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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service (77)

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

For calendar year 2009, or tax year beginning 11/1, 2009, and ending 10/31, 2010

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

689 FOUNDATION

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

31 BICKLE ROAD

City or town, state, and ZIP code

WASHINGTON NJ 07882

A Employer identification number

13-4088234

B Telephone number (see page 10 of the instructions)

212-921-5777

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) $\$$ 88,299J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	158	158	158	
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)	10,320			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 83,733		4,201		
7 Capital gain net income (from Part IV, line 2)			6,119	
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less. Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	10,478	4,359	6,277	
12 Total. Add lines 1 through 11				
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)				
c Other professional fees (attach schedule)				
17 Interest	56	56	56	56
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	-125	125	125	125
22 Printing and publications	10	10	10	10
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	191	191	191	191
25 Contributions, gifts, grants paid	6,900			6,900
26 Total expenses and disbursements. Add lines 24 and 25	7,091	191	191	7,091
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	3,387			
b Net investment income (if negative, enter -0-)		4,168		
c Adjusted net income (if negative, enter -0-)			6,086	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2009)

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	2,659	10,927	10,927		
	2 Savings and temporary cash investments					
	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)	59,548	54,667	77,372		
	b Investments—corporate stock (attach schedule)					
	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)	62,207	65,594	88,299			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0	0				
Fund Balances	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.						
Net Assets or Fund Balances	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)	62,207	65,594			
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	62,207	65,594			

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	62,207
2 Enter amount from Part I, line 27a	2	3,387
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	65,594
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	65,594

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			4,201	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	4,201	
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	6,119	

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))
2008	8,262	73,108	0.1130
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
2 Total of line 1, column (d)			2 0.3796
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 0.0759
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 85,873
5 Multiply line 4 by line 3			5 6,518
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 42
7 Add lines 5 and 6			7 6,560
8 Enter qualifying distributions from Part XII, line 4			8 7,049

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 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		42
3 Add lines 1 and 2		42
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-		42
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d		0
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		42
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		0
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax Refunded		0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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)? <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>		X
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? <i>If "Yes," attach a detailed description of the activities</i>		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? <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
4b 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? <i>If "Yes," attach the statement required by General Instruction T</i>		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?		
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>		
8b 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? <i>If "No," attach explanation</i>	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 2009 or the taxable year beginning in 2009 (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>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 7TH AVENUE, SUITE 1804, NEW YORK, NY ZIP+4 ▶ 10018			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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 ▶ <input type="checkbox"/>	1b	
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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.)	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009)	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 2009?	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 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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

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 22 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 72,073
b	Average of monthly cash balances	1b 15,108
c	Fair market value of all other assets (see page 24 of the instructions)	1c
d	Total (add lines 1a, b, and c)	1d 87,181
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 87,181
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4 1,308
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5 85,873
6	Minimum investment return. Enter 5% of line 5	6 4,294

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 4,294
2a	Tax on investment income for 2009 from Part VI, line 5	2a 42
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 42
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 4,252
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 4,252
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 4,252

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 7,091
b	Program-related investments—total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4 7,091
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 42
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 7,049

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				4,252
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004	2,714			
b From 2005	3,026			
c From 2006	0			
d From 2007	1,951			
e From 2008	4,607			
f Total of lines 3a through e	12,298			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 7,091				
a Applied to 2008, 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 2009 distributable amount				4,252
e Remaining amount distributed out of corpus	2,839			
5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	15,137			
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 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	2,714			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	12,423			
10 Analysis of line 9:				
a Excess from 2005	3,026			
b Excess from 2006	0			
c Excess from 2007	1,951			
d Excess from 2008	4,607			
e Excess from 2009	2,839			

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 2009, 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter $\frac{2}{3}$ 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 <i>Paid during the year</i>				
SEE ATTACHED STATEMENT			TO ENABLE THE CHARITABLE DONEES TO CARRY-OUT THEIR TAX-EXEMPT PURPOSES	6,900
Total			3a	6,900
b <i>Approved for future payment</i>				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
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		N/A			
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

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

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

[illegible]

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.		

[illegible]

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.

Catherine Cook
Signature of officer or trustee

2/10/11
Date

President
Title

Sign Here

Paid Preparer's Use Only	Preparer's signature 	Date 2/8/11	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see Signature on page 30 of the instructions) P00848227
	Firm's name (or yours if self-employed), address, and ZIP code LEIGHT & REIN TAX ASSOCIATES, LTD. 570 7TH AVE, STE. 1804 NY, NY 10018	EIN 22-2760934	Phone no 212-921-5777	

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

Part I, Line 18 – Taxes

Foreign Taxes	\$ 6.
New York State	<u>50.</u>
Total	<u>\$56.</u>

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
11/1/09 TO 10/31/10
EIN: 13-4088234

Part XV (3) - Contributions

<u>RECIPIENT</u>	<u>AMOUNT</u>
American Kidney Fund	\$ 300
Calvary Hospital	500
JDRF	2,000
Memorial Sloan Kettering	1,250
Misc.	200
NARSAD	500
Rodney McDonald House	150
St. Jude Children's Research	<u>2,000</u>
	<u>\$ 6,900</u>

GILDER, GAGNON, HOWE & CO., LLC
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Tax Report (11/1/2009 - 10/31/2010)

689 FOUNDATION
C/O CATHERINE GIRARDI
31 BICKEL ROAD
WASHINGTON NJ 07882-3541

Account Number: 191-00891 Account Executive: DAVID HOWE

Summary Page

Buys Closed This Year:

Cost	Short Term Proceeds	Gain/Loss	Cost	Long Term Proceeds	Gain/Loss	Net Gain/Loss	1099 Proceeds
49,586.72	55,705.50	6,118.78	23,826.40	28,027.35	4,200.95	10,319.73	83,732.85

Total:

49,586.72	55,705.50	6,118.78	23,826.40	28,027.35	4,200.95	10,319.73
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Total 1099 Proceeds:

83,732.85

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Tax Report (11/1/2009 - 10/31/2010)

689 FOUNDATION
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31 BICKEL ROAD
WASHINGTON NJ 07882-3541

Account Number: 191-00891 Account Executive: DAVID HOWE

Sales And Short Sales In 2009

Trade Date	Security Description	Trade Quantity	Trade Proceeds	Closed Quantity	Closed Proceeds	Purchase Date	Purchase Cost	Short Term	Long Term	Comment
11/09/2009	MONSANTO CO NEW	30	2,053.10	30	2,053.10	01/28/2009	2,457.15	-404.05		
11/24/2009	SOURCEFIRE INC	28	578.03	28	578.03	05/04/2009	344.23	233.80		
12/07/2009	VITACOST COM INC	49	409.47	49	409.47	09/24/2009	590.84	-181.37		
12/09/2009	YAHOO INC	191	2,858.96	191	2,858.96	07/30/2009	2,850.34	8.62		
12/30/2009	***ACTELION LTD SWISS LISTED	36	1,866.11	29	1,503.26	07/20/2006	649.62		853.64	
				7	362.85	11/02/2006	241.96		120.89	
01/21/2010	WHOLE FOODS MARKET INC	142	4,038.45	142	4,038.45	03/18/2009	2,273.67	1,764.78		
01/25/2010	***VALIDUS HOLDINGS LTD	91	2,328.75	91	2,328.75	03/05/2009	2,119.63	209.12		
02/05/2010	***ITAU UNIBANCO BANCO HOLDING S A ...	170	3,073.75	170	3,073.75	08/17/2009	2,745.71	328.04		
02/05/2010	CARMAX INC	54	1,068.09	54	1,068.09	03/26/2007	1,486.13		-418.04	
02/18/2010	***AIXTRON AG AACHEN NAMEN AKT	11	341.91	11	341.91	02/17/2010	354.60	-12.69		
02/18/2010	***ARM HLDGS ORD GBP0.0005	192	603.19	192	603.19	02/10/2010	611.62	-8.43		
02/18/2010	***CERAGON NETWORKS LTD	32	360.68	32	360.68	12/10/2009	350.95	9.73		
02/18/2010	***ICICI BANK LTD SPONSORED ADR	17	607.58	17	607.58	05/26/2009	494.77	112.81		
02/18/2010	***VISTAPRINT NV US LISTED	12	661.37	12	661.37	06/10/2009	539.11	122.26		
02/18/2010	***YOOX SPA	23	163.96	23	163.96	12/03/2009	166.02	-2.06		
02/18/2010	A123 SYSTEMS INC	16	278.69	16	278.69	01/08/2010	358.36	-79.67		
02/18/2010	AEROVIRONMENT INC	13	319.76	13	319.76	12/16/2008	451.87		-132.11	
02/18/2010	ALEXION PHARMACEUTICALS INC	10	483.03	10	483.03	06/26/2009	410.55	72.48		
02/18/2010	ALNYLAM PHARMACEUTICALS INC	22	375.78	13	222.05	07/27/2007	326.99		-104.94	
				9	153.73	01/03/2008	265.70		-111.97	
02/18/2010	AMAZON.COM INC	15	1,710.02	15	1,710.02	12/04/2008	723.96		986.06	
02/18/2010	AMERICAN APPAREL INC	58	162.86	58	162.86	12/10/2009	170.62	-7.76		
02/18/2010	AMYLIN PHARMACEUTICALS INC	39	702.69	39	702.69	01/22/2010	696.41	6.28		
02/18/2010	CARMAX INC	31	643.74	26	539.91	03/26/2007	715.54		-175.63	
				5	103.83	04/30/2007	128.66		-24.83	
02/18/2010	COGNIZANT TECHNOLOGY SOLUTIONS CORP	17	787.83	17	787.83	08/05/2009	592.35	195.48		
02/18/2010	DEXCOM INC	30	285.35	30	285.35	01/21/2010	295.52	-10.17		
02/18/2010	EDWARDS LIFESCIENCES CORP	7	613.89	7	613.89	03/19/2009	440.36	173.53		
02/18/2010	GOOGLE INC CL A	2	1,058.89	2	1,058.89	03/04/2008	921.62		137.27	
02/18/2010	HUMAN GENOME SCIENCES INC	70	2,019.55	70	2,019.55	07/21/2009	974.63	1,044.92		
02/18/2010	INSULET CORPORATION	56	820.44	56	820.44	11/02/2009	671.20	149.24		
02/18/2010	K12 INC	37	715.76	37	715.76	11/19/2009	569.54	46.22		
02/18/2010	LIVEPERSON INC	115	730.29	115	730.29	05/20/2003	163.40		566.89	
02/18/2010	MEDIFAST INC	15	329.42	15	329.42	08/25/2009	282.95	46.47		
02/18/2010	RACKSPACE HOSTING INC	22	425.37	22	425.37	10/02/2009	381.50	43.87		

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WASHINGTON NJ 07882-3541

Account Number: 191-00891 Account Executive: DAVID HOWE

Sales And Short Sales In 2009

Trade Date	Security Description	Trade Quantity	Trade Proceeds	Closed Quantity	Closed Proceeds	Purchase Date	Purchase Cost	Short Term	Long Term
02/18/2010	SOURCEFIRE INC	16	379.29	16	379.29	05/04/2009	196.70	182.59	
02/18/2010	UQM TECHNOLOGIES INC.	34	154.93	34	154.93	10/23/2009	164.91	-9.98	
02/18/2010	VEECO INSTRUMENTS INC-DEL	9	335.93	9	335.93	02/16/2010	340.29	-4.36	
02/18/2010	VERTEX PHARMACEUTICALS INC	16	629.23	16	629.23	06/03/2008	479.40		149.83
02/19/2010	***BYD COMPANY LTD H SHARES	91	694.21	91	694.21	07/17/2009	477.05	217.16	
02/19/2010	***LI NING CO LTD	210	668.73	210	668.73	06/05/2009	512.93	155.80	
03/11/2010	RACKSPACE HOSTING INC	86	1,594.40	86	1,594.40	10/02/2009	1,491.32	103.08	
05/06/2010	AEROVIRONMENT INC	54	1,366.01	54	1,366.01	12/16/2008	1,876.98		-510.97
05/06/2010	AMYLIN PHARMACEUTICALS INC	154	2,770.18	154	2,770.18	01/22/2010	2,749.93	20.25	
05/12/2010	ALEXION PHARMACEUTICALS INC	38	1,976.67	38	1,976.67	06/26/2009	1,560.07	416.60	
05/17/2010	***BYD COMPANY LTD H SHARES	366	2,810.12	366	2,810.12	07/17/2009	1,918.67	891.45	
05/26/2010	***LI NING CO LTD	842	2,582.48	842	2,582.48	06/05/2009	2,056.58	525.90	
05/26/2010	VERTEX PHARMACEUTICALS INC	65	2,297.29	65	2,297.29	06/03/2008	1,947.58	349.71	
06/01/2010	K12 INC	68	1,670.09	68	1,670.09	11/19/2009	1,230.50	439.59	
06/23/2010	ALNYLAM PHARMACEUTICALS INC	90	1,354.53	90	1,354.53	01/03/2008	2,657.04		-1,302.51
07/01/2010	K12 INC	80	1,724.83	80	1,724.83	11/19/2009	1,447.65	277.18	
07/26/2010	CARMAX INC	122	2,507.90	67	1,377.29	04/30/2007	1,723.98		-346.69
				55	1,130.61	04/02/2008	1,140.23		-9.62
07/29/2010	***VISTAPRINT NV US LISTED	50	1,621.48	50	1,621.48	06/10/2009	2,246.30		-624.82
07/30/2010	LIVEPERSON INC	269	1,890.97	269	1,890.97	05/20/2003	382.21		1,508.76
08/02/2010	UQM TECHNOLOGIES INC.	136	458.88	136	458.88	10/23/2009	659.64	-200.76	
08/05/2010	AMERICAN APPAREL INC	234	334.45	234	334.45	12/10/2009	688.38	-353.93	
08/20/2010	***CERAGON NETWORKS LTD	130	955.48	130	955.48	12/10/2009	1,425.75	-470.27	
08/20/2010	A123 SYSTEMS INC	65	446.66	65	446.66	01/08/2010	1,455.83	-1,009.17	
09/17/2010	AUXILIUM PHARMACEUTICALS INC	86	2,308.07	86	2,308.07	05/07/2010	2,808.47	-500.40	
10/06/2010	***AIXTRON AG AACHEN NAMEN AKT	42	1,205.92	42	1,205.92	02/17/2010	1,353.94	-148.02	
10/06/2010	VEECO INSTRUMENTS INC-DEL	35	1,216.11	35	1,216.11	02/16/2010	1,323.34	-107.23	
10/13/2010	HUMAN GENOME SCIENCES INC	110	2,986.53	110	2,986.53	07/21/2009	1,531.57		1,454.96
10/27/2010	MEDIFAST INC	58	1,338.91	58	1,338.91	08/25/2009	1,094.05		244.86
10/28/2010	***ARM HLDGS ORD GBP0.0005	188	1,094.07	188	1,094.07	02/10/2010	598.88	495.19	
10/28/2010	***ICICI BANK LTD SPONSORED ADR	7	340.67	7	340.67	05/26/2009	203.73		136.94
10/28/2010	COGNIZANT TECHNOLOGY SOLUTIONS CORP	14	911.44	14	911.44	08/05/2009	487.82		423.62
10/28/2010	CROCS INC	63	866.44	63	866.44	06/14/2010	727.13	139.31	
10/28/2010	EDWARDS LIFESCIENCES CORP	19	1,192.06	19	1,192.06	03/19/2009	597.63		594.43
10/28/2010	GOOGLE INC CL A	3	1,817.65	3	1,817.65	03/04/2008	1,382.43		435.22
10/28/2010	INSULET CORPORATION	45	696.06	45	696.06	11/02/2009	539.36	156.70	

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Tax Report (11/1/2009 - 10/31/2010)

689 FOUNDATION
C/O CATHERINE GIRARDI
31 BICKEL ROAD
WASHINGTON NJ 07882-3541

Account Number: 191-00891 Account Executive: DAVID HOWE

Sales And Short Sales In 2009

Trade Date	Security Description	Trade Quantity	Trade Proceeds	Closed Quantity	Closed Proceeds	Purchase Date	Purchase Cost	Short Term	Long Term	Comment
10/29/2010	***ASOS PLC	67	1,407.53	67	1,407.53	05/10/2010	629.94	777.59		
10/29/2010	NXSTAGE MEDICAL INC	83	1,649.89	83	1,649.89	08/02/2010	1,386.83	263.06		
		Trade Total:		83,732.85		73,413.12		6,118.78	4,200.95	

Account Open Position Detail - Oct 29, 2010

Account: 00891 689 FOUNDATION C/O CATHERINE GIRARDI

Account	Mgr	RR	Equity	Trade Date	B	Quantity	Target Ratio	Target	Risk Ratio	Leverage	L/S Ratio	YTD Realized		Master Acct	Linked
												Short Term	Long Term		
00891	DH	981	77,644				4.00%	3,106	0.878	0.878	0.000	6,462	3,226		<input type="checkbox"/>
Symbol								Avg Price	Cost	Last Price	Value	Profit	Target Ratio	Tax Term	Description
Long	AMZN			12/04/2008		30		48.2640	1,447.92	165.1400	4,954.20	3,506.28	1.60		AMAZON COM INC
	ARMHF			02/10/2010		582		3.1855	1,853.96	5.8173	3,385.67	1,531.68	1.09		***ARM HLDGS ORD GBP0 0005
	ASOMF			05/10/2010		117		9.4021	1,100.05	22.6193	2,646.46	1,546.42	0.85		***ASOS PLC
				06/04/2010		95		9.6686	918.52	22.6193	2,148.83	1,230.31	0.69		
	C023325			07/08/2010		13		47.5585	618.26	55.3143	719.09	100.83	0.23		***COOKPAD INC
	CPST			03/15/2010		1,157		1.2583	1,455.85	0.7500	867.75	-588.06	0.28		CAPSTONE TURBINE CORP
	CROX			06/14/2010		177		11.5418	2,042.90	13.9300	2,465.61	422.72	0.79		CROCS INC
	CTSH			08/05/2009		27		34.8444	940.80	65.1900	1,760.13	819.33	0.57		COGNIZANT TECHNOLOGY SOLUTIONS CORP-CL A
				08/06/2009		25		34.9040	872.60	65.1900	1,629.75	757.15	0.52		
	D008519			05/28/2010		86		30.6944	2,639.72	25.8796	2,225.65	-414.07	0.72		***DENA CO LTD
	DNDN			09/14/2010		72		41.7629	3,006.93	36.5000	2,628.00	-378.93	0.85		DENDREON CORP
	DXCM			01/21/2010		57		9.8505	561.48	13.7500	783.75	222.27	0.25		DEXCOM INC
				01/22/2010		63		9.6871	610.29	13.7500	866.25	255.96	0.28		
	EW			03/19/2009		41		31.4541	1,289.62	63.9100	2,620.31	1,330.69	0.84		EDWARDS LIFESCIENCES CORP
	FIRE			05/04/2009		63		12.2938	774.51	23.5900	1,486.17	711.66	0.48		SOURCEFIRE INC
	G			03/03/2010		187		15.3634	2,872.96	15.9000	2,973.30	100.35	0.96		***GENPACT LTD
	GOOG			03/04/2008		4		460.8125	1,843.25	612.9900	2,451.96	608.71	0.79		GOOGLE INC CL A
	HSFT			09/22/2010		19		21.2995	404.69	26.6000	505.40	100.71	0.16		***HISOFT TECHNOLOGY INTL LTD SPONSORED ADR
				09/29/2010		18		25.2828	455.09	26.6000	478.80	23.71	0.15		
	HTWR			06/23/2010		14		69.9264	978.97	68.3400	956.76	-22.21	0.31		HEARTWARE INTERNATIONAL INC COM
				06/24/2010		5		73.3960	366.98	68.3400	341.70	-25.28	0.11		
	IBN			05/26/2009		60		29.1038	1,746.23	52.5800	3,154.80	1,408.57	1.02		***ICICI BANK LTD SPONSORED ADR
	K000360			07/02/2010		530		1.8602	985.91	2.6885	1,424.92	439.01	0.46		***JOHN KEELLS SI 10 PAR
				07/13/2010		197		1.8671	367.82	2.6885	529.64	161.82	0.17		
	KEYW			10/18/2010		100		12.2067	1,220.67	12.7000	1,270.00	49.33	0.41		KEYW HOLDING CORP
	LPSN			05/20/2003		191		1.4208	271.37	9.2600	1,768.66	1,497.28	0.57		LIVEPERSON INC
	LRN			09/24/2010		104		29.6945	3,088.23	27.9100	2,902.64	-185.59	0.93		K12 INC
	LULU			06/14/2010		63		43.5848	2,745.84	44.3200	2,792.16	46.32	0.90		LULULEMON ATHLETICA INC

Account Open Position Detail - Oct 29, 2010

Account: 00891 689 FOUNDATION C/O CATHERINE GIRARDI

Long	Symbol	Trade Date	B	Quantity	Avg Price	Cost	Last Price	Value	Profit	Target Ratio	Tax Term	Description
	MERU	06/04/2010		47	15.1570	712.38	15.1600	712.52	0.14	0.23		MERU NETWORKS INC
	NFLX	10/28/2010		9	182.1644	1,639.48	173.5000	1,561.50	-77.98	0.50		NETFLIX COM INC
		10/28/2010		5	178.4380	892.19	173.5000	867.50	-24.69	0.28		
	NTCT	09/22/2010		75	19.9432	1,495.74	23.4700	1,760.25	264.51	0.57		NETSCOUT SYS INC
	NTSP	10/19/2010		162	12.3381	1,998.77	13.7200	2,222.64	223.86	0.72		NETSPEND HOLDINGS INC
	NXTM	08/02/2010		90	16.7088	1,503.79	20.1600	1,814.40	310.61	0.58		NXSTAGE MEDICAL INC
	PODD	11/02/2009		177	11.9858	2,121.49	15.9500	2,823.15	701.67	0.91		INSULET CORPORATION
	RLOC	05/20/2010		44	13.7141	603.42	17.0900	751.96	148.54	0.24		REACHLOCAL INC
	XRS	10/20/2010		82	14.9370	1,224.83	17.8000	1,459.60	234.77	0.47		***TAL EDUCATION GROUP ADR
		10/21/2010		26	15.1538	394.00	17.8000	462.80	68.80	0.15		
	YXOXF	12/03/2009		93	7.2181	671.28	10.9661	1,019.85	348.57	0.33		***YOOX SPA
Long Position Total:								68,194.53	17,455.77			

Total: 68,194.53 17,455.77

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