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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 11/01 **, 2012, and ending** 10/31 **, 2013**

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): 31 BICKLE ROAD

Room/suite:

B Telephone number (see instructions):

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)* ▶ $ 84,708.00

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)	1,460.00			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	2,927.00	2,927.00	2,927.00	
	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	1,106.00			
	b	Gross sales price for all assets on line 6a 67,103.00				
	7	Capital gain net income (from Part IV, line 2)		1,106.00		
	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)	0.00			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	5,493.00	4,033.00	2,927.00	
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)	1,460.00	1,460.00	1,460.00	1,460.00
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	191.00	191.00	191.00	191.00
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,051.00	1,051.00	1,051.00	1,051.00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,702.00	2,702.00	2,702.00	2,702.00
	25	Contributions, gifts, grants paid	5,648.00			5,648.00
	26	**Total expenses and disbursements.** Add lines 24 and 25	8,350.00	2,702.00	2,702.00	8,350.00
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(2,857.00			
	b	**Net investment income** (if negative, enter -0-)		1,331.00		
	c	**Adjusted net income** (if negative, enter -0-)			225.00	

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For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	4,299.00	0.00	0.00
2	Savings and temporary cash investments	718.00	2,293.00	2,293.00
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)	68,532.00	68,074.00	82,415.00
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)	73,549.00	70,367.00	84,708.00
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)	0.00	0.00	
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	73,549.00	70,367.00	
30	**Total net assets or fund balances** (see instructions)	73,549.00	70,367.00	
31	**Total liabilities and net assets/fund balances** (see instructions)	73,549.00	70,367.00	

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	73,549.00
2	Enter amount from Part I, line 27a	2	(2,857.00)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	70,692.00
5	Decreases not included in line 2 (itemize) ▶ MISC.	5	325.00
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	70,367.00

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 - UBS SECURITIES	P	VAR	VAR
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				1,106.00
b				
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	1,106.00
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	(1,284.00)

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	7,791.00	82,285.00	0.0947
2010	6,769.00	93,763.00	0.0722
2009	7,049.00	85,873.00	0.0821
2008	8,262.00	73,108.00	0.1130
2007	7,169.00	104,368.00	0.0687

2	**Total** of line 1, column (d)	2	0.4307
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	0.0861
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	82,766.00
5	Multiply line 4 by line 3	5	7,126.15
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13.00
7	Add lines 5 and 6	7	7,139.15
8	Enter qualifying distributions from Part XII, line 4	8	8,350.00

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	13.00
3	Add lines 1 and 2	3	13.00
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	13.00
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 13.00		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	13.00
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	0.00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0.00
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	0.00

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 instructions for the 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		X
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 2012 or the taxable year beginning in 2012 (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. ▶ 212-231-4250
Located at ▶ 570 SEVENTH AVE. 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 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?	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 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.)*	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 2012?	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
NONE		
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 ▶	0.00

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	80,172.00
b	Average of monthly cash balances	1b	3,854.00
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	84,026.00
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	84,026.00
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	1,260.00
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	82,766.00
6	**Minimum investment return.** Enter 5% of line 5	6	4,138.30

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	4,138.00
2a	Tax on investment income for 2012 from Part VI, line 5	2a	27.00		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	27.00
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	4,111.00
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,111.00
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	4,111.00

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	8,350.00
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	8,350.00
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	13.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,337.00

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					4,111.00
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only					
b Total for prior years: 20___,20___,20___					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	1,951.00				
b From 2008	4,607.00				
c From 2009	2,839.00				
d From 2010	2,300.00				
e From 2011	3,819.00				
f **Total** of lines 3a through e		15,516.00			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 8,350.00					
a Applied to 2011, 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 2012 distributable amount					4,111.00
e Remaining amount distributed out of corpus		4,239.00			
5 Excess distributions carryover applied to 2012 *(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		19,755.00			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.00		
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			0.00		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				0.00	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.00
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 2007 not applied on line 5 or line 7 (see instructions)		1,951.00			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		17,804.00			
10 Analysis of line 9:					
a Excess from 2008	4,607.00				
b Excess from 2009	2,839.00				
c Excess from 2010	2,300.00				
d Excess from 2011	3,819.00				
e Excess from 2012	4,239.00				

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 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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(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					0.00
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed					0.00
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)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

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.

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 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 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 DONEES TO CARRYOUT THEIR CHARITABLE PURPOSES	5,648.00
Total ▶ 3a				5,648.00
b *Approved for future payment*				
Total ▶ 3b				0.00

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)		0.00		0.00	0.00

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 0.00

(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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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 Girardi Cook | 4/28/14 | 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		3/12/14		P00848227
Firm's name ▶ LEICHT & REIN TAX ASSOCIATES			Firm's EIN ▶ 22-2760934	
Firm's address ▶ 570 SEVENTH AVE., STE 1804 NEW YORK, NY 10018			Phone no. (212)921-5777	

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

Part I, Line 1 – Contributions

Catherine Giradi–Cook 31 Bickle Road Washington, NJ 07882	$ 1,460

Part I, Line 16B- Professional Fees

Leicht & Rein Tax Associates	$ 1,460

Part I, Line 18 – Taxes

Federal – Excise tax	$ 71
Foreign Taxes	70
New York State Filing Fee	50
Total	$ 191

Part I, Line 23 – Other Fees

Bank Charges	$ 30
Management/Investment Fees	1,021
	$ 1,051

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
EIN: 13-4088234
11/1/12 TO 10/31/13

Part XV (3) - Contributions

RECIPIENT	AMOUNT	
American Kidney Fund	$	300
Braun & Behavior Research Fnd.		500
JDRF		1,298
Leukemia & Lymphoma		500
MSKCC		1,000
Ronald McDonald House		300
St. Jude Children's Research		1,250
The Calvary Fund.		500
	$	5,648

UBS

Prepared for 689 Foundation
JG 61020 • 689 Foundation • Portfolio Management Program
Risk profile: Moderate
Return Objective: Capital Appreciation

Realized gain/loss

from 11/01/2012 to 10/31/2013

	CUSIP	Symbol	Quantity	Purchase date	Purchase amount ($)	Sale date	Sale amount ($)	Realized gain/(loss) ($)	Percent gain/(loss) (%)
ACTIVISION BLIZZARD INC	00507V109	ATVI	60.00	05/15/2013	915.36	08/06/2013	1,037.79	122.43	13.38%
ACTIVISION BLIZZARD INC	00507V109	ATVI	40.00	06/18/2013	583.92	08/06/2013	691.85	107.93	18.48%
ACTIVISION BLIZZARD INC	00507V109	ATVI	60.00	06/21/2013	816.04	08/06/2013	1,037.79	221.75	27.17%
AFFYMAX INC	00826A109	AFFY	96.00	07/07/2011	706.65	02/25/2013	239.99	-466.66	-66.04%
AMAZON.COM INC	023135106	AMZN	7.00	12/04/2008	337.85	10/07/2013	2,175.14	1,837.29	543.82%
BAYTEX ENERGY CORP CAD	07317Q105	BTE	10.00	10/17/2012	490.40	10/07/2013	403.14	-87.26	-17.79%
BAYTEX ENERGY CORP CAD	07317Q105	BTE	10.00	12/24/2012	433.16	10/07/2013	403.15	-30.01	-6.93%
BAYTEX ENERGY CORP CAD	07317Q105	BTE	2.00	08/02/2013	82.68	10/07/2013	80.63	-2.05	-2.48%
BAYTEX ENERGY CORP CAD	07317Q105	BTE	8.00	08/02/2013	330.96	10/07/2013	322.51	-8.45	-2.55%
BLACKROCK ECOSOLUTIONS INVT TR	092546100	BQR	150.00	10/05/2012	1,341.71	10/07/2013	1,178.17	-163.54	-12 19%
BLACKROCK ECOSOLUTIONS INVT TR	092546100	BQR	3.00	12/31/2012	25.11	10/07/2013	23.57	-1.54	-6.13%
BLACKROCK ECOSOLUTIONS INVT TR	092546100	BQR	3.00	03/28/2013	27.40	10/07/2013	23.56	-3.84	-14.01%
BLACKROCK ECOSOLUTIONS INVT TR	092546100	BQR	160.00	06/24/2013	1,231.64	10/07/2013	1,256.72	25.08	2.04%
BLACKROCK ECOSOLUTIONS INVT TR	092546100	BQR	3.00	06/28/2013	23.99	10/07/2013	23.56	-0.43	-1.79%
CANADIAN ENERGY SVCS & TECHNOL CAD	13566W108	CESDF	40.00	12/24/2012	424.62	10/07/2013	660.79	236.17	55.62%
COGNIZANT TECH SOLUTIONS CRP	192446102	CTSH	27.00	08/05/2009	940.80	05/17/2013	1,742.81	802.01	85.25%
COGNIZANT TECH SOLUTIONS CRP	192446102	CTSH	25.00	08/06/2009	872.60	05/17/2013	1,613.72	741.12	84.93%
COLUMBIA SELIGM PREM TECH GRW	19842X109	STK	50.00	04/05/2012	861.39	12/24/2012	718.26	-143.13	-16.62%
COLUMBIA SELIGM PREM TECH GRW	19842X109	STK	1.00	05/24/2012	16.76	12/24/2012	14.36	-2.40	-14.32%
COLUMBIA SELIGM PREM TECH GRW	19842X109	STK	1.00	08/23/2012	16.01	12/24/2012	14.37	-1.64	-10.24%
DOUBLE LINE TOTAL RETURN FUND N	258620202	MFNDAB	175.13	06/14/2012	1,961.47	04/24/2013	2,000.00	38.53	1.96%
DOUBLE LINE TOTAL RETURN FUND N	258620202	MFNDAB	175.75	06/14/2012	1,968.37	05/15/2013	2,000.00	31.63	1 61%
DOUBLE LINE TOTAL RETURN FUND N	258620202	MFNDAB	257.35	06/14/2012	2,882.35	08/23/2013	2,800.00	-82.35	-2.86%
DUET GROUP AUD	Q32878102		67.00	03/07/2012	124.62	03/28/2013	162.23	37.61	30.18%
DUET GROUP AUD	Q32878102		333.00	03/07/2012	619.38	04/05/2013	800.55	181.17	29.25%
ENERPLUS CORP CAD	292766102	ERF	50.00	04/05/2012	1,029.89	08/19/2013	826.16	-203.73	-19.78%
ENERPLUS CORP CAD	292766102	ERF	200.00	08/02/2012	2,798.83	08/19/2013	3,304.65	505.82	18.07%

UBS

Prepared for 689 Foundation
JG 61020 • 689 Foundation • Portfolio Management Program
Risk profile: Moderate
Return Objective: Capital Appreciation

Realized gain/loss - from 11/01/2012 to 10/31/2013 (continued)

	CUSIP	Symbol	Quantity	Purchase date	Purchase amount ($)	Sale date	Sale amount ($)	Realized gain/(loss) ($)	Percent gain/(loss) (%)
FOOT LOCKER INC	344849104	FL	10.00	08/06/2013	356.56	08/13/2013	349.38	-7.18	-2.01%
FOOT LOCKER INC	344849104	FL	20.00	05/24/2013	660.00	09/25/2013	649.13	-10.87	-1.65%
FOOT LOCKER INC	344849104	FL	20.00	06/26/2013	677.93	09/25/2013	649.13	-28.80	-4.25%
FREEPORT-MCMORAN COPPER & GOLD INC	35671D857	FCX	10.00	10/17/2012	423.67	06/26/2013	267.92	-155.75	-36.76%
GOLDCORP INC NEW CAD	380956409	GG	25.00	04/24/2013	725.90	06/26/2013	562.92	-162.98	-22.45%
ISHARES MORTGAGE REAL ESTATE CAPPED ETF	464288539	REM	250.00	07/24/2012	3,648.84	08/19/2013	2,829.99	-818.85	-22.44%
ISHARES MORTGAGE REAL ESTATE CAPPED ETF	464288539	REM	30.00	04/09/2013	468.57	08/19/2013	339.60	-128.97	-27.52%
LORD ABBETT FLOATING RATE FUND A	543916191	MFLABK	79.03	02/20/2013	750.00	10/18/2013	749.21	-0.79	-0.11%
LORD ABBETT FLOATING RATE FUND A	543916191	MFLABK	63.22	03/06/2013	600.00	10/18/2013	599.37	-0.63	-0.10%
LORD ABBETT FLOATING RATE FUND A	543916191	MFLABK	72.12	07/09/2013	682.28	10/18/2013	683.72	1.44	0.21%
LORD ABBETT SHORT DURATION INCOME FUND CLASS A	543916100	MFLALD	274.63	02/09/2012	1,260.54	05/24/2013	1,274.27	13.73	1.09%
LORD ABBETT SHORT DURATION INCOME FUND CLASS A	543916100	MFLALD	70.20	03/12/2012	322.92	05/24/2013	325.73	2.81	0.87%
LORD ABBETT SHORT DURATION INCOME FUND CLASS A	543916100	MFLALD	165.07	03/12/2012	759.32	09/30/2013	752.72	-6.60	-0.87%
LORD ABBETT SHORT DURATION INCOME FUND CLASS A	543916100	MFLALD	58.55	03/19/2012	268.73	09/30/2013	266.97	-1.76	-0.65%
LULULEMON ATHLETICA INC	550021109	LULU	25.00	06/14/2010	544.81	08/19/2013	1,723.85	1,179.04	216.41%
MARKET VECTORS GOLD MINERS ETF	57060U100	GDX	40.00	02/24/2012	2,266.70	04/12/2013	1,291.17	-975.53	-43.04%
MARKET VECTORS GOLD MINERS ETF	57060U100	GDX	10.00	02/27/2012	560.58	04/24/2013	294.92	-265.66	-47.39%
MARKET VECTORS GOLD MINERS ETF	57060U100	GDX	30.00	07/24/2012	1,214.49	04/24/2013	884.75	-329.74	-27.15%
PERMANENT PORTFOLIO FUND INC	714199106	MFAOAA	121.56	09/12/2012	6,000.00	05/06/2013	5,855.35	-144.65	-2.41%
PERMANENT PORTFOLIO FUND INC	714199106	MFAOAA	3.00	10/10/2012	148.05	05/06/2013	144.65	-3.40	-2.30%
PERMANENT PORTFOLIO FUND INC	714199106	MFAOAA	57.85	10/10/2012	2,851.95	06/11/2013	2,700.97	-150.98	-5.29%
PIMCO ALL ASSET FUND CL A	72200Q711	MFPIAQ	52.31	02/22/2012	635.58	04/09/2013	662.78	27.20	4.28%
PIMCO ALL ASSET FUND CL A	72200Q711	MFPIAQ	104.65	02/29/2012	1,278.78	04/09/2013	1,325.86	47.08	3.68%
PIMCO ALL ASSET FUND CL A	72200Q711	MFPIAQ	79.82	09/12/2012	1,003.38	04/09/2013	1,011.36	7.98	0.80%
PIMCO ALL ASSET FUND CL A	72200Q711	MFPIAQ	238.40	09/12/2012	2,996.62	06/24/2013	2,810.68	-185.94	-6.20%
PIMCO ALL ASSET FUND CL A	72200Q711	MFPIAQ	185.69	10/17/2012	2,358.30	06/24/2013	2,189.32	-168.98	-7.17%

UBS

Prepared for 689 Foundation
JG 61020 • 689 Foundation • Portfolio Management Program
Risk profile: Moderate
Return Objective: Capital Appreciation

Realized gain/loss - from 11/01/2012 to 10/31/2013 (continued)

	CUSIP	Symbol	Quantity	Purchase date	Purchase amount ($)	Sale date	Sale amount ($)	Realized gain/(loss) ($)	Percent gain/(loss) (%) T
PIMCO ALL ASSET FUND CL A	72200Q711	MFPIAQ	286.88	10/17/2012	3,643.44	07/18/2013	3,500.00	-143.44	-3.94%
PIMCO ALL ASSET FUND CL A	72200Q711	MFPIAQ	78.60	10/17/2012	998.26	09/13/2013	954.24	-44.02	-4.41%
PIMCO ALL ASSET FUND CL A	72200Q711	MFPIAQ	156.01	05/15/2013	2,000.00	09/13/2013	1,893.91	-106.09	-5.30%
PIMCO GNMA FUND CLASS A	693391476	MFPIJA	109.20	02/24/2012	1,283.15	02/20/2013	1,259.12	-24.03	-1.87%
THORNBURG INCOME BUILDER CLASS A	885215558	MFLTAA	120.66	05/06/2013	2,500.00	10/18/2013	2,512.06	12.06	0.48%
TORTOISE ENERGY INFRSTRC 6.250% DUE 12/31/19 CALLABLE	89147L605		23.00	02/14/2012	243.34	01/07/2013	232.30	-11.04	-4.54%
TOTAL REALIZED GAIN/(LOSS):					**65,996.65**		**67,102.82**	**1,106.17**	**1.68%**

TOTAL GAINS:	6,179.88
TOTAL LOSSES:	-5,073.71
SHORT TERM - TOTAL REALIZED GAIN/(LOSS):	-1,284.03
LONG TERM - TOTAL REALIZED GAIN/(LOSS):	2,390.20

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

Cash and money balances may include available cash balances, UBS Bank USA deposit account balances, UBS AG Stamford Branch deposit account balances and money market mutual fund sweep balances.

UBS Bank USA deposit account balances are insured by the FDIC within applicable limits, but are not protected by SIPC. UBS AG Stamford Branch deposit account balances are not insured by FDIC and are not protected by SIPC. *Money market sweep balances* are protected by SIPC but are not insured by the FDIC. See the *Important information about your statement* at the end of this document for details about those balances.

Holding	Opening balance on Oct 1 ($)	Closing balance on Oct 31 ($)	Price per share on Oct 31 ($)	Average rate	Dividend/interest period	Days in period	Cap amount ($)
Cash	1,298.26	0.00					
UBS BANK USA BUS ACCT	7,454 45	2,292.55					250,000.00
Total	$8,752.71	$2,292.55					

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
AMAZON.COM INC Symbol: AMZN Exchange: OTC	Dec 4, 08	5.000	48.264	241.32	364.030	1,820.15	1,578.83	LT
AMC NETWORKS INC CL A Symbol: AMCX Exchange: OTC	Aug 9, 13	10 000	65.623	656.23	70.090	700.90	44.67	ST
	Aug 13, 13	10.000	68.200	682.00	70.090	700.90	18.90	ST
	Aug 30, 13	10.000	62.487	624.87	70.090	700.90	76.03	ST
	Oct 9, 13	5.000	63.146	315.73	70.090	350.45	34 72	ST
Security total		35.000	65.109	2,278.83		2,453.15	174 32	
APPLE INC Symbol: AAPL Exchange: OTC EAI: $49 Current yield: 2.34%	Aug 22, 13	1.000	498.490	498.49	522.702	522.70	24.21	ST

continued next page

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
	Oct 3, 13	3.000	484.500	1,453.50	522.702	1,568.10	114.60	ST
Security total		4.000	487.998	1,951.99		2,090.80	138.81	
ASOS PLC GBP Symbol: ASOMF Exchange: OTC GBP Exchange rate: 0.62243	Jun 4, 10	74.000	9.668	715.48	91.094	6,740.95	6,025.47	LT
AT&T INC Symbol: T Exchange: NYSE EAI: $126 Current yield: 4.97%	Jun 24, 13	30.000	34.690	1,040.70	36.200	1,086.00	45.30	ST
	Jun 27, 13	20.000	35.776	715.53	36.200	724 00	8 47	ST
	Sep 30, 13	20 000	33.760	675.20	36.200	724.00	48.80	ST
Security total		70.000	34.735	2,431.43		2,534.00	102.57	
BCE INC NEW CAD Symbol BCE Exchange: NYSE EAI: $135 Current yield: 5.17% CAD Exchange rate: 1.04285	Jul 18, 13	30.000	42.119	1,263.59	43.530	1,305.90	42.31	ST
	Oct 3, 13	20.000	42.140	842.80	43.530	870.60	27.80	ST
	Oct 24, 13	10.000	43.352	433.52	43.530	435.30	1.78	ST
Security total		60.000	42.332	2,539.91		2,611.80	71.89	
CBS CORP NEW CL B Symbol: CBS Exchange: NYSE EAI: $19 Current yield: 0.80%	Sep 13, 13	20.000	55.029	1,100.59	59.140	1,182.80	82.21	ST
	Oct 7, 13	20.000	55.730	1,114.60	59.140	1,182.80	68.20	ST
Security total		40.000	55.380	2,215.19		2,365 60	150.41	
COCA COLA CO COM Symbol: KO Exchange: NYSE EAI: $67 Current yield: 2.82%	Jul 18, 13	30.000	40.826	1,224.78	39.570	1,187.10	-37.68	ST
	Aug 1, 13	10.000	40.625	406.25	39.570	395.70	-10.55	ST
	Aug 16, 13	10 000	39.089	390.89	39.570	395.70	4.81	ST
	Sep 30, 13	10.000	38.010	380.10	39.570	395.70	15.60	ST
Security total		60.000	40.034	2,402.02		2,374.20	-27.82	
COOKPAD INC JPY Exchange: OTC JPY Exchange rate: 98.11000	Jul 8, 10	52.000	11.889	618.26	32.004	1,664.20	1,045 94	LT

continued next page

Your Financial Advisor:
OLSEN/BRODERICK
212-713-7800/800-225-2971

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
CVS CAREMARK CORP								
Symbol: CVS Exchange: NYSE								
EAI: $36 Current yield: 1.45%	Aug 6, 13	30.000	60.685	1,820.55	62.260	1,867.80	47.25	ST
	Oct 21, 13	10.000	60.390	603.90	62.260	622.60	18.70	ST
Security total		40.000	60.611	2,424.45		2,490.40	65.95	
DOLLAR GEN CORP NEW								
Symbol: DG Exchange: NYSE	Sep 13, 13	20.000	56.730	1,134.60	57.780	1,155.60	21.00	ST
	Oct 14, 13	20.000	56.917	1,138.34	57.780	1,155.60	17.26	ST
Security total		40.000	56.824	2,272.94		2,311.20	38.26	
FORD MOTOR CO COM NEW								
Symbol: F Exchange: NYSE								
EAI: $60 Current yield: 2.34%	Jul 17, 13	50.000	16.766	838.30	17.110	855.50	17.20	ST
	Oct 14, 13	100.000	17.190	1,719.00	17.110	1,711.00	-8.00	ST
Security total		150.000	17.049	2,557.30		2,566.50	9.20	
GENERAL MOTORS CO								
Symbol: GM Exchange: NYSE	Sep 4, 13	35.000	34.917	1,222.10	36.950	1,293.25	71.15	ST
	Oct 7, 13	25.000	35.340	883.50	36.950	923.75	40.25	ST
	Oct 25, 13	5.000	35.498	177.49	36.950	184.75	7.26	ST
Security total		65.000	35.124	2,283.09		2,401.75	118.66	
GOOGLE INC CL A								
Symbol: GOOG Exchange: OTC	Mar 4, 08	4.000	460.812	1,843.25	1,030.580	4,122.32	2,279.07	LT
HERTZ GLOBAL HOLDINGS INC								
Symbol: HTZ Exchange: NYSE	Sep 26, 13	70.000	22.540	1,577.82	22.960	1,607.20	29.38	ST
	Oct 3, 13	20.000	22.047	440.95	22.960	459.20	18.25	ST
Security total		90.000	22.431	2,018.77		2,066.40	47.63	
HOLLYFRONTIER CORP COM								
Symbol: HFC Exchange: NYSE								
EAI: $30 Current yield: 2.61%	Aug 19, 13	25.000	43.839	1,095.99	46.060	1,151.50	55.51	ST
RALPH LAUREN CORP CL A								
Symbol: RL Exchange: NYSE								
EAI: $16 Current yield: 0.97%	Sep 13, 13	5.000	165.000	825.00	165.640	828.20	3.20	ST
	Sep 30, 13	5.000	165.156	825.78	165.640	828.20	2.42	ST
Security total		10.000	165.078	1,650.78		1,656.40	5.62	

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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
ROSS STORES INC								
Symbol: ROST Exchange: OTC								
EAI: $20 Current yield: 0.86%	Sep 13, 13	15.000	70.000	1,050.00	77.350	1,160.25	110.25	ST
	Oct 24, 13	15.000	75.264	1,128.97	77.350	1,160.25	31.28	ST
Security total		30.000	72.632	2,178.97		2,320.50	141.53	
TJX COS INC NEW								
Symbol: TJX Exchange: NYSE								
EAI: $12 Current yield: 0.99%	Oct 11, 13	20.000	55.549	1,110.99	60.790	1,215.80	104.81	ST
VIACOM INC NEW CL B								
Symbol: VIAB Exchange: OTC								
EAI: $30 Current yield: 1.44%	Oct 2, 13	25.000	82.939	2,073.48	83.290	2,082.25	8.77	ST
WALGREEN CO								
Symbol: WAG Exchange: NYSE								
EAI: $25 Current yield: 2.11%	Sep 13, 13	20.000	53.300	1,066.00	59.240	1,184.80	118.80	ST
WALT DISNEY CO (HOLDING CO)								
DISNEY COM								
Symbol: DIS Exchange: NYSE								
EAI. $23 Current yield: 1.12%	Jun 27, 13	20.000	63.678	1,273.56	68.590	1,371.80	98.24	ST
	Aug 9, 13	10.000	64.658	646.58	68.590	685.90	39.32	ST
Security total		30.000	64.005	1,920.14		2,057.70	137.56	
Total				**$39,890.58**		**$52,282.37**	**$12,391.79**	

Total estimated annual income: $648

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
TORTOISE PIPELINE & ENERGY FD									
Symbol: TTP									

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
Trade date: Apr 17, 12	40.000	24.558	982.32	982.32	28.850	1,154.00	171.68		LT
Trade date: Oct 5, 12	10 000	25.669	256.69	256.69	28.850	288.50	31.81		LT
Trade date: Apr 9, 13	120.000	28.742	3,449.08	3,449.08	28.850	3,462.00	12.92		ST
EAI: $277 Current yield: 5.65%									
Security total	170.000	27.577	4,688.09	4,688.09		4,904.50	216.41	216.41	

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.

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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
GABELLI FOCUS FIVE CLASS									
A									
Symbol: GWSAX									
Trade date: Apr 23, 13	154.799	12.919	2,000.00	2,000.00	14.540	2,250.77	250.77		ST
Trade date: May 6, 13	150.038	13.329	2,000.00	2,000.00	14.540	2,181.55	181.55		ST
Security total	304.837	13.122	4,000.00	4,000.00		4,432.32	432.32	432.32	
13D ACTIVIST FUND CLASS									
A									
Symbol: DDDAX									
Trade date: Apr 24, 13	149 254	13.399	2,000.00	2,000.00	15.490	2,311.94	311.94		ST
Trade date: May 6, 13	146.628	13.639	2,000.00	2,000.00	15.490	2,271.27	271.27		ST
Security total	295.882	13.519	4,000.00	4,000.00		4,583.21	583.21	583.21	
Total			**$8,000.00**	**$8,000.00**		**$9,015.53**	**$1,015.53**	**$1,015.53**	

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

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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	9.530	1,420.87	20.87		LT
Trade date: Nov 6, 12	63.762	9.409	600.00	600.00	9.530	607.65	7.65		ST
EAI $136 Current yield: 6.70%									
Security total	212 857	9 396	2,000.00	2,000.00		2,028.52	28.52	28.52	
DOUBLE LINE TOTAL RETURN									
FUND N									
Symbol: DLTNX									
Trade date Jun 14, 12	32 818	11.199	367.56	367.56	10.980	360.34	-7.22	-7 22	LT
EAI: $17 Current yield: 4.72%									
FRANKLIN/TEMPLETON									
GLOBAL BOND FUND CLASS A									
Symbol TPINX									
Trade date: Feb 16, 12	29.051	13.169	382.60	382.60	13.140	381.73	-0.87		LT
Trade date: Feb 27, 12	68.155	13.220	901.01	901.01	13.140	895.55	-5 46		LT
Trade date: Mar 5, 12	46 340	13 279	615.39	615.39	13.140	608.91	-6.48		LT
EAI. $99 Current yield: 5 25%									
Security total	143.546	13.229	1,899.00	1,899.00		1,886.19	-12.81	-12.81	
THORNBURG STRATEGIC									
INCOME FUND A									
Symbol. TSIAX									

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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 1, 12	106.620	12.030	1,282.64	1,282.64	12.310	1,312.49	29.85	29.85	LT
EAI· $68 Current yield: 5.18%									
Total			**$5,549.20**	**$5,549.20**		**$5,587.54**	**$38.34**	**$38.34**	

Total estimated annual income: $320

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.

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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
THORNBURG INCOME									
BUILDER CLASS A									
Symbol: TIBAX									
Trade date: Feb 28, 12	290.302	18.759	5,446.06	5,446.06	20.790	6,035.38	589.32		LT
Trade date: Oct 10, 12	52.994	18.870	1,000.00	1,000.00	20.790	1,101.74	101 74		LT
Trade date: May 17, 13	167.785	20.860	3,500.00	3,500.00	20.790	3,488.25	-11.75		ST
EAI: $551 Current yield: 5.19%									
Security total	511.081	19.461	9,946.06	9,946.06		10,625.37	679.31	679.31	

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**	**2,292.55**	**2.71%**	**2,292.55**		
Equities	Common stock	52,282.37		39,890.58	648.00	12,391.79
	Closed end funds & Exchange traded products	4,904.50		4,688.09	277.00	216.41
	Mutual funds	9,015.53		8,000.00		1,015.53
	Total equities	66,202.40	78.15%	52,578.67	925.00	13,623.73
Fixed income	**Mutual funds**	5,587.54	6.60%	5,549.20	320.00	38.34
Other	**Mutual funds**	10,625.37	12.54%	9,946.06	551.00	679.31
Total		**$84,707.86**	**100.00%**	**$70,366.48**	**$1,796.00**	**$14,341.38**

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 30		**Cash and money balance**					**$8,752.71**
Oct 1	Dividend	COCA COLA CO COM PAID ON 50				14.00	
Oct 1	Dividend	LORD ABBETT FLOATING RATE FUND A AS OF 09/30/13				7.26	
Oct 1	Dividend	THORNBURG STRATEGIC INCOME FUND A AS OF 09/30/13				5.95	
Oct 1	Dividend	DOUBLE LINE TOTAL RETURN FUND N AS OF 09/30/13				1.52	
Oct 1	Dividend	ALLIANCE BERNSTEIN HIGH INCOME FD CL A AS OF 09/30/13				9.86	
Oct 1	Dividend	LORD ABBETT SHORT DURATION INCOME FUND CLASS A AS OF 09/30/13				3.12	
Oct 1	Bought	HERTZ GLOBAL HOLDINGS INC DE Average Priced Trade ▸ SYMBOL HTZ ▸ CUSIP NO. 42805T105 ▸ Location of Execution: 09 ▸ Capacity: Agent		70.000	22.540288	-1,577.82	7,216.60
Oct 3	Bought	AT&T INC DE Average Priced Trade ▸ SYMBOL T ▸ CUSIP NO. 00206R102 ▸ Location of Execution: 09 ▸ Capacity: Agent		20.000	33.76	-675.20	

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Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No. 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	689 FOUNDATION	13-4088234
File by the due date for filing your return See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	31 BICKLE ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WASHINGTON, NEW JERSEY 07882	

Enter the Return code for the return that this application is for (file a separate application for each return) 4

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

• The books are in the care of ▶ LEICHT & REIN TAX ASSOCIATES

Telephone No. ▶ 212-921-5777 Fax No. ▶ 212-921-9756

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JUNE 15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning NOVEMEBER 1 , 20 12 , and ending OCTOBER 31 , 20 13 .

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$	13
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$	
c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$	13.00

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