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Return of Organization Exempt From Income Tax
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning and ending

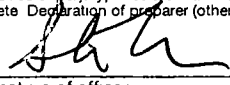
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type: See Specific Instructions	C Name of organization ARTS ENGINE, INC Doing Business As	D Employer identification number 13-4129275
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 104 WEST 14TH STREET, 4TH FLOOR	E Telephone number 646-230-6228
		City or town, state or country, and ZIP + 4 NEW YORK, NY 10011	G Gross receipts \$ 2,903,174. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
F Name and address of principal officer STEVE MENDELSON SAME AS C ABOVE		I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	
J Website: ▶ WWW.ARTSENGINE.NET		K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	
		L Year of formation: 2000	M State of legal domicile: NY

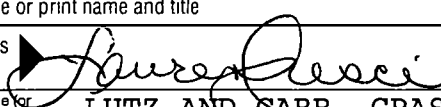
Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: ARTS ENGINE SUPPORTS, PRODUCES, AND DISTRIBUTES INDEPENDENT MEDIA OF CONSEQUENCE AND PROMOTES THE			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	6	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	6	
	5 Total number of employees (Part V, line 2a)	5	14	
	6 Total number of volunteers (estimate if necessary)	6	45	
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year	
	9 Program service revenue (Part VIII, line 2g)	717,000.	2,347,469.	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	290,349.	478,305.	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	827.	19.	
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	67,676.	77,381.	
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,075,852.	2,903,174.	
	14 Benefits paid to or for members (Part IX, column (A), line 4)	12,000.	1,085,027.	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	804,700.	817,708.	
	16a Professional fundraising fees (Part IX, column (A), line 11e)			
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 154,074.			
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	530,922.	765,536.	
	18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	1,347,622.	2,668,271.	
	19 Revenue less expenses - Subtract line 18 from line 12	-271,770.	234,903.	
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
		21 Total liabilities (Part X, line 26)	300,057.	550,560.
		22 Net assets or fund balances - Subtract line 21 from line 20	45,692.	61,292.
			254,365.	489,268.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here ▶  Date 12/7/10
STEVE MENDELSON, EXECUTIVE DIRECTOR
 Type or print name and title

Paid Preparer's Use Only
 Preparer's signature:  Date: 12/2/10
 Firm's name (or yours if self-employed), address, and ZIP + 4: **LUTZ AND CARR, CPAS LLP**
300 EAST 42ND STREET
NEW YORK, NY 10017
 Check if self-employed:
 Preparer's identifying number (see instructions): **EIN**
 Phone no.: ▶ **212-697-2299**

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

9-16 19

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission SEE SCHEDULE O FOR CONTINUATION SUPPORTS, PRODUCES, AND DISTRIBUTES INDEPENDENT MEDIA OF CONSEQUENCE, AND PROMOTES THE USE OF INDEPENDENT MEDIA BY ADVOCATES, EDUCATORS, AND THE GENERAL PUBLIC. BY FOSTERING THE PRODUCTION AND USE OF INDEPENDENT FILM, VIDEO, AND NEW MEDIA, ARTS ENGINE CONNECTS MEDIA

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported. SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code:) (Expenses \$ 2,302,410. including grants of \$ 1,085,027.) (Revenue \$ 478,305.) FISCAL SPONSORSHIP PROGRAM: SERVICES ASSIST FILMMAKERS WHO DO NOT HAVE THEIR OWN 501(C)(3) NONPROFIT ORGANIZATION. IT ALLOWS A FILMMAKER'S NON-COMMERCIAL PROJECT TO APPLY FOR FUNDING FROM ORGANIZATIONS REQUIRING THAT THE RECIPIENT HAVE NONPROFIT STATUS. AS FISCAL SPONSOR, ARTS ENGINE SERVES AS THE NONPROFIT TAX-EXEMPT UMBRELLA ORGANIZATION THAT ACCEPTS AND ADMINISTERS CONTRIBUTIONS MADE TO A FILMMAKER'S PROJECT. ARTS ENGINE HAS SERVED AS FISCAL SPONSOR FOR OUTSTANDING FILMS, SUCH AS: THE TRIALS OF DARRYL HUNT BY RICKI STERN AND ANNE SUNDBERG; FAVELA RISING BY MATT MOCHARY AND JEFF ZIMBALIST,; AND PRAY THE DEVIL BACK TO HELL BY GINI RETICKER AND ABIGAIL DISNEY. BIG MOUTH FILMS: CURRENTLY PRODUCING TWO LONG-FORM DOCUMENTARIES, ROSE & NANGABIRE AND ASEXUALITY: THE MAKING OF A MOVEMENT. WITH SUPPORT FROM

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 2,302,410.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		
	• Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		
	• Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X.</i>		
12	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	X	
12A	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>		
		Yes	No
12A			X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
14b	b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Part I</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	<input type="checkbox"/>	<input type="checkbox"/>
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	<input type="checkbox"/>	<input type="checkbox"/>
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	<input type="checkbox"/>	<input type="checkbox"/>
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
28 Was the organization a party to a business transaction with one of the following parties, (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Form 990 (2009)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable		
1a	92		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable		
1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
1c			
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2a	14		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country. <u>See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</u>		
4a			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
6b			
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
7e			
7f			
7g			
7h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
8			
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
9a			
9b			
10	Section 501(c)(7) organizations. Enter.		
a	Initiation fees and capital contributions included on Part VIII, line 12		
10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
10b			
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders		
11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
12b			

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body		
1b Enter the number of voting members that are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?		X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?		X
10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?		X
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13		X
12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done		
13 Does the organization have a written whistleblower policy?		X
14 Does the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **NY**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization **STEVE MENDELSON - 646-230-6368**
104 WEST 14TH STREET 4TH FLOOR, NEW YORK, NY 10011

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e	105,800.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,241,669.			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		2,347,469.			
	Program Service Revenue	2 a PRODUCTION FEES	Business Code 512000	448,092.	448,092.	
b OTHER PROGRAMS		900099	23,186.	23,186.		
c BROADCAST FEES		512000	7,027.	7,027.		
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			478,305.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		19.		19.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross Rents	(i) Real	77,381.			
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)	77,381.			
	d Net rental income or (loss)		77,381.		77,381.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
		b Less direct expenses	b			
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a	a					
	b					
	c					
	d All other revenue					
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		2,903,174.	478,305.	0.	77,400.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	992,599.	992,599.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	92,428.	92,428.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	71,751.	23,917.	23,917.	23,917.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	624,850.	468,590.	88,496.	67,764.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	66,277.	49,136.	9,648.	7,493.
10 Payroll taxes	54,830.	38,929.	8,773.	7,128.
11 Fees for services (non-employees)				
a Management				
b Legal	874.	874.		
c Accounting	28,588.		28,588.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	443,069.	392,404.	18,301.	32,364.
12 Advertising and promotion	2,000.	2,000.		
13 Office expenses	65,223.	51,469.	10,596.	3,158.
14 Information technology				
15 Royalties				
16 Occupancy	140,277.	119,235.	11,222.	9,820.
17 Travel	24,018.	20,858.	750.	2,410.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	205.	185.		20.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,292.	6,292.		
23 Insurance	16,958.	8,872.	8,086.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a PRODUCTION EXPENSES	32,488.	32,488.		
b SERVICE FEES	3,410.		3,410.	
c MISCELLANEOUS	1,090.	1,090.		
d DUES AND SUBSCRIPTIONS	1,044.	1,044.		
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	2,668,271.	2,302,410.	211,787.	154,074.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	169,325.	1	277,553.
	2	Savings and temporary cash investments	6,889.	2	26,907.
	3	Pledges and grants receivable, net	50,500.	3	80,500.
	4	Accounts receivable, net	30,888.	4	130,307.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	-	5	-
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L	-	6	-
	7	Notes and loans receivable, net	-	7	-
	8	Inventories for sale or use	-	8	-
	9	Prepaid expenses and deferred charges	6,368.	9	-
	10a	Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	70,857.		
	b	Less accumulated depreciation	56,355.	10c	14,502.
	11	Investments - publicly traded securities	-	11	-
	12	Investments - other securities See Part IV, line 11	-	12	-
	13	Investments - program-related See Part IV, line 11	-	13	-
	14	Intangible assets	-	14	-
	15	Other assets. See Part IV, line 11	19,751.	15	20,791.
16	Total assets. Add lines 1 through 15 (must equal line 34)	300,057.	16	550,560.	
Liabilities	17	Accounts payable and accrued expenses	3,842.	17	26,257.
	18	Grants payable	-	18	-
	19	Deferred revenue	-	19	-
	20	Tax-exempt bond liabilities	-	20	-
	21	Escrow or custodial account liability Complete Part IV of Schedule D	-	21	-
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	-	22	-
	23	Secured mortgages and notes payable to unrelated third parties	-	23	-
	24	Unsecured notes and loans payable to unrelated third parties	11,879.	24	11,879.
	25	Other liabilities Complete Part X of Schedule D	29,971.	25	23,156.
	26	Total liabilities. Add lines 17 through 25	45,692.	26	61,292.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	200,602.	27	245,719.
	28	Temporarily restricted net assets	53,763.	28	243,549.
	29	Permanently restricted net assets	-	29	-
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds	-	30	-
	31	Paid-in or capital surplus, or land, building, or equipment fund	-	31	-
	32	Retained earnings, endowment, accumulated income, or other funds	-	32	-
	33	Total net assets or fund balances	254,365.	33	489,268.
	34	Total liabilities and net assets/fund balances	300,057.	34	550,560.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		X
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2009

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Open to Public Inspection

Name of the organization **ARTS ENGINE, INC** Employer identification number **13-4129275**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h:
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box:
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	725,945.	1,081,311.	592,684.	717,000.	2,347,469.	5,464,409.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	725,945.	1,081,311.	592,684.	717,000.	2,347,469.	5,464,409.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						185,259.
6 Public support. Subtract line 5 from line 4						3,611,811.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	725,945.	1,081,311.	592,684.	717,000.	2,347,469.	5,464,409.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	85,280.	92,666.	89,283.	68,503.	77,400.	413,132.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						5,877,541.
12 Gross receipts from related activities, etc (see instructions)					12	2,098,779.

13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	61.45 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	44.40 %

16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization

b 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

Name of the organization: ARTS ENGINE, INC Employer identification number: 13-4129275

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors...?, 6 Did the organization inform all grantees...?

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form with multiple sections: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution... (includes sub-table 2a-2d), 3 Number of conservation easements modified..., 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIV, describe how the organization reports...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form with sections: 1a If the organization elected, as permitted under SFAS 116, not to report...; b If the organization elected, as permitted under SFAS 116, to report... (includes sub-sections i, ii); 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Term endowment _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		70,857.	56,355.	14,502.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				14,502.

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	2,903,174.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,668,271.
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	234,903.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net) Add lines 4 through 8	9	0.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	234,903.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	1,830,147.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,830,147.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	1,073,027.
c	Add lines 4a and 4b	4c	1,073,027.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	2,903,174.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	1,595,244.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	1,595,244.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	1,073,027.
c	Add lines 4a and 4b	4c	1,073,027.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	2,668,271.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

PART XII, LINE 4B - OTHER ADJUSTMENTS:

REGRANTS NETTED AGAINST INCOME: 1073027.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

REGRANTS NETTED AGAINST INCOME: 1073027.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

OMB No 1545-0047

2009

Open to Public
Inspection

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

Name of the organization

ARTS ENGINE, INC

Employer identification number
13-4129275

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ANPO MOVIE, LLC 400 S. 3RD STREET BROOKLYN, NY 11211			19,270.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
NECESSARY FILMS 167 EAST 67TH STREET, SUITE 10EF NEW YORK, NY 10065			81,296.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
WICKED DELICATE FILMS 232 3RD STREET, SUITE B403 BROOKLYN, NY 11215			9,737.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
BREAK THRU FILMS 30 W. 26TH STREET, 7TH FLOOR NEW YORK, NY 10010			37,750.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
EVERY 3 SECONDS, LLC C/O PERCH DUCTOE, 180 THOMPSON, #6C NEW YORK, NY 10012			205,819.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
TRANSIENT PICTURES C/O JEREMY LEVINE AND LANDON VAN SOEST, 242 LEONARD ST., #2 - BROOKLYN, NY 1			23,275.	0.			ARTIST GRANT ASSISTANCE FOR FILMS

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

36

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2009

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
MEDIA THAT MATTERS FILM FESTIVAL: FILMMAKER AWARDS	12	12,000.	0.		
ARTIST GRANT ASSISTANCE FOR FILMS	11	80,428.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information

SCHEDULE I, PART I, LINE 2: ARTIST GRANT ASSISTANCE FOR FILMS- ARTS ENGINE HAS A SIGNED CONTRACT FOR EACH FISCALLY SPONSORED PROJECT. THE CONTRACT STIPULATES THE FEE THAT IS RETAINED BY ARTS ENGINE, AND REQUIRES THAT EACH PROJECT SUBMIT AN ITEMIZED REPORT AT THE END OF THE CALENDAR YEAR SHOWING HOW THE FUNDS WERE USED. MEDIA THAT MATTERS FILM FESTIVAL- ARTS ENGINE DOES NOT MONITOR THE AWARDS IT GRANTS FILMMAKERS WHO PARTICIPATE IN THE MEDIA THAT MATTERS FILM FESTIVAL. THERE ARE NO RESTRICTIONS PLACED ON THE FUNDS, THEREFORE IT IS SPENT AT THE DISCRETION OF THE FILMMAKER.

SCHEDULE I-1
(Form 990)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)
▶ Attach to Form 990 to list additional information for
Schedule I (Form 990), Part II or Part III.

OMB No. 1545-0047
2009
Open to Public
Inspection

Name of the organization

Employer identification number
13-4129275

ARTS ENGINE, INC

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
VSM PRODUCTIONS 85 FIFTH AVENUE NEW YORK, NY 10003			22,598.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
IMPULSIVE CREATIVE PRODUCTIONS, LLC - 335 GREENWICH STREET, #7A - NEW YORK, NY 10013			22,842.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
EDGEWOOD PICTURES, INC. 21 CHITTENDEN AVENUE, #4 NEW YORK, NY 10033			5,640.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
PRINCIPLE PICTURES 18 MIDDLE STREET, #2 PLYMOUTH, MA 02360			12,304.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
THOMAS ADJANI, ROG 917 W. VICTORIA STREET SANATA BARBARA, CA 93101			5,640.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
ANTIDOTE FILM PROJECT, LLC C/O SALTY FEATURES, 104 W. 14TH STREET, 4TH FLOOR - NEW YORK, NY 10011			39,948.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
TEAM LIONESS, LLC C/O MEG MCLAGAN, 455 CENTRAL PARK W NEW YORK, NY 10025			19,024.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
FIX FILMS, LLC 422 ST. MARKS AVENUE BROOKLYN, NY 11238			28,200.	0.			ARTIST GRANT ASSISTANCE FOR FILMS

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I-1 (Form 990) 2009

Name of the organization
ARTS ENGINE, INC
Employer identification number
13-4129275

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE UNOFFICIAL MAN, INC. C/O EDET BELZBERG, 391 FIRST STREET, APT #7 - BROOKLYN, NY 11215			137,750.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
ISKANDER FILMS, INC. C/O MAI ISKANDER, 338 PROSPECT PLACE, APT. 4G - BROOKLYN, NY 11238			86,925.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
THE LOTTERY, LLC C/O NORTH BAY ASSOCIATES, 1400 QUAIL SPRINGS PARKWAY, SUITE 2200 - OKLAHOMA			123,422.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
PROPELLER FILMS 391 FIRST STREET, APT. #7 BROOKLYN, NY 11215			18,800.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
LONG DISTANCE FILM, LLC 200 E. 27TH STREET, #3M NEW YORK, NY 10016			28,500.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
VESSEL THE FILM, LLC 177 BEDFORD AVENUE, SUITE 2 BROOKLYN, NY 11211			16,089.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
MADABOUTFILM PRODUCTIONS, LLC 7985 SANTA MONICA BLVD., #109-114 LOS ANGELES, CA 90035			11,400.	0.			ARTIST GRANT ASSISTANCE FOR FILMS
KIRSTEN JOHNSON, INC. C/O KIRSTEN JOHNSON, 102 BEDFORD AVENUE BROOKLYN, NY 11211			18,800.	0.			ARTIST GRANT ASSISTANCE FOR FILMS

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I-1 (Form 990) 2009

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

Name of the organization

ARTS ENGINE, INC

Employer identification number

13-4129275

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

USE OF INDEPENDENT MEDIA BY ADVOCATES, EDUCATORS AND THE GENERAL
PUBLIC.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

MAKERS AND ACTIVE AUDIENCES IN ORDER TO SPUR CRITICAL CONSIDERATION OF
PRESSING SOCIAL ISSUES. THE GOVERNING PHILOSOPHY OF ARTS ENGINE IS
THAT THE WORK OF INDEPENDENT MEDIA MAKERS IS CRUCIAL TO THE ENRICHMENT
OF SOCIETY AND CULTURE. WITH THE GROWING CONSOLIDATION OF MEDIA
WORLDWIDE, INDEPENDENT MEDIA MAKERS FACE DAUNTING OBSTACLES IN THEIR
EFFORTS TO INTRODUCE NEW PERSPECTIVES INTO PUBLIC DEBATE. ADVOCATES,
EDUCATORS, AND THE PUBLIC HAVE LIMITED ACCESS TO MEDIA THAT ILLUSTRATES
A VARIETY OF POINTS OF VIEW. IN ORDER TO SUPPORT THE PRESENCE OF
DIVERSE PERSPECTIVES IN OUR SOCIETY, ARTS ENGINE IS DEDICATED TO
FORGING VITAL LINKS BETWEEN MEDIA MAKERS AND THE PUBLIC, AND TO
REALIZING INDEPENDENT MEDIA'S POTENTIAL.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

THE NATIONAL ENDOWMENT FOR THE ARTS, CINEREACH, NEW YORK STATE COUNCIL
ON THE ARTS, TIDES FOUNDATION, INDEPENDENT TELEVISION SERVICE (ITVS)
AND MANY OTHER FUNDERS, THESE TWO FILMS ARE POSITIONED TO REACH WIDE
AUDIENCES IN 2010 AND 2011. PREVIOUSLY, BIG MOUTH FILMS COMPLETED EIGHT
FEATURE-LENGTH DOCUMENTARIES, CREATED FIFTEEN ADVOCACY SHORTS AND
PUBLIC SERVICE ANNOUNCEMENTS, AND REACHED MILLIONS OF PEOPLE FROM ALL
WALKS OF LIFE THROUGHOUT THE UNITED STATES AND THE WORLD. OUR MOST
RECENT BIG MOUTH FILMS INCLUDE ELECTION DAY (2008) AND ARCTIC SON

Supplemental Information to Form 990

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Name of the organization

ARTS ENGINE, INC

Employer identification number

13-4129275

(2007), BOTH OF WHICH WERE NATIONALLY BROADCAST BY P.O.V., THE
ACCLAIMED AND LONGEST-RUNNING SERIES OF INDEPENDENT NONFICTION FILM ON
TELEVISION.

WE USE FILM AS A TOOL TO EXAMINE SUBJECTS SUCH AS CRIMINAL JUSTICE,
ALTERNATIVE MEDICINE, RACIAL IDENTITY, ENVIRONMENTAL SUSTAINABILITY,
POLITICS, ART AND MUSIC. OUR FILMS HAVE GALVANIZED AUDIENCES TO TAKE
ACTION ON A HOST OF CONTEMPORARY AND RELEVANT TOPICS. OUR FILMS HAVE
SCREENED AT DOZENS OF FESTIVALS AROUND THE WORLD, INCLUDING SUNDANCE,
BERLIN, SOUTH BY SOUTHWEST, SILVERDOCS AND THE HUMAN RIGHTS WATCH
INTERNATIONAL FILM FESTIVAL. THEY HAVE SECURED BROADCASTS ON HBO,
CINEMAX, PUBLIC TELEVISION AND NBC AND ARE DISTRIBUTED IN THE
EDUCATIONAL AND HOME VIDEO MARKETS THROUGH NETFLIX, HOMEVISION
ENTERTAINMENT, CALIFORNIA NEWSREEL, WELLSRING MEDIA, NEW DAY FILMS AND
FILMMAKER'S LIBRARY. WE HAVE GARNERED AWARDS FROM THE CINEMA DU REEL
FILM FESTIVAL, OUTFEST LA, URBANWORLD FILM FESTIVAL, NEW YORK LATINO
FILM FESTIVAL, THE NEWARK BLACK FILM FESTIVAL, THE BLACKPOINT FILM
FESTIVAL, THE NATIONAL COUNCIL ON CRIME AND DELINQUENCY, THE CINE
GOLDEN EAGLE GRAND JURY AWARD, THE THURGOOD MARSHALL JOURNALISM AWARD
AND AN EMMY AWARD NOMINATION FOR DEADLINE.

MEDIA THAT MATTERS FILM FESTIVAL: PRODUCED NINE MEDIA THAT MATTERS FILM
FESTIVALS, A COMPILATION OF SHORT SOCIAL-ISSUE FILMS THAT REACHES
HUNDREDS OF THOUSANDS OF VIEWERS ONLINE AND OFFLINE EVERY YEAR. MEDIA
THAT MATTERS DVDS ARE PAIRED WITH STANDARDS-BASED DISCUSSION GUIDES AND
DISTRIBUTED NATIONWIDE. MEDIA THAT MATTERS HAS ALSO PROVEN USEFUL TO
COMMUNITY ORGANIZATIONS WITH OVER 300 SCREENINGS IN NEARLY EVERY STATE
IN THE UNION AND IS VIEWED BY MORE THAN ONE MILLION PEOPLE ANNUALLY.

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
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▶ Attach to Form 990.

Name of the organization

ARTS ENGINE, INC

Employer identification number
13-4129275

MEDIA THAT MATTERS IS RANKED BY YOUTUBE AS THE SEVENTH "MOST VIEWED"
NONPROFIT OF ALL TIME, WHICH COMPARES VERY FAVORABLY WITH MUCH LARGER
CAMPAIGNS. THROUGH MEDIA THAT MATTERS, WE AIM TO BRING GOOD STORIES ON
ISSUES OF CONSEQUENCE TO AUDIENCES AROUND THE WORLD. WE HAVE SUCCEEDED
IN THIS ARENA TIME AND TIME AGAIN AND OUR SUCCESS IS REFLECTED IN THE
ABOVE RANKING. ONE MEDIA THAT MATTERS FILM, TITLED LAUGH AT THE FAT
KID, HAS BEEN VIEWED 1.6 MILLION TIMES, AND HAS RECEIVED OVER 25,000
COMMENTS.

ARTS ENGINE'S SIGNATURE TAKE ACTION LINKS ON THE MEDIA THAT MATTERS
WEBSITE CONTINUE TO BE AN ADMIRER AND HIGHLY EFFECTIVE ONLINE
INNOVATION. THE FESTIVAL CONNECTS ACTIVE USERS TO ORGANIZATIONS AND
CAMPAIGNS CARRYING OUT WORK RELATED TO THE SUBJECT MATTER OF A GIVEN
MEDIA THAT MATTERS SELECTION. FOR INSTANCE, THE TAKE ACTION LINKS FOR A
LOUD COLOR, WINNER OF THE MEDIA THAT MATTERS LEGACY AWARD, INCLUDE:
FRIENDS OF NEW ORLEANS, AFRICANAMERICANS.COM AND COLOROFCHANGE.ORG.
ARGENTINA TURNING AROUND, WINNER OF THE LABOR AWARD, CONNECTS USERS TO
THE INTERNATIONAL COOPERATIVE ALLIANCE, GRASSROOTS ECONOMIC ORGANIZING
AND GLOBAL EXCHANGE.

FORM 990, PART VI, SECTION A, LINE 8B: THE ORGANIZATION HAS NO COMMITTEES
THAT ACT ON BEHALF OF THE GOVERNING BODY.

FORM 990, PART VI, SECTION B, LINE 11: THE BOARD CHAIR AND SECRETARY
REVIEW AND SIGN THE FORM 990 BEFORE IT IS SUBMITTED FOR FILING. AFTER THE
FORM 990 IS FILED IT IS PRESENTED, ALONG WITH THE AUDITED FINANCIAL
STATEMENTS, TO THE ENTIRE BOARD OF DIRECTORS AT THE FOLLOWING BOARD

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

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ARTS ENGINE, INC

Employer identification number

13-4129275

MEETING. THE DIRECTOR OF OPERATIONS WALKS THE BOARD THROUGH THE FILING AS WELL AS THE FINANCIAL STATEMENT AND, ALONG WITH THE EXECUTIVE DIRECTOR, FIELDS ANY QUESTIONS OR CONCERNS.

FORM 990, PART VI, SECTION B, LINE 15: THE DIRECTOR OF OPERATIONS PRESENTS THE BOARD WITH SALARY REPORTS DETAILING: CURRENT SALARY RANGES, SALARY RANGES WITH COST OF LIVING INCREASES, SALARY RANGES WITH PERFORMANCE BASED RAISES. NATIONAL AND LOCAL SALARY SURVEYS ARE ALSO PRESENTED IN COMPARISON TO THE ORGANIZATION'S SALARY REPORTS. ONCE THE BOARD APPROVES THE SALARY INCREASES THEY ARE IMPLEMENTED AT THE TOP OF THE FISCAL YEAR. HOWEVER, IN FY08 THERE WERE NO RAISES, ONLY COST OF LIVING INCREASES.

FORM 990, PART VI, SECTION C, LINE 19: ARTS ENGINE, INC. FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC EITHER UPON REQUEST, AT DUNN & BRADSTREET OR VIA GUIDESTAR.ORG, A WEBSITE WHICH PUBLISHES NON-PROFIT INFORMATION. GOVERNING DOCUMENTS ARE MADE AVAILABLE UPON REQUEST.

990, PAGE 1, QUESTION B

AMENDED RETURN

THE RETURN HAS BEEN AMENDED TO REFLECT THE RECLASSIFICATION OF OTHER FEES FOR SERVICES (PAGE 10, LINE 11G) TO GRANTS AND OTHER ASSISTANCE TO ORGANIZATIONS IN THE US (PAGE 10, LINE 1 AND SCHEDULE I) IN THE AMOUNT OF \$26,466. THIS RECLASSIFICATION ALSO DECREASED THE AMOUNT SHOWN AS TEMPORARILY RESTRICTED NET ASSETS (PAGE 11, LINE 28, COLUMN B) AND INCREASED UNRESTRICTED NET ASSETS (PAGE 11, LINE 27, COLUMN B).

2009 DEPRECIATION AND AMORTIZATION REPORT
FORM 990 PAGE 10

990

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER EQUIPMENT * TOTAL 990 PAGE 10 DEPR		VARIESVAR	5.00	16	70,857.		0.	70,857.	50,063.		6,292.
						70,857.			70,857.	50,063.	0.	6,292.

928102 06-24-09 (D) - Asset disposed * ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

• 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 extended due date for filing the return See instructions	Name of Exempt Organization ARTS ENGINE, INC	Employer identification number 13-4129275
	Number, street, and room or suite no. If a P O box, see instructions. 104 WEST 14TH STREET, 4TH FLOOR	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10011	

Check type of return to be filed (File a separate application for each return)

- Form 990
 Form 990-EZ
 Form 990-T (sec. 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

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

KIBRA A. YOHANNES

• The books are in the care of **104 WEST 14TH STREET 4TH FLOOR - NEW YORK, NY 10011**
 Telephone No. **646-230-6228** 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, 2010.**
- 5 For calendar year **2009**, or other tax year beginning _____, and ending _____
- 6 If this tax year 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

ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO COMPLETE THE 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	\$	
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	\$	
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	N/A

Signature and Verification

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 *Mary C Leury* Title **CPA** Date **8/11/10**

Application for Extension of Time To file an Exempt Organization Return

▶ 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.

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization ARTS ENGINE, INC	Employer identification number 13-4129275
	Number, street, and room or suite no. If a P O. box, see instructions. 104 WEST 14TH STREET, 4TH FLOOR	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10011	

Check type of return to be filed (file a separate application for each return).

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

KIBRA A. YOHANNES

- The books are in the care of ▶ **104 WEST 14TH STREET 4TH FLOOR - NEW YORK, NY 10011**
Telephone No. ▶ **646-230-6228** 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 will cover

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2009** or
▶ tax year beginning _____, and ending _____
- 2 If this tax year 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	\$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$
c	Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ N/A

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.