Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 11/1 **, 2011, and ending** 10/31 **, 20**12

Name of foundation
689 FOUNDATION

A Employer identification number
13-4088234

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
31 BICKLE ROAD

B Telephone number (see instructions)
212-921-5777

City or town, state, and ZIP code
WASHINGTON NJ 07882

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 82,821

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,337	1,337	1,337	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8,038			
	b	Gross sales price for all assets on line 6a 109,511				
	7	Capital gain net income (from Part IV, line 2)		8,038		
	8	Net short-term capital gain			0.00	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	9,375	9,375	1,337	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,220	1,220	1,220	1,220
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	197	197	197	197
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	845	845	845	845
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,262	2,262	2,262	2,262
	25	Contributions, gifts, grants paid	5,600			5,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	7,862	2,262	2,262	7,862
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	1,513			
	b	**Net investment income** (if negative, enter -0-)		7,113		
	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 (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	11,333	4,299	4,299
	2	Savings and temporary cash investments	12,026	718	718
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	47,585	68,532	77,804
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	70,944	73,549	82,821
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **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	70,944	73,549	
	30	**Total net assets or fund balances** (see instructions)	70,944	73,549	
	31	**Total liabilities and net assets/fund balances** (see instructions)	70,944	73,549	

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	70,944
2	Enter amount from Part I, line 27a	2	1,513
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON SECURITIES	3	1,092
4	Add lines 1, 2, and 3	4	73,549
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	73,549

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	SEE ATTACHED SCHEDULE - GILDER GAGNON HOWE CO	P	VAR	VAR
b	SEE ATTACHED SCHEDULE - UBS SECURITIES	P	VAR	VAR
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				(384)
b				8,422
c				
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 8,038

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . 3 (107)

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))
2010	6,769	93,763	0.0722
2009	7,049	85,873	0.0821
2008	8,262	73,108	0.1130
2007	7,169	104,368	0.0687
2006	5,443	112,716	0.0483

2	Total of line 1, column (d)	2	0.3843
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	.0769
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	82,285
5	Multiply line 4 by line 3	5	6,328
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	71
7	Add lines 5 and 6	7	6,399
8	Enter qualifying distributions from Part XII, line 4	8	7,862

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	71
3	Add lines 1 and 2			3	71
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	71
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a			
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	71
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶		**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEW YORK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ STEVEN M LEICHT Telephone no. ▶ 212-921-5777

Located at ▶ 570 7TH AVENUE, SUITE 1804, NEW YORK, NY ZIP+4 ▶ 10018

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

			Yes	No
16	At any time during calendar year 2011, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED STATEMENT				

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services ▶		

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	63,730
b	Average of monthly cash balances			1b	19,808
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	83,538
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	83,538
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see instructions)			4	1,253
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	82,285
6	**Minimum investment return.** Enter 5% of line 5			6	4,114

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	4,114
2a	Tax on investment income for 2011 from Part VI, line 5	2a	71		
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	71
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	4,043
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,043
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	4,043

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	7,862
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	7,862
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	71
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,791

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					4,043
2	Undistributed income, if any, as of the end of 2011:					
a	Enter amount for 2010 only					
b	Total for prior years: 20___ , 20___ , 20___					
3	Excess distributions carryover, if any, to 2011:					
a	From 2006	0				
b	From 2007	1,951				
c	From 2008	4,607				
d	From 2009	2,839				
e	From 2010	2,300				
f	**Total** of lines 3a through e		11,697			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 7,862					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					4,043
e	Remaining amount distributed out of corpus		3,819			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5		15,516			
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					
d	Subtract line 6c from line 6b. Taxable amount—see instructions			0		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		15,516			
10	Analysis of line 9:					
a	Excess from 2007	1,951				
b	Excess from 2008	4,607				
c	Excess from 2009	2,839				
d	Excess from 2010	2,300				
e	Excess from 2011	3,819				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed . .					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon·					
a "Assets" alternative test—enter					
(1) Value of all assets . . .					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) .					0
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed . . .					0
c "Support" alternative test—enter·					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . .					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . .					0
(3) Largest amount of support from an exempt organization .					0
(4) Gross investment income . .					0

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).)

N/A

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.

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

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

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

SEE ATTACHED STATEMENT

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT			TO ENABLE THE CHARITABLE DONEES TO CARRYOUT THEIR CHARITABLE PURPOSE	5,600
Total . . . . ▶ 3a				5,600
b *Approved for future payment*				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities . . .					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . .					
10 Gross profit or (loss) from sales of inventory .					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		0	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 0

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		
	(2) Other assets	1a(2)		
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge

Catherine Cole 13.4.13 President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN M LEICHT		2/18/13		P008482277

Firm's name ▶ LEICHT & REIN TAX ASSOCIATES LTD Firm's EIN ▶ 22-2760934

Firm's address ▶ 570 7TH AVENUE, STE 1804 NY,NY 10018 Phone no 212-921-5777

689 FOUNDATION
EIN: 13-4088234
TYE 10-31-12

Part I, Line 16B- Professional Fees

Leicht & Rein Tax Associates	$1,220.

Part I, Line 18 – Taxes

Federal – Excise tax	$146.
Foreign Taxes	1.
New York State	50.
Total	$197.

Part I, Line 23 – Other Fees

Bank Charges	$ 18.
Investment Fees	827.
	$ 845.

Part VIII – Officers

Catherine Giradi-Cook 31 Bickle Road Washington, NJ 07882	President	-0-.	-0-.	-0-.
Cecelia Giradi 173 Halfway House Road Washington, NJ 07782	Secretary	-0-.	-0-.	-0-.
Teresa Liberto 504 Mine Road Hampton, NJ 08827	Treasurer	-0-.	-0-.	-0-.

689 FOUNDATION
FORM 990-PF PART 15
11/1/11-10/31/12

CONTRIBUTIONS	
AMERICAN KIDNEY FOUNDATION	300 00
BRAUN & BEHAVIOR RESEARCH FDN	500 00
CALVARY FUND	500.00
JDRF	1,250 00
LEUKEMIA & LYMPHOMA SOCIETY	500 00
MEMORIAL SLOAN KETTERING	1,000 00
RONALD MCDONALD HOUSE	300 00
ST JUDES CHILDRENS RESEARCH	1,250 00
Total CONTRIBUTIONS	5,600 00

Realized Gain/Loss Report

From 11/01/2011 To 12/30/2011 - Without Outside Holdings, Including Zero Gain/Loss and Excluding Foreign Currency Contract(s)

GILDER , GAGNON, HOWE & CO., L.L.C.

FA: D. HOWE/0981
For All Security Types, Sorted by Security, Convert to USD Value

Account: 689 Foundation/191-00891 1/7,2/5

Quantity	Description	Maturity Date	Acq Date	Unit Cost	Cost	Liq Date	Liq Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
	LONG TRANSACTIONS									
	Common Stock									
74	SUCCESSFACTORS INC Security 864596101000		03/18/2011 C	35 4743	2,625 10	12/08/2011	35 4743	2,625 10	0 00	0 00
96	AFFYMAX INC Security AFFY		07/07/2011 C	7 3609	706 65	12/08/2011	7 3609	706.65	0 00	0 00
12	AMAZON.COM INC Security AMZN		12/04/2008	48 2641	579 17	12/08/2011	48 2641	579 17	0 00	0 00
1,157	CAPSTONE TURBINE CORP Security CPST		03/15/2010	1 2582	1,455 81	12/08/2011	1.2582	1,455 81	0 00	0 00
27	COGNIZANT TECHNOLOGY SOLUTIONS Security CTSH		08/05/2009	34 8444	940 80	12/08/2011	34 8444	940 80	0 00	0 00
25	COGNIZANT TECHNOLOGY SOLUTIONS Security CTSH		08/06/2009	34 9040	872 60	12/08/2011	34 9040	872 60	0 00	0 00
		Subtotals of Security: CTSH			**1,813.40**			**1,813.40**	**0.00**	**0.00**
57	DEXCOM INC Security DXCM		01/21/2010	9.8505	561.48	11/10/2011	6.9789	397 80		(163 68)
63	DEXCOM INC Security DXCM		01/22/2010	9 6871	610 29	11/10/2011	6 9790	439.68		(170 61)
		Subtotals of Security: DXCM			**1,171.77**			**837.48**	**0.00**	**(334.29)**
25	EDWARDS LIFESCIENCES CORP Security EW		03/19/2009	31 4540	786 35	11/18/2011	62 4972	1,562 43		776 08
16	EDWARDS LIFESCIENCES CORP Security: EW		03/19/2009	31.4543	503 27	12/08/2011	31.4543	503 27	0 00	0 00
		Subtotals of Security: EW			**1,289.62**			**2,065.70**	**0.00**	**776.08**
163	EXACT SCIENCES CORP Security EXAS		07/21/2011 C	8.9164	1,453.38	12/08/2011	8.9164	1,453 38	0 00	0 00
179	EXACT SCIENCES CORP Security: EXAS		08/08/2011 C	6 5720	1,176.40	12/08/2011	6.5720	1,176 40	0 00	0 00
		Subtotals of Security: EXAS			**2,629.78**			**2,629.78**	**0.00**	**0.00**
210	EXELIXIS INC Security EXEL		02/22/2011 C	10 7753	2,262 83	11/07/2011	4 0628	853 19	(1,409 64)	
67	FARO TECHNOLOGIES INC Security FARO		03/31/2011 C	40 7646	2,731.23	12/08/2011	40.7646	2,731 23	0 00	0 00

Please see Important disclosures on Last Page.

Realized Gain/Loss Report

From 11/01/2011 To 12/30/2011 - Without Outside Holdings, Including Zero Gain/Loss and Excluding Foreign Currency Contract(s)

Account 689 Foundation/191-00891 1/7,2/5

Quantity	Description	Maturity Date	Acq Date	Unit Cost	Cost	Liq Date	Liq Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
	LONG TRANSACTIONS									
	Common Stock									
78	FUSION-IO INC Security FIO		07/26/2011 C	32 4196	2,528.73	12/08/2011	32.4196	2,528 73	0 00	0 00
36	SOURCEFIRE INC Security. FIRE		09/22/2011 C	27 7186	997 87	12/08/2011	27 7186	997 87	0 00	0 00
299	***ARM HLDGS Security GB0000595859		02/10/2010	3 1855	952 48	12/08/2011	3.1855	952 48	0.00	0.00
338	***IMAGINATION TECHNOLOGIES Security GB0009303123		05/18/2011 C	8 0468	2,719 83	12/08/2011	8.0468	2,719 83	0 00	0 00
74	***IMAGINATION TECHNOLOGIES Security GB0009303123		07/06/2011 C	6.8252	505.07	12/08/2011	6.8252	505 07	0.00	0 00
	Subtotals of Security: GB0009303123				**3,224.90**			**3,224.90**	**0.00**	**0.00**
74	***ASOS PLC Security· GB0030927254		06/04/2010	9 6686	715.48	12/08/2011	9.6686	715 48	0 00	0 00
993	***OCADO GROUP PLC Security GB00B3MBS747		12/16/2010	2 5018	2,484.34	12/08/2011	2 5018	2,484.34	0.00	0 00
93	COMPLETE GENOMICS INC Security· GNOM		05/13/2011 C	15.0156	1,396.46	12/08/2011	15.0156	1,396 46	0 00	0 00
4	GOOGLE INC Security GOOG		03/04/2008	460.8125	1,843 25	12/08/2011	460 8125	1,843 25	0 00	0.00
93	***YOOX SPA Security IT0003540470		12/03/2009	7 2180	671.28	12/08/2011	7.2180	671 28	0 00	0 00
84	***YOOX SPA Security: IT0003540470		03/18/2011 C	12 4971	1,049.76	12/08/2011	12.4971	1,049 76	0 00	0 00
	Subtotals of Security: IT0003540470				**1,721.04**			**1,721.04**	**0.00**	**0.00**
26	***COOKPAD INC Security JP3266170004		07/08/2010	23 7792	618 26	12/08/2011	23.7792	618 26	0.00	0 00
47	***START TODAY CO LTD Security JP3399310006		02/03/2011 C	16 0685	755 22	11/09/2011	17 2131	809 02	53 80	
121	***START TODAY CO LTD Security JP3399310006		02/03/2011 C	16 0685	1,944.30	12/08/2011	16.0685	1,944 30	0 00	0 00
	Subtotals of Security JP3399310006				**2,699.52**			**2,753.32**	**53 80**	**0 00**
44	LIVEPERSON INC Security LPSN		05/20/2003	1 4209	62 52	11/03/2011	12 0277	529 22		466 70
70	LIVEPERSON INC Security LPSN		05/20/2003	1 4208	99.46	12/08/2011	1 4208	99.46	0 00	0 00
	Subtotals of Security: LPSN				**161.98**			**628.68**	**0.00**	**466 70**
48	LULULEMON ATHLETICA INC Security· LULU		06/14/2010	21 7922	1,046 03	12/08/2011	21 7922	1,046 03	0 00	0 00
71	MAKO SURGICAL CORP Security MAKO		02/17/2011 C	19 2983	1,370 18	12/08/2011	19.2983	1,370 18	0 00	0 00

Please see Important disclosures on Last Page.

Realized Gain/Loss Report

From 11/01/2011 To 12/30/2011 - Without Outside Holdings, Including Zero Gain/Loss and Excluding Foreign Currency Contract(s)

Account 689 Foundation/191-00891 1/7,2/5

Quantity	Description	Maturity Date	Acq Date	Unit Cost	Cost	Liq Date	Liq Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
	LONG TRANSACTIONS									
	Common Stock									
90	NXSTAGE MEDICAL INC Security NXTM		08/02/2010	16.7087	1,503.79	12/08/2011	16.7087	1,503 79	0.00	0.00
127	INSULET CORPORATION Security PODD		11/02/2009	11.9857	1,522.19	12/08/2011	11 9857	1,522 19	0 00	0 00
132	SPIRIT AIRLINES INC Security SAVE		06/03/2011 C	12 0575	1,591.60	12/08/2011	12.0575	1,591.60	0 00	0.00
707	***JOHN KEELLS Security Y4459Q103000		07/02/2010	1 3944	985 91	12/19/2011	1.4622	1,033 80		47 89
262	***JOHN KEELLS Security Y4459Q103000		07/13/2010	1 4038	367.82	12/19/2011	1.4622	383 10		15 28
	Subtotals of Security. Y4459Q103000				1,353.73			1,416.90	0.00	63.17
54	ZIPCAR INC Security ZIP		04/14/2011 C	29 8768	1,613.35	12/08/2011	29 8768	1,613 35	0 00	0 00
36	ZIPCAR INC Security ZIP		04/18/2011 C	27 0750	974 70	12/08/2011	27.0750	974 70	0 00	0 00
	Subtotals of Security: ZIP				2,588.05			2,588.05	0 00	0.00
	Subtotals of Common Stock				47,585.24			47,201.06	(1,355.84)	971.66
	Subtotals of LONG TRANSACTIONS				47,585.24			47,201.06	(1,355 84)	971.66
	Grand Total				47,585.24			47,201.06	(1,355.84)	971.66

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UBS

Prepared for 689 Foundation c/o Catherine Cook
JG [redacted]20 • 689 Foundation c/o Catherine Cook • Portfolio Management Program
Risk profile. Moderate
Return objective: Capital Appreciation

Realized gain/(loss)

from 11/01/2011 to 10/31/2012

	CUSIP	Quantity	Purchase date	Purchase amount ($)	Sale date	Sale amount ($)	Realized gain/(loss) ($)	Percent gain/(loss) (%)	Term
ARM HOLDINGS PLC GBP	G0483X122	200 00	02/10/2010	637.12	04/03/2012	1,949 12	1,312.00	205 93%	L
ARM HOLDINGS PLC GBP	G0483X122	99.00	02/10/2010	315.37	03/07/2012	842 47	527.10	167.14%	L
CAPSTONE TURBINE CORP	14067D102	1,157 00	03/15/2010	1,455 81	10/08/2012	1,145 52	-310 29	-21 31%	L
COMPLETE GENOMICS INC	20454K104	93 00	05/13/2011	1,396 46	04/03/2012	310.61	-1,085.85	-77.76%	S
DOUBLE LINE TOTAL RETURN FUND N	258620202	623 33	04/17/2012	7,000 00	09/13/2012	7,099 73	99.73	1 42%	S
DOUBLE LINE TOTAL RETURN FUND N	258620202	254 63	06/14/2012	2,851.89	09/13/2012	2,900.27	48.38	1.70%	S
DOUBLE LINE TOTAL RETURN FUND N	258620202	175 75	06/14/2012	1,968.36	10/17/2012	2,000.00	31 64	1 61%	S
EDWARDS LIFESCIENCES CORP	28176E108	16.00	03/19/2009	503.27	04/16/2012	1,087.65	584 38	116.12%	L
EXACT SCIENCES CORP	30063P105	42 00	07/21/2011	374 49	03/07/2012	381.35	6 86	1 83%	S
EXACT SCIENCES CORP	30063P105	121 00	07/21/2011	1,078.89	04/10/2012	1,213.61	134.72	12 49%	S
EXACT SCIENCES CORP	30063P105	179 00	08/08/2011	1,176 40	04/10/2012	1,795 35	618 95	52 61%	S
FARO TECHNOLOGIES INC	311642102	17.00	03/31/2011	693.00	03/07/2012	900.64	207.64	29.96%	S
FARO TECHNOLOGIES INC	311642102	50 00	03/31/2011	2,038 23	04/10/2012	2,752 43	714 20	35 04%	L
FUSION-IO INC COM	36112J107	18.00	07/26/2011	583.55	03/07/2012	559.78	-23.77	-4.07%	S
FUSION-IO INC COM	36112J107	60 00	07/26/2011	1,945.18	04/10/2012	1,499 96	-445 22	-22 89%	S
GAMCO GLOBAL GOLD NAT RES & IN SH BEN INT	36465A109	150.00	02/16/2012	2,400.00	07/24/2012	1,969.68	-430.32	-17.93%	S
GAMCO GLOBAL GOLD NAT RES & IN SH BEN INT	36465A109	60 00	02/24/2012	995.94	07/24/2012	787 87	-208 07	-20 89%	S
H & Q HEALTHCARE INVS SBI	404052102	50 00	04/05/2012	822.30	09/12/2012	882.85	60.55	7.36%	S
IMAGINATION TECH GROUP PLC ORD GBP	G47104107	226 00	05/18/2011	1,818 58	04/03/2012	2,579.96	761.38	41.87%	S
IMAGINATION TECH GROUP PLC ORD GBP	G47104107	112.00	05/18/2011	901.24	03/07/2012	1,051.66	150.42	16.69%	S
IMAGINATION TECH GROUP PLC ORD GBP	G47104107	74 00	07/06/2011	505 07	04/03/2012	844.77	339 70	67 26%	S
INSULET CORP	45784P101	127.00	11/02/2009	1,522.19	04/04/2012	2,410.40	888.21	58.35%	L
LEUTHOLD GRIZZLY SHORT FUND	527289300	128.83	04/17/2012	1,538.21	07/27/2012	1,570 41	32 20	2 09%	S
LEUTHOLD GRIZZLY SHORT FUND	527289300	122.43	04/17/2012	1,461.79	08/21/2012	1,414.04	-47.75	-3.27%	S
LIVEPERSON INC	538146101	70.00	05/20/2003	99.46	04/03/2012	1,196.27	1,096 81	1,102 76%	L
LULULEMON ATHLETICA INC	550021109	23.00	06/14/2010	501.22	10/08/2012	1,735.77	1,234.55	246.31%	L
MAKO SURGICAL CORP	560879108	71 00	02/17/2011	1,370.18	04/10/2012	2,840 64	1,470 46	107 32%	L
NXSTAGE MEDICAL INC	67072V103	90 00	08/02/2010	1,503.79	04/10/2012	1,619.96	116.17	7.73%	L
OCADO GROUP PLC GBP	G6718L106	993.00	12/16/2010	2,484 39	04/03/2012	1,843 46	-640 93	-25 80%	L

UBS

Prepared for 689 Foundation c/o Catherine Cook
JG [redacted]20 • 689 Foundation c/o Catherine Cook • Portfolio Management Program

Risk profile:	Moderate
Return objective	Capital Appreciation

Realized gain/(loss) - from 11/01/2011 to 10/31/2012 (continued)

	CUSIP	Quantity	Purchase date	Purchase amount ($)	Sale date	Sale amount ($)	Realized gain/(loss) ($)	Percent gain/(loss) (%)	Term
SAN JUAN BASIN ROYALTY TR UBI	798241105	30.00	04/24/2012	478.14	06/14/2012	381.24	-96 90	-20.27%	S
SOURCEFIRE INC	83616T108	36 00	09/22/2011	997.87	07/11/2012	1,546.88	549 01	55 02%	S
SPIRIT AIRLINES INC	848577102	132.00	06/03/2011	1,591.60	05/04/2012	3,008.21	1,416.61	89.01%	S
START TODAY CO LTD ORD JPY	J7665M102	121 00	02/03/2011	1,944.30	10/08/2012	1,508.83	-435 47	-22 40%	L
SUCCESSFACTORS INC **CASH MERGER EFF: 03/2012**	864596101	74 00	03/18/2011	2,625.10	02/23/2012	2,960.00	334 90	12.76%	S
YOOX SPA EUR	T9846S106	93 00	12/03/2009	671.28	10/08/2012	1,227.57	556.29	82 87%	L
YOOX SPA EUR	T9846S106	84.00	03/18/2011	1,049.24	10/08/2012	1,108.77	59 53	5.67%	L
ZIPCAR INC COM	98974X103	54 00	04/14/2011	1,613.35	02/09/2012	829.42	-783.93	-48 59%	S
ZIPCAR INC COM	98974X103	36.00	04/18/2011	974.70	02/09/2012	552.95	-421 75	-43.27%	S
TOTAL REALIZED GAIN/(LOSS):				**53,887.96**		**62,310.10**	**8,422.14**	**15.63%**	

TOTAL GAINS:	13,352 39
TOTAL LOSSES:	-4,930.25
SHORT TERM - TOTAL REALIZED GAIN/(LOSS):	1,249.13
LONG TERM - TOTAL REALIZED GAIN/(LOSS):	7,173 01

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Oct 1 ($)	Closing balance on Oct 31 ($)	Price per share on Oct 31 ($)	Average rate	Dividend/Interest period	Days in period
Cash	18 00	0 00				
RMA MONEY MKT PORTFOLIO	5,534 37	717 96	1.00	0 01%	Sep 24 to Oct 24	31
Total	**$5,552.37**	**$717.96**				

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Oct 31 ($)	Value on Oct 31 ($)	Unrealized gain or loss ($)	Holding period
AFFYMAX INC Symbol AFFY Exchange OTC	Jul 7, 11	96 000	7 360	706.65	22.790	2,187 84	1,481 19	LT
AMAZON COM INC Symbol· AMZN Exchange OTC	Dec 4, 08	12 000	48 264	579.17	232 893	2,794 71	2,215 54	LT
ASOS PLC GBP Symbol. ASOMF Exchange OTC GBP Exchange rate 0 62071		74.000	—This information was unavailable—	715.48	36.329	2,688 34		
BAYTEX ENERGY CORP CAD Symbol BTE Exchange NYSE EAI $27 Current yield 5 93% CAD Exchange rate 0 99950	Oct 17, 12	10 000	49 040	490 40	45 560	455 60	-34 80	ST
COGNIZANT TECH SOLUTIONS CRP Symbol· CTSH Exchange OTC	Aug 5, 09	27 000	34.844	940.80	66.650	1,799 55	858.75	LT
	Aug 6, 09	25.000	34.904	872.60	66.650	1,666 25	793 65	LT
Security total		52 000	34 873	1,813 40		3,465 80	1,652 40	
COOKPAD INC JPY Exchange OTC; JPY Exchange rate 79.93000		26 000	—This information was unavailable—	618.26	30.789	800 51		

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Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Oct 31 ($)	Value on Oct 31 ($)	Unrealized gain or loss ($)	Holding period
DUET GROUP AUD Symbol DUETF Exchange OTC AUD Exchange rate 0 96436	Mar 7, 12	400 000	1 860	744.00	2 167	866 80	122 80	ST
ENERPLUS CORP CAD Symbol ERF Exchange NYSE EAI $271 Current yield 6 74% CAD Exchange rate 0.99950	Apr 5, 12	50.000	20.597	1,029 89	16 080	804.00	-225 89	ST
	Aug 2, 12	200 000	13 994	2,798 83	16 080	3,216 00	417 17	ST
Security total		250.000	15.315	3,828.72		4,020 00	191 28	
FREEPORT-MCMORAN COPPER & GOLD INC Symbol FCX Exchange NYSE EAI $13 Current yield 3 34%	Oct 17, 12	10 000	42 367	423.67	38.880	388 80	-34 87	ST
GOOGLE INC CL A Symbol GOOG Exchange OTC	Mar 4, 08	4 000	460 812	1,843.25	680 297	2,721 18	877 93	LT
LULULEMON ATHLETICA INC Symbol LULU Exchange OTC	Jun 14, 10	25 000	21 792	544 81	68 841	1,721 02	1,176 21	LT
Total				~~$10,974.07~~ 12307.81		**$22,110.60**	**$7,647.68**	

Total estimated annual income: $311

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends It does not include any cash dividends *It is not a tax* lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The *unrealized (tax) gain or loss may need to be adjusted for return of capital payments* in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have *been realized as either a gain or a loss* It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Oct 31 ($)	Value on Oct 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
BLACKROCK ECOSOLUTIONS INVT TR Symbol BQR Trade date. Oct 5, 12 EAI $108 Current yield 8 31%	150.000	8 944	1,341 71	1,341.71	8.660	1,299.00	-42 71	-42 71	ST
COLUMBIA SELIGM PREM TECH GRW									

continued next page

Your assets › **Equities** › **Closed end funds & Exchange traded products** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Oct 31 ($)	Value on Oct 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Symbol. STK									
Trade date Apr 5, 12	50 000	18 615	930.78	930.78	14 350	717.50	-213 28		ST
Total reinvested	2 000	17.075		34.15	14.350	28.70	-5 45		
EAI $96 Current yield 12.87%									
Security total	52.000	18.556	930.78	964.93		746.20	-218.73	-184 58	
ISHARES TRUST									
Symbol REM									
Trade date. Jul 24, 12	250 000	14 595	3,648 84	3,648.84	14.770	3,692 50	43 66	43 66	ST
EAI $426 Current yield 11 54%									
MARKET VECTORS GOLD MINERS ETF									
Symbol GDX									
Trade date Feb 24, 12	40.000	56 667	2,266 70	2,266 70	52 900	2,116.00	-150 70		ST
Trade date Feb 27, 12	10 000	56 058	560 58	560.58	52 900	529 00	-31 58		ST
Trade date Jul 24, 12	30 000	40 483	1,214 49	1,214 49	52 900	1,587 00	372 51		ST
EAI· $12 Current yield 0 28%									
Security total	80 000	50 522	4,041 77	4,041.77		4,232.00	190 23	190 23	
TORTOISE PIPELINE & ENERGY FD									
Symbol TTP									
Trade date Apr 17, 12	40 000	24 800	992 00	992.00	25.210	1,008 40	16 40		ST
Trade date Oct 5, 12	10.000	25 750	257.50	257 50	25 210	252 10	-5 40		ST
EAI $82 Current yield 6 51%									
Security total	50.000	24 990	1,249 50	1,249.50		1,260 50	11.00	11 00	
Total			**$11,212.60**	**$11,246.75**		**$11,230.20**	**-$16.55**	**$17.60**	

Total estimated annual income: $724

Your assets (continued)

Fixed income

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Oct 31 ($)	Value on Oct 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ALLIANCE BERNSTEIN HIGH									
INCOME FD CL A									
Symbol AGDAX									
Trade date Sep 19, 12	149 095	9 389	1,400 00	1,400 00	9.380	1,398.51	-1.49	-1 49	ST
EAI $92 Current yield 6 58%									
DOUBLE LINE TOTAL RETURN									
FUND N									
Symbol DLTNX									
Trade date Jun 14, 12	641 049	11 200	7,179 75	7,179 75	11.360	7,282 31	102.56	102 56	ST
EAI $460 Current yield 6 32%									
FRANKLIN/TEMPLETON									
GLOBAL BOND FUND CLASS A									
Symbol TPINX									
Trade date Feb 16, 12	29 051	13.169	382 60	382 60	13 490	391.90	9 30		ST
Trade date. Feb 27, 12	68 155	13.220	901 01	901.01	13 490	919 41	18 40		ST
Trade date Mar 5, 12	46 340	13 279	615 39	615 39	13 490	625 12	9 73		ST
EAI $83 Current yield 4 29%									
Security total	143 546	13 229	1,899 00	1,899.00		1,936 43	37 43	37 43	
LORD ABBETT SHORT									
DURATION INCOME FUND									
CLASS A									
Symbol LALDX									
Trade date Feb 9, 12	274.627	4 590	1,260.54	1,260.54	4 650	1,277 01	16 47		ST

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Your assets › **Fixed income** › **Mutual funds** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Oct 31 ($)	Value on Oct 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Mar 12, 12	235 270	4 599	1,082 24	1,082 24	4 650	1,094 00	11 76		ST
Trade date Mar 19, 12	58 547	4 589	268 73	268.73	4.650	272 24	3 51		ST
EAI $110 Current yield 4 16%									
Security total	568 444	4 594	2,611 51	2,611 51		2,643 26	31 74	31 74	
PIMCO GNMA FUND CLASS A									
Symbol PAGNX									
Trade date Feb 24, 12	109 204	11 750	1,283 15	1,283 15	11 840	1,292.97	9 82	9 82	ST
EAI $26 Current yield 2 01%									
THORNBURG STRATEGIC									
INCOME FUND A									
Symbol TSIAX									
Trade date Mar 1, 12	106.620	12 030	1,282 64	1,282 64	12 360	1,317 82	35 18	35 18	ST
EAI $97 Current yield 7 36%									
Total			**$15,656.05**	**$15,656.05**		**$15,871.30**	**$215.24**	**$215.25**	

Total estimated annual income: $868

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Oct 31 ($)	Value on Oct 31 ($)	Unrealized gain or loss ($)	Holding period
TORTOISE ENERGY INFRSTRCTR CP 6 250% DUE 12/31/19 CALLABLE Symbol TYG PRA Exchange NYSE EAI $14 Current yield 5 96%	Feb 14, 12	23 000	10 580	243 34	10 220	235 06	-8 28	ST

Your assets (continued)

Other

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the *current value* and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Oct 31 ($)	Value on Oct 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
PERMANENT PORTFOLIO FUND INC									
Symbol PRPFX									
Trade date Sep 12, 12	121 556	49 359	6,000 00	6,000 00	49.050	5,962 32	-37 68		ST
Trade date Oct 10, 12	60 852	49 299	3,000.00	3,000.00	49 050	2,984.79	-15 21		ST
EAI $76 Current yield 0 85%									
Security total	182 408	49 340	9,000 00	9,000 00		8,947.11	-52 89	-52 89	
PIMCO ALL ASSET FUND CL A									
Symbol PASAX									
Trade date Feb 22, 12	52 311	12 150	635 58	635 58	12 600	659.12	23 54		ST
Trade date Feb 29, 12	104 646	12 220	1,278.78	1,278 78	12 600	1,318 54	39 76		ST
Trade date Sep 12, 12	318 218	12 569	4,000 00	4,000.00	12 600	4,009.55	9 55		ST
Trade date Oct 17, 12	551 181	12 700	7,000.00	7,000 00	12 600	6,944 88	-55 12		ST
EAI· $673 Current yield 5.20%									
Security total	1,026 356	12 583	12,914 36	12,914.36		12,932 08	17.73	17 73	
THORNBURG INCOME BUILDER CLASS A									
Symbol. TIBAX									
Trade date. Feb 28, 12	290.302	18 759	5,446 06	5,446.06	18 870	5,477.99	31 93		ST
Trade date Oct 10, 12	52 994	18 870	1,000 00	1,000 00	18 870	1,000 00			ST
EAI. $389 Current yield 6 00%									
Security total	343 296	18 777	6,446.06	6,446.06		6,477 99	31 93	31 93	
Total			**$28,360.42**	**$28,360.42**		**$28,357.18**	**-$3.23**	**-$3.24**	

Total estimated annual income: $1,138

Your assets (continued)

Your total assets

		Value on Oct 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**717.96**	**0.91%**	**717.96**		
Equities	* Common stock	22,110.60		~~10,974~~.07 12307.81	311.00	7,647 68
	Closed end funds & Exchange traded products	11,230 20		11,246 75	724 00	-16 55
	Total equities	**33,340.80**	**42.46%**	**22,220.82**	**1,035.00**	**7,631.13**
Fixed income	Mutual funds	15,871 30		15,656 05	868 00	215 24
	Preferred securities	235 06		243 34	14 00	-8 28
	Total fixed income	**16,106.36**	**20.51%**	**15,899.39**	**882.00**	**206.96**
Other	**Mutual funds**	**28,357.18**	**36.12%**	**28,360.42**	**1,138.00**	**-3.23**
Total		**$78,522.30**	**100.00%**	**$~~67,198.~~59** 68532.33	**$3,055.00**	**$7,834.86**

* Missing cost basis information

Account activity this month

For more information about the price/value shown for restricted securities, see *Important information about your statement* at the end of this document

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value ($)	Cash amount ($)	Cash and money balance ($)
Sep 28		**Cash and money balance**					**$5,552.37**
Oct 1	Interest	TORTOISE ENERGY INFRSTRC 6 250% DUE 12/31/19 CALLABLE PAID ON 23 CUSIP. 89147L605				1 20	
Oct 1	Dividend	THORNBURG STRATEGIC INCOME FUND A AS OF 09/28/12				5.80	
Oct 1	Dividend	PIMCO GNMA FUND CLASS A AS OF 09/28/12				2 34	
Oct 1	Dividend	LORD ABBETT SHORT DURATION INCOME FUND CLASS A AS OF 09/28/12				8 46	
Oct 1	Dividend	ISHARES TRUST PAID ON 250				101 63	5,671 80
Oct 2	Dividend	DOUBLE LINE TOTAL RETURN FUND N AS OF 09/28/12				41 65	5,713 45
Oct 9	Fee Rebate	DOUBLE LINE TOTAL RETURN FUND N 12B-1 FEE REBATE AS OF 10/08/12				2 72	5,716 17

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