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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation
Engine 27
C/O MAGONE & CO P.C

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

Room/suite
255

City or town, state, and ZIP code
New York, NY 10013

A Employer identification number
13-4108296

B Telephone number
212-431-7466

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 86,489. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	171,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	171,000.	0.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	91,250.	0.	0.	91,250.
	15 Pension plans, employee benefits				
	16a Legal fees - 2014				
	b Accounting fees Stmt 1	3,020.	0.	0.	3,020.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion	21,561.	0.	21,561.	
	20 Occupancy	65,797.	0.	0.	65,797.
21 Travel, conferences, and meetings	4,014.	0.	0.	4,014.	
22 Printing and publications					
23 Other expenses Stmt 2	53,974.	0.	0.	53,974.	
24 Total operating and administrative expenses. Add lines 13 through 23	239,616.	0.	21,561.	218,055.	
25 Contributions, gifts, grants paid	0.			0.	
26 Total expenses and disbursements. Add lines 24 and 25	239,616.	0.	21,561.	218,055.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<68,616.>				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		21,503.	20,954.	20,954.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		65,797.		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		864.	1,092.	
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶	201,896.				
	Less: accumulated depreciation Stmt 3 ▶	136,361.	67,036.	65,535.	65,535.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		155,200.	87,581.	86,489.	
Liabilities	17	Accounts payable and accrued expenses		839.	1,836.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		839.	1,836.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		154,361.	85,745.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		154,361.	85,745.		
31	Total liabilities and net assets/fund balances		155,200.	87,581.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	154,361.
2	Enter amount from Part I, line 27a	2	<68,616.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	85,745.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	85,745.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } 2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	0.	19,417.	.000000
2010	0.	17,055.	.000000
2009	0.	11,326.	.000000
2008	0.	926.	.000000
2007	0.	1,381.	.000000

2 Total of line 1, column (d)	2	.000000
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.000000
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,108.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	0.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	218,055.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Values for lines 1-5 and 7-11 are 0.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes sub-section 8a for NY registration. Values for 'No' are marked with 'X'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NA
14 The books are in care of ORGANIZATION Telephone no. 212-431-7466 Located at 173 FRANKLING STREET, NEW YORK, NY ZIP+4 10013
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

Yes No
 Yes No
 Yes No
 Yes No
 Yes No
N/A
▶

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

5b		
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JACK WEISBERG 173 FRANKLIN STREET NEW YORK, NY 10013	PRESIDENT/ DIRECTOR 5.00	0.	0.	0.
JOE RAI A 122 DUNANE STREET LOFT 2C NEW YORK, NY 10007	TREASURER / DIRECTOR 20.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	21,429.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	21,429.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	21,429.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	321.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,108.
6	Minimum investment return. Enter 5% of line 5	6	1,055.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,055.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,055.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,055.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,055.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	218,055.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	218,055.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	218,055.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,055.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 218,055.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,055.
e Remaining amount distributed out of corpus	217,000.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	217,000.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	217,000.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	217,000.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c not used directly for active conduct of exempt activities; e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets; (2) Value of assets qualifying under section 4942(j)(3)(B)(i); b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed; c "Support" alternative test - enter: (1) Total support other than gross investment income...; (2) Support from general public and 5 or more exempt organizations...; (3) Largest amount of support from an exempt organization; (4) Gross investment income.

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
None					
Total					0.
b Approved for future payment					
None					
Total					0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

Engine 27
C/O MAGONE & CO P.C

Employer identification number

13-4108296

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization Engine 27 C/O MAGONE & CO P.C	Employer identification number 13-4108296
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Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JACK WEISBERG FOUNDATION 173 FRANKLIN STREET NEW YORK, NY 10013	\$ 171,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

**Engine 27
C/O MAGONE & CO P.C**

Employer identification number

13-4108296

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

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

Name of organization Engine 27 C/O MAGONE & CO P.C	Employer identification number 13-4108296
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form 990-PF	Accounting Fees			Statement 1
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	3,020.	0.	0.	3,020.
To Form 990-PF, Pg 1, ln 16b	3,020.	0.	0.	3,020.

Form 990-PF	Other Expenses			Statement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE	1,566.	0.	0.	1,566.
TECH SUPPORT RESEARCH & DEVELOPMENT	3,365.	0.	0.	3,365.
RESIDENCY SERVICES	1,874.	0.	0.	1,874.
TELEPHONE & INTERNET	3,537.	0.	0.	3,537.
OFFICE SUPPLIES & EXPENSES	4,295.	0.	0.	4,295.
MINOR EQUIPMENT	5,729.	0.	0.	5,729.
TOOLS & HARDWARE	6,371.	0.	0.	6,371.
COMPUTER COST	5,954.	0.	0.	5,954.
MISCELLANEOUS	2,728.	0.	0.	2,728.
DUES ,MEMBERSHIP & LICENSES	243.	0.	0.	243.
ADMISSIONS	3,137.	0.	0.	3,137.
BOOKS & TICKETS	5,520.	0.	0.	5,520.
LIGHTING DESIGN	3,820.	0.	0.	3,820.
MEMBERSHIP FEES	4,299.	0.	0.	4,299.
ART SUPPLIES	1,536.	0.	0.	1,536.
To Form 990-PF, Pg 1, ln 23	53,974.	0.	0.	53,974.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 3

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
WARES AUDIO SOFTWARE	1,920.	1,920.	0.
COMPUTER HARD DRIVES FOR GALLERY	1,408.	1,408.	0.
OFFICE AND STUDIO MAC COMPUTERS	3,283.	3,283.	0.
LIGHTING FIXTURES	1,720.	1,720.	0.
DIMMER PACK	1,516.	1,516.	0.
TAPE MACHINE	4,000.	4,000.	0.
BROTHER LABEL MACHINE	238.	238.	0.
MUSIC SOFTWARE	1,710.	1,710.	0.
CABINET ENCLOSURES	879.	879.	0.
CPIC PA -3000	2,815.	2,815.	0.
SCULPTRE STAND	1,520.	1,520.	0.
CIRCUIT BOARD SYDROLIC LIFT A/D CARD	1,928.	1,928.	0.
BEAM SHARPER LIGHTS	1,179.	1,179.	0.
NARROW FOCUS LIGHTS NEC PROJECTOR & ACCESSORIES	3,987.	3,987.	0.
ACCESSORIES	2,967.	2,967.	0.
LIGHTING GRID	666.	666.	0.
FULL COMPUTER SYSTEM ACCESSORIES	4,612.	4,612.	0.
LIGHTING FIXTURES	4,611.	4,611.	0.
LIGHTING FIXTURES	2,710.	2,710.	0.
CAMCORDER	1,769.	1,769.	0.
SONY BWEB	950.	950.	0.
GALLERY LIGHTS	1,861.	1,861.	0.
COMPUTER PROCESSOR	620.	620.	0.
MONITOR	1,616.	1,616.	0.
PREICISION MACHINE	548.	548.	0.
CONSOLE TABLE	695.	611.	84.
SOUND EQUIPMENT	683.	683.	0.
CABLES	792.	790.	2.
SCULPTURE STAND	520.	520.	0.
SPEAKERPHONE	528.	528.	0.
SOFTWARE APITDM	1,810.	1,810.	0.
MIDI CONTROLLER	663.	663.	0.
SONY EQUIPMENT	1,035.	1,035.	0.
SOFTWARE	868.	868.	0.
COMPUTER INTEL	1,489.	1,489.	0.
TOOL BOX	583.	583.	0.
DATATON SOFTWARE	4,050.	4,050.	0.
DIGIDESIGN HD ACCEL COMPUTER EQUIPMENT	1,714.	1,714.	0.
PHOTOSMART PRINTER & ACCESSORIES	1,065.	1,065.	0.
CABLING FOR AUDIO SYSTEM	687.	687.	0.
AUDIO SYSTEM	2,899.	2,899.	0.
STERO SYSTEM	1,098.	1,098.	0.
CABLING FOR AUDIO SYSTEM	1,143.	1,143.	0.
GALLERY LIGHTING	815.	815.	0.
MT TOWER PCLE WORKSTATION	3,257.	3,257.	0.
CAMERA	2,721.	2,721.	0.

Engine 27 C/O MAGONE & CO P.C

13-4108296

KEYBOARD	1,799.	1,799.	0.
XI COMPUTER	2,858.	2,431.	427.
PERF FOR COMPUTER HARDWARE	881.	733.	148.
SOFTWARE FOR LIGHTING	1,140.	988.	152.
MAC COMPUTER BOOK PRO	2,616.	2,092.	524.
AC RIGHT ARM APPOLLO	942.	376.	566.
COMPUTER LIGHTING SYSTEM	2,199.	1,760.	439.
64 TRACK SWQUENCER	1,623.	1,273.	350.
COMPUTER MONITOR	1,250.	750.	500.
UU MERCURY + STUDIO CLASSICS	2,041.	1,462.	579.
EQUIPMENT FROM FIREHOUSE	55,203.	27,601.	27,602.
HARD DRIVE & RAM	2,679.	1,474.	1,205.
17.3 MULTI DRIVE	1,872.	1,060.	812.
MAC PRO	5,326.	2,929.	2,397.
LIGHTS	8,516.	4,541.	3,975.
LIGHTING FIXTURES	2,999.	1,050.	1,949.
LIGHTING FIXTURES	1,855.	526.	1,329.
INTEL CORE COMPUTER	3,596.	899.	2,697.
EPSON STYLUS PRINTER	2,295.	536.	1,759.
LIGHTING SYSTEM LIGHT CUE REAL TIME	2,004.	334.	1,670.
LIGHTING COMPUTER	7,052.	672.	6,380.
SH910 DLP DIGITAL PROJECTOR	1,550.	233.	1,317.
NAVITAR MINI WIDE ANGELK PROJECTOR	1,252.	146.	1,106.
5D MARK III CANON DIGITAL CAMERA / ACCESSORIES	3,408.	406.	3,002.
P 402 MONITORS	4,792.	228.	4,564.
Total To Fm 990-PF, Part II, ln 14	201,896.	136,361.	65,535.

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

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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	WARES AUDIO SOFTWARE	061402	SL	5.00	16	1,920.			1,920.	1,920.		0.
2	COMPUTER HARD DRIVES FOR GALLERY	061802	SL	5.00	16	1,408.			1,408.	1,408.		0.
3	OFFICE AND STUDIO MAC COMPUTERS	062002	SL	5.00	16	3,283.			3,283.	3,283.		0.
4	LIGHTING FIXTURES	112202	SL	5.00	16	1,720.			1,720.	1,720.		0.
5	DIMMER PACK	122002	SL	5.00	16	1,516.			1,516.	1,516.		0.
6	TAPE MACHINE	032003	SL	5.00	16	4,000.			4,000.	4,000.		0.
7	BROTHER LABEL MACHINE	072002	SL	5.00	16	238.			238.	238.		0.
8	MUSIC SOFTWARE	073002	SL	3.00	16	1,710.			1,710.	1,710.		0.
9	CABINET ENCLOSURES	080202	SL	5.00	16	879.			879.	879.		0.
11	CPIC PA -3000	062204	SL	3.00	16	2,815.			2,815.	2,815.		0.
12	SCULPTRE STAND	071304	SL	3.00	16	1,520.			1,520.	1,520.		0.
13	SYDROLIC LIFT A/D	092805	SL	3.00	16	1,928.			1,928.	1,928.		0.
15	BEAM SHARPER LIGHTS	122704	SL	3.00	16	1,179.			1,179.	1,179.		0.
17	NARROW FOCUS LIGHTS PROJECTOR & ACC	040405	SL	3.00	16	3,987.			3,987.	3,987.		0.
18	ACCESSORIES	052305	SL	5.00	16	2,967.			2,967.	2,967.		0.
19	LIGHTING GRID	102004	SL	3.00	16	666.			666.	666.		0.
20	FULL COMPUTER SYSTEM	062205	SL	3.00	16	4,612.			4,612.	4,612.		0.
21	ACCESSORIES	061906	SL	3.00	16	4,611.			4,611.	4,611.		0.

2012 DEPRECIATION AND AMORTIZATION REPORT

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
22	LIGHTING FIXTURES	032106SL		3.00	16	2,710.			2,710.	2,710.		0.
23	CAMCORDER	070606SL		3.00	16	1,769.			1,769.	1,769.		0.
24	SONY BWEB	011207SL		3.00	16	950.			950.	950.		0.
25	GALLERY LIGHTS	051807SL		3.00	16	1,861.			1,861.	1,861.		0.
26	COMPUTER PROCESSOR	032807SL		3.00	16	620.			620.	620.		0.
27	MONITOR	040907SL		5.00	16	1,616.			1,616.	1,616.		0.
28	PRECISION MACHINE	032107SL		3.00	16	548.			548.	548.		0.
29	CONSOLE TABLE	042507SL		7.00	16	695.			695.	512.		99.
30	SOUND EQUIPMENT	050107SL		5.00	16	683.			683.	683.		0.
31	CABLES	050807SL		5.00	16	792.			792.	790.		0.
32	SCULPTURE STAND	092807SL		5.00	16	520.			520.	494.		26.
33	SPEAKERPHONE	120307SL		5.00	16	528.			528.	486.		42.
34	SOFTWARE APITDM	011108SL		5.00	16	1,810.			1,810.	1,629.		181.
35	MIDI CONTROLLER	041708SL		5.00	16	663.			663.	554.		109.
36	SONY EQUIPMENT	040908SL		5.00	16	1,035.			1,035.	880.		155.
37	SOFTWARE	032808SL		5.00	16	868.			868.	739.		129.
38	COMPUTER INTEL	081507SL		5.00	16	1,489.			1,489.	1,465.		24.
39	TOOL BOX	040708SL		5.00	16	583.			583.	497.		86.

2012 DEPRECIATION AND AMORTIZATION REPORT

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
40	DATATON SOFTWARE	082007SL	SL	5.00	16	4,050.			4,050.	3,915.		135.
41	DIGIDESIGN HD ACCEL COMPUTER EQUIPMENT	022908SL	SL	5.00	16	1,714.			1,714.	1,486.		228.
42	PHOTOSMART PRINTER & ACCESSORIES	050508SL	SL	5.00	16	1,065.			1,065.	888.		177.
43	CABLING FOR AUDIO SYSTEM	070108SL	SL	5.00	16	687.			687.	548.		139.
44	AUDIO SYSTEM	070708SL	SL	5.00	16	2,899.			2,899.	2,320.		579.
45	STERO SYSTEM	070108SL	SL	5.00	16	1,098.			1,098.	880.		218.
46	CABLING FOR AUDIO SYSTEM	070108SL	SL	3.00	16	1,143.			1,143.	1,143.		0.
47	GALLERY LIGHTING	070108SL	SL	3.00	16	815.			815.	815.		0.
48	MT TOWER PCLE WORKSTATION	070108SL	SL	5.00	16	3,257.			3,257.	2,604.		653.
49	CAMERA	020109SL	SL	3.00	16	2,721.			2,721.	2,721.		0.
50	KEYBOARD	020909SL	SL	3.00	16	1,799.			1,799.	1,799.		0.
51	XI COMPUTER	033009SL	SL	5.00	16	2,858.			2,858.	1,859.		572.
52	PERF FOR COMPUTER HARDWARE	042009SL	SL	5.00	16	881.			881.	557.		176.
54	SOFTWARE FOR LIGHTING	031309SL	SL	5.00	16	1,140.			1,140.	760.		228.
55	MAC COMPUTER BOOK PRO	063009SL	SL	5.00	16	2,616.			2,616.	1,569.		523.
56	AC RIGHT ARM APPOLLO	021509SL	SL	10.00	16	942.			942.	282.		94.
57	COMPUTER LIGHTING SYSTEM	042809SL	SL	5.00	16	2,199.			2,199.	1,320.		440.
58	64 TRACK SWQUENCER	072109SL	SL	5.00	16	1,623.			1,623.	948.		325.

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

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	
59	COMPUTER MONITOR	101609	SL	15.00	16	1,250.			1,250.	667.		83.	
60	UU MERCURY + STUDIO CLASSICS	113009	SL	5.00	16	2,041.			2,041.	1,054.		408.	
61	EQUIPMENT FROM FIREHOUSE	010110	SL	7.00	16	55,203.			55,203.	19,715.		7,886.	
62	HARD DRIVE & RAM	101210	SL	5.00	16	2,679.			2,679.	938.		536.	
63	17.3 MULTI DRIVE	082510	SL	5.00	16	1,872.			1,872.	686.		374.	
64	MAC PRO	101310	SL	5.00	16	5,326.			5,326.	1,864.		1,065.	
65	LIGHTS	111210	SL	5.00	16	8,516.			8,516.	2,838.		1,703.	
66	LIGHTING FIXTURES	092811	SL	5.00	16	2,999.			2,999.	450.		600.	
67	LIGHTING FIXTURES	020112	SL	5.00	16	1,855.			1,855.	155.		371.	
68	INTEL CORE COMPUTER	032712	SL	5.00	16	3,596.			3,596.	180.		719.	
69	EPSON STYLUS PRINTER	042512	SL	5.00	16	2,295.			2,295.	77.		459.	
70	LIGHTING SYSTEM LIGHT CUE REAL TIME	082812	SL	5.00	16	2,004.			2,004.			334.	
71	LIGHTING COMPUTER	110912	SL	7.00	16	7,052.			7,052.			672.	
72	SH910 DLP DIGITAL PROJECTOR	101212	SL	5.00	16	1,550.			1,550.			233.	
73	NAVITAR MINI WIDE ANGLEK PROJECTOR	120712	SL	5.00	16	1,252.			1,252.			146.	
74	5D MARK III CANON DIGITAL CAMERA / AC	091312	SL	7.00	16	3,408.			3,408.			406.	
75	P 402 MONITORS	021813	SL	7.00	16	4,792.			4,792.			228.	
* Total 990-PF Pg 1						201,896.			0.	201,896.	114,800.	0.	21,561.
Depr													