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

2008

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

For calendar year 2008, or tax year beginning 11/1, 2008, and ending 10/31, 2009

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	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
	City or town, state, and ZIP code WASHINGTON NJ 07882	

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 74,489 (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	292	292	292	
5a Gross rents				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10	(1,807)			
b Gross sales price for all assets on line 6a 55,376				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales, less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	(1,515)	292	292	
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)	1,345	1,345	1,345	
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	52	52	52	52
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	10	10	10	10
23 Other expenses (attach schedule) BANK FEES				
24 Total operating and administrative expenses.				
Add lines 13 through 23	1,407	1,407	1,407	62
25 Contributions, gifts, grants paid	8,200			8,200
26 Total expenses and disbursements. Add lines 24 and 25	9,607	1,407	1,407	8,262
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	(11,122)			
b Net investment income (if negative, enter -0-)		0		
c Adjusted net income (if negative, enter -0-)				0

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
	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	21,168	2,659	2,659
	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 page 15 of the 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)	57,011	59,548	71,830
	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)	78,179	62,207	74,489
	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 ►)	0	0	0
	23 Total liabilities (add lines 17 through 22)	0	0	0
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	78,179	62,207	74,489
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	78,179	62,207	74,489

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	78,179
2 Enter amount from Part I, line 27a	2	(11,122)
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	67,057
5 Decreases not included in line 2 (itemize) ► COST BASIS ADJUSTMENT	5	4,850
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	62,207

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 STATEMENT				
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, 807)	
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, 807)
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	(2, 272)

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 page 18 of 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))
2007	7, 169	104, 368	0.0687
2006	5, 443	112, 716	0.0483
2005	8, 450	109, 796	0.0770
2004	7, 651	105, 355	0.0726
2003	7, 145	110, 872	0.0644

2 Total of line 1, column (d)	2	0.3310
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	0.0662
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	73, 108
5 Multiply line 4 by line 3	5	4, 840
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	4, 840
8 Enter qualifying distributions from Part XII, line 4	8	8, 262
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 on page 18.		

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1
Date of ruling letter: _____ (attach copy of ruling letter if necessary—see instructions)		
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
1c	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
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments:	3
a	2008 estimated tax payments and 2007 overpayment credited to 2008	
b	Exempt foreign organizations—tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	4
7	Total credits and payments. Add lines 6a through 6d	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	5
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 11	

Part VII-A Statements Regarding Activities

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?	Yes	No
1a		X	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	X	
<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?	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?	X	
<i>If "Yes," attach a detailed description of the activities</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X	
<i>If "Yes," attach the statement required by General Instruction T</i>			
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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <u>NEW YORK</u>		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>		
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	X
14	The books are in care of ► STEVEN M. LEICHT Telephone no. ► 212-921-5777 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 ► 15 and enter the amount of tax-exempt interest received or accrued during the year		□

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► □		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 20 of the instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2008 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 2008)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also 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?

5b**6b****7b**

X

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 page 23 of the 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 page 23 of the 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 page 23 of the 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	NONE	
3	_____	
4	_____	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	_____	
2	NONE	
All other program-related investments. See page 24 of the instructions		
3	_____	
Total. Add lines 1 through 3 ►		0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	64,482
b	Average of monthly cash balances	1b	9,739
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	74,221
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	74,221
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	1,113
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	73,108
6	Minimum investment return. Enter 5% of line 5	6	3,655

Part XI Distributable Amount (see page 25 of the 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	3,655
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,655
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,655
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,655

Part XII Qualifying Distributions (see page 25 of the 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	8,262
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	8,262
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 page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,262

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				3,655
2 Undistributed income, if any, as of the end of 2008:				
a Enter amount for 2007 only				
b Total for prior years. 20 ____ ,20 ____ ,20 ____ .				
3 Excess distributions carryover, if any, to 2007:				
a From 2003	1,841			
b From 2004	2,714			
c From 2005	3,026			
d From 2006	0			
e From 2007	1,951			
f Total of lines 3a through e	9,532			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 8,262				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				3,655
e Remaining amount distributed out of corpus	4,607			
5 Excess distributions carryover applied to 2008. (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	14,139			
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 page 27 of the instructions	0			
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				0
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	1,841			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	12,298			
10 Analysis of line 9:				
a Excess from 2004	2,714			
b Excess from 2005	3,026			
c Excess from 2006	0			
d Excess from 2007	1,951			
e Excess from 2008	4,607			

Part XIV Private Operating Foundations (see page 27 of the 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 2008, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				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
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 $\frac{1}{3}$ 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 page 27 of the 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 page 28 of the 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT			TO ENABLE THE CHARITABLE DONEES TO CARRY-OUT THEIR TAX-EXEMPT PURPOSES	8,200
Total				► 3a 8,200
b Approved for future payment				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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)

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

(See worksheet in line 13 instructions on page 28 to verify calculations.)

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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

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 page 28 of the instructions.)

N/A

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.		

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

2/16/10

President

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's signature		Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions)
	LEICHT & REIN TAX ASSOCIATES, LTD.			P00848227
Firm's name (or yours if self-employed), address, and ZIP code		EIN ► 22-2760934		Phone no 212-921-5777
570 7TH AVE, STE. 1804 NY, NY 10018				

**689 FOUNDATION
11/1/08 TO 10/31/09
EIN: 13-4088234**

Part XV (3) - Contributions

<u>RECIPIENT</u>	<u>AMOUNT</u>
Acorn Fund	\$ 1,000
American Kidney Fund	300
Calvary Hospital	500
JDRF	2,000
Memorial Sloan Kettering	1,250
Morristown Memorial Hospital	500
NARSAD	500
Rodney McDonald House	150
St. Jude Children's Research	<u>2,000</u>
	<u>\$ 8,200</u>

689 FOUNDATION
EIN: 13-4088234
TYE 10-31-09

Part I, Line 16(b) – Accounting Fees

Leicht & Rein Tax Associates \$1,345.

Part I, Line 18 – Taxes

Foreign Taxes	\$ 2.
New York State	50.
Total	<u>\$52.</u>

Part VIII – Officers

Catherine Giradi-Cook President -0- -0- -0-
31 Bickle Road
Washington, NJ 07882

Sales And Short Sales In 2008

Trade Date	Security Description	Trade Quantity	Trade Proceeds	Closed Quantity	Closed Proceeds	Purchase Date	Purchase Cost	Short Term	Long Term, Comment
11/11/2008	MERRILL LYNCH & CO INC	62	933.97	62	933.97	10/03/2003	1,819.95	-885.98	
11/12/2008	***MINDRAY MED INTL LTD SPONSORED A...	80	1,466.77	80	1,466.77	11/28/2006	1,832.18		-365.41
11/20/2008	***ACTELION LTD SWISS LISTED	135	5,961.21	29	1,280.56	03/27/2006	711.02		569.54
				30	1,324.71	04/10/2006	620.44		704.27
11/20/2008	THORATEC CORP NEW	73	1,443.83	76	3,355.94	07/20/2006	1,702.47		1,653.47
12/04/2008	***RAFFLES EDUCATION	4,400	1,398.29	4,400	1,443.83	08/01/2008	1,676.99	-233.16	-1,259.64
12/22/2008	***SINA CORPORATION FORMERLY SINA CON	108	2,611.74	108	2,611.74	06/14/2006	2,657.93		57.27
02/03/2009	THORATEC CORP NEW	22	591.29	22	591.29	08/01/2008	505.40	85.89	
02/06/2009	NETEZZA CORP COM	321	1,952.38	126	766.35	07/31/2007	1,974.54		-1,208.19
				195	1,186.03	05/07/2008	2,083.98		-897.95
02/10/2009	UNDER ARMOUR INC CL A	86	1,402.59	86	1,402.59	12/05/2008	2,108.79		-706.20
02/12/2009	COSTCO WHOLESALE CORP-NEW	55	2,346.95	55	2,346.95	09/05/2008	3,831.32	-1,484.37	
03/27/2009	GENERAL FINANCE CORPORATION	124	139.94	124	139.94	09/12/2007	999.51		-859.57
04/23/2009	ALNYLAM PHARMACEUTICALS INC	57	919.50	57	919.50	07/27/2007	1,433.71		-514.21
05/01/2009	PALM INC	69	744.02	69	744.02	01/09/2009	404.28	339.74	
05/01/2009	SPRINT NEXTEL CORPORATION	158	700.74	158	700.74	01/26/2009	400.92	299.82	
05/11/2009	***XING AG NPV	41	1,527.08	17	633.18	07/06/2007	1,135.36		-502.18
				24	893.90	09/06/2007	1,242.50		-348.60
05/14/2009	MYRIAD GENETICS INC	41	1,322.28	41	1,322.28	04/03/2009	1,826.69		-504.41
05/22/2009	INTEL CORP	159	2,359.59	159	2,359.59	08/08/2008	3,898.63		-1,539.04
05/26/2009	***CHANGYOU COM LIMITED AMERICAN DE...	37	1,158.53	37	1,158.53	04/02/2009	812.00		346.53
06/01/2009	***CHANGYOU COM LIMITED AMERICAN DE...	36	1,271.15	36	1,271.15	04/02/2009	790.06		481.09
06/02/2009	THORATEC CORP NEW	26	642.24	26	642.24	08/01/2008	597.29		44.95
06/10/2009	***VISTAPRINT LIMITED	62	2,785.41 *	62	2,785.41 *	06/10/2009	2,785.41 *		
06/22/2009	WHITING PETROLEUM CORPORATION	71	2,316.53	71	2,316.53	04/03/2009	2,320.92		-4.39
06/26/2009	ATHENAHEALTH INC	154	5,556.40	154	5,556.40	03/27/2008	3,782.13		1,774.27
06/26/2009	THORATEC CORP NEW	53	1,333.75	53	1,333.75	08/01/2008	1,217.54		116.21
06/29/2009	METROPCS COMMUNICATIONS INC	144	2,107.87	144	2,107.87	03/09/2009	2,138.40		-30.53
08/06/2009	VERTEX PHARMACEUTICALS INC	51	1,764.79	51	1,764.79	06/03/2008	1,528.10		236.69
08/14/2009	PALM INC	157	2,069.11	157	2,069.11	01/09/2009	919.89		1,149.22
08/21/2009	***SELOGER PROMISES	37	1,215.44	37	1,215.44	07/31/2007	2,030.99		-815.55
09/02/2009	***BYD COMPANY LTD H SHARES	91	549.39	91	549.39	07/17/2009	477.05		72.34
09/30/2009	AKAMAI TECHNOLOGIES INC	92	1,789.87	92	1,789.87	07/03/2003	446.79		1,343.08
10/21/2009	HUMAN GENOME SCIENCES INC	48	925.19	48	925.19	07/21/2009	668.32		256.87
10/29/2009	SPRINT NEXTEL CORPORATION	558	1,706.86	308	942.14	01/26/2009	781.53		160.61
10/30/2009	BED BATH & BEYOND INC	91	3,147.11	91	3,147.11	01/08/2009	2,411.56		735.55
	Trade Total:		55,376.40				57,183.16		-2,272.00
	* Corp. Action and Stock Movement Total:		2,785.41						2,785.41

Account Open Position Detail - Oct 30, 2009

Account: 00891 689 FOUNDATION C/O CATHERINE GIRARDI

Symbol	Trade Date B	Quantity	Avg Price	Cost	Last Price	Value	Profit	Target Ratio	L/S Ratio	Short Term	Long Term	Master Acct	Linked	YTD Realized	Master	
														Long	Short Term	
ALOF	07/20/2006	29	22.4007	649.62	55.9000	1,621.10	971.48	0.52							***ACTELION LTD SWISS LISTED	
	11/02/2006	7	34.5657	241.96	55.9000	391.30	149.34	0.13							ALNYLAM PHARMACEUTICALS INC	
ALNY	07/27/2007	13	25.1531	326.99	17.0400	221.52	-105.47	0.07							ALEXION PHARMACEUTICALS INC	
	01/03/2008	99	29.5226	2,922.74	17.0400	1,686.96	-1,235.78	0.55							AMAZON COM INC	
ALXN	06/26/2009	48	41.0546	1,970.62	44.4100	2,131.68	161.06	0.69							AEROENVIRONMENT INC	
AMZN	12/04/2008	45	48.2640	2,171.88	118.8100	5,346.45	3,174.57	1.73							***BYD COMPANY LTD H SHARES	
AVAV	12/16/2008	67	34.7590	2,328.85	26.6600	1,786.22	-542.63	0.58							COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A	
BYDDF	07/17/2009	457	5.2423	2,395.73	8.7478	3,997.74	1,602.02	1.29							EDWARDS LIFESCIENCES CORP	
CTSH	08/05/2009	58	34.8443	2,020.97	38.6500	2,241.70	220.73	0.73							SOURCEFIRE INC	
	08/06/2009	25	34.9040	872.60	38.6500	966.25	93.65	0.31							GOOGLE INC CL A	
EW	03/19/2009	37	62.9084	2,327.61	76.9400	2,846.78	519.17	0.92							HUMAN GENOME SCIENCES INC	
FIRE	05/04/2009	107	12.2938	1,315.44	20.3000	2,172.10	856.66	0.70							***ICICI BANK LTD SPONSORED ADR	
GOOG	03/04/2008	9	460.8111	4,147.30	536.1200	4,825.08	677.78	1.56							***TAU UNIBANCO BANCO HOLDING S A SPONSORED ADR REPSTG 500 CARMAX INC	
HGSI	07/11/2009	180	13.9233	2,506.19	18.6900	3,364.20	858.00	1.09							LIVEPERSON INC	
IBN	05/26/2009	84	29.1039	2,444.73	31.4500	2,641.80	197.07	0.85							MEDFAST INC	
ITUB	08/17/2009	170	16.1512	2,745.70	19.1400	3,253.80	508.09	1.05							MONSANTO CO NEW	
KMX	03/26/2007	80	27.5209	2,201.67	19.6700	1,573.60	-628.07	0.51							RACKSPACE HOSTING INC	
	04/30/2007	72	25.7311	1,852.64	19.6700	1,416.24	-436.40	0.46							UQM TECHNOLOGIES INC.	
	04/02/2008	55	20.7315	1,140.23	19.6700	1,081.85	-58.38	0.35							VITACOST COM INC	
L008113	06/05/2009	1,052	2,4425	2,569.51	2,7370	2,879.32	309.81	0.93							***VISTAPRINT NV US LISTED	
LPSN	05/20/2003	575	1,4209	817.02	5,0300	2,892.25	2,075.26	0.94							VALIDUS HOLDINGS LTD	
MED	08/25/2009	73	18.8630	1,377.00	22.0200	1,607.46	230.46	0.52								
MON	01/28/2009	30	81.9050	2,457.15	67.1800	2,015.40	-441.75	0.65								
RAX	10/02/2009	108	17.3409	1,872.82	16.7500	1,809.00	-63.82	0.59								
UQM	10/23/2009	170	4.8503	824.55	4.7000	799.00	-25.55	0.26								
VITC	09/24/2009	49	12.0580	590.84	9.9200	486.08	-104.76	0.16								
VRPT	06/10/2009	62	44.9260	2,785.41	51.0500	3,165.10	379.69	1.02								
VR	03/05/2009	91	23.2926	2,119.63	25.3000	2,302.30	182.67	0.74								

Account Open Position Detail - Oct 30, 2009

Account: 00891 689 FOUNDATION C/O CATHERINE GIRARDI

Symbol	Trade Date	B	Quantity	Avg Price	Cost	Last Price	Value	Profit	Target Ratio	Tax Term	Description
Long VRTX	06/03/2008		81	29.9627	2,426.98	33.5600	2,718.36	291.38	0.88		VERTEX PHARMACEUTICALS INC
WFM	03/18/2009		142	16.0118	2,273.68	32.0600	4,552.52	2,278.85	1.47		WHOLE FOODS MARKET INC
YHOO	07/30/2009		191	14.9232	2,850.33	15.9000	3,036.90	186.56	0.98		YAHOO INC
				Long Position Total:	71,830.07		12,281.70				
				Total:	71,830.07		12,281.70				