of Options	Weighted Average Exercise Price
Outstanding at April 1, 1997	-	$ -
Granted	25,000	.001
Exercised	(25,000)	.001
Forfeited		
Outstanding at March 31, 1998	-	-
Granted	625,000	.43

Exercised	600,000	.38
Forfeited	-	-
Outstanding at March 31, 1999	25,000	$ 1.50

The Company has adopted the disclosure only provisions of Statement of Financial Accounting Standards (SFAS) No. 123, "Accounting for Stock-Based Compensation." Accordingly, no compensation expense has been recognized for stock options granted to employees. Had compensation expense for the Company's stock options been determined based on the fair value at the grant date for awards in 1999 and 1998, consistent with the provisions of SFAS No. 123, the Company's results of operations would have been reduced to the proforma amounts indicated below:

	Years Ended March 31, 1999	1998	Cumulative Amounts
Net loss - as reported	$(895,509)	$(351,181)	$(1,244,753)
Net loss - pro forma	$(895,509)	$(351,181)	$(1,244,753)
Loss per share - as reported	$ (.08)	$ (.04)	$ (.10)
Loss per share - proforma	$ (.08)	$ (.04)	$ (.10)

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	March 31, 1999
Expected dividend yield	$ -
Expected stock price volatility	109%
Risk-free interest rate	5.0%
Expected life of options	2 years

The weighted average fair value of options granted during 1999 and 1998 are $.66 and $-0-, respectively.

The following table summarizes information about stock options and warrants outstanding at March 31, 1999:

	Outstanding			Exercisable	
Exercise Price	Number Outstanding at 3/31/99	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number Exercisable at 3/31/99	Weighted Average Exercise Price
$1.50	25,000	2.00	$	-	$ -

9. Earnings Per Share

Financial accounting standards require companies to present basic earnings per share (EPS) and diluted earnings per share along with additional informational disclosures. Information related to earnings per share is as follows:

	Years Ended March 31, 1999	1998	Cumulative Amounts
Basic and Diluted EPS:			
Net loss available to common stockholders	$ (895,509)	$ (351,181)	$(1,246,753)
Weighted average common	11,975,000	9,972,000	11,482,000
Net loss per share	$ (.08)	$ (.04)	$ (.10)

10. Fair Value of Financial Instruments

None of the Company's financial instruments are held for trading purposes. The Company estimates that the fair value of all financial instruments at March 31, 1999, does not differ materially from the aggregate carrying values of its financial instruments recorded in the accompanying balance sheet. The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. Considerable judgement is necessarily required in interpreting market data to develop the estimates of fair value, and, accordingly, the estimates are not necessarily indicative of the amount that the Company could realize in a current market exchange.

Item 13. Exhibits and Reports on Form 8-K.*

Reports on Form 8-K**

Exhibits*

(i)

	Where Incorporated in this Report
8-K Current Report dated November 11, 1998**	Part I, Item 1 Part III, Item 11 Part III, Item 12

Agreement and Plan of Reorganization

Exhibit A -	Lucas Stockholders
Exhibit B -	Mirador Equity Partners, Ltd. Financial Statements for the periods ended March 31, 1997 and 1996
Exhibit B-1 -	Mirador Equity Partners, Ltd. Unaudited Financial Statements for the period ended September 30, 1997
Exhibit C -	Exceptions to Mirador Equity Partners, Ltd. Financial Statements
Exhibit D -	Lucas Educational Systems, Inc. Financial Statements for the period from

inception (December 5, 1996) to
June 30, 1997 and three months ended
September 30, 1997 (See Item 7 above)

Exhibit E - Exceptions to Lucas Educational Systems Financial Statements

Exhibit F - Investment Letter

Exhibit G - Compliance Certificate of Mirador Equity Partners, Ltd. Corporation

Exhibit H - Compliance Certificate of Lucas Educational Systems, Inc.

Exhibit I - Consultant Shares

Certificate of Amendment to Certificate of Incorporation reflecting name change to "Lucas Educational Systems, Inc." and forward split of shares

Licensing and Royalty Agreement

10-KSB Annual Report for the year ended March 31, 1998** Part I, Item 1

Subsidiaries of the Company

Financial Data Schedule

8-K Current Report dated June 28, 1999 regarding change of accountants

(ii)

* Summaries of all exhibits contained within this Report are modified in their entirety by reference to these Exhibits.

** These documents and related exhibits have been previously filed with the Securities and Exchange Commission and are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LUCAS EDUCATIONAL SYSTEMS, INC.

Dated: 7/23/99

By:/s/Jerry R. Lucas
Jerry R. Lucas
President and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities on the dates indicated:

Dated: 7/23/99	By:/s/Jerry R. Lucas Jerry R. Lucas President and Director
Dated: 7/27/99	By:/s/Cheryl W. Lucas Cheryl W. Lucas Treasurer and Director
Dated: 7/23/99	By:/s/William R. Murray William R. Murray Vice President
Dated: 7/22/99	By:/s/David E. Nelson David E. Nelson Secretary and CFO