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

Department of the Treasury  
Internal Revenue Service**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 **DEC 1, 2008**, and ending **NOV 30, 2009**

G Check all that apply		<input type="checkbox"/> Initial return	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
Use the IRS label. Otherwise, print or type. See Specific Instructions.		Name of foundation <b>GEORGE P. KENDALL JR &amp; MARY ANN KENDALL CHARITABLE FOUNDATION, LTD.</b>			A Employer identification number <b>36-3432892</b>	
		Number and street (or P O box number if mail is not delivered to street address) <b>1105 NORMANDY LANE</b>			B Telephone number <b>(847) 729-8292</b>	
		City or town, state, and ZIP code <b>GLENVIEW, IL 60025</b>			C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
H Check type of organization		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____				
► \$ <b>274,705.</b> (Part I, column (d) must be on cash basis.)						
<b>Part I</b> Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
1 Contributions, gifts, grants, etc., received		<b>500.</b>				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments						
3 Dividends and interest from securities		<b>12,695.</b>	<b>12,695.</b>	<b>12,695.</b>	<b>Statement 1</b>	
5a Gross rents						
b Net rental income or (loss)						
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a		<b>52,432.</b>	<b>6,047.</b>			
7 Capital gain net income (from Part IV, line 2)			<b>6,047.</b>	<b>0.</b>		
8 Net short-term capital gain						
9 Income modifications Gross sales less returns and allowances						
10a Less Cost of goods sold						
b Gross profit or (loss)						
11 Other income		<b>&lt;400. &gt;</b>	<b>&lt;400. &gt;</b>	<b>&lt;400.</b>	<b>Statement 2</b>	
12 Total. Add lines 1 through 11		<b>18,842.</b>	<b>18,342.</b>	<b>12,295.</b>		
13 Compensation of officers, directors, trustees, etc		<b>0.</b>	<b>0.</b>	<b>0.</b>	<b>0.</b>	
14 Other employee salaries and wages						
15 Pension plans, employee benefits						
16a Legal fees		Stmt 3	<b>1,175.</b>	<b>0.</b>	<b>0.</b>	
b Accounting fees		Stmt 3				
c Other professional fees		Stmt 3				
17 Interest		Stmt 4	<b>108.</b>	<b>0.</b>	<b>0.</b>	
18 Taxes		Stmt 4	<b>108.</b>	<b>0.</b>	<b>0.</b>	
19 Depreciation and depletion						
20 Occupancy						
21 Travel, conferences, and meetings						
22 Printing and publications						
23 Other expenses		Stmt 5	<b>1,150.</b>	<b>0.</b>	<b>0.</b>	
24 Total operating and administrative expenses. Add lines 16 through 23		<b>2,433.</b>	<b>0.</b>	<b>0.</b>	<b>0.</b>	
25 Contributions, gifts, grants paid		<b>13,100.</b>			<b>13,100.</b>	
26 Total expenses and disbursements. Add lines 24 and 25		<b>15,533.</b>	<b>0.</b>	<b>0.</b>	<b>13,100.</b>	
27 Subtract line 26 from line 12		<b>3,309.</b>				
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)			<b>18,342.</b>			
c Adjusted net income (if negative, enter -0-)				<b>12,295.</b>		

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		9,985.	21,747.	21,747.
	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				
	7 Other notes and loans receivable ►				
	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				
	b Investments - corporate stock Stmt 6	133,942.	86,009.	74,073.	
	c Investments - corporate bonds Stmt 7	136,000.	175,480.	178,885.	
	11 Investments - land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)	279,927.	283,236.	274,705.	
	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				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)	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 checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	224,279.	224,279.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	55,648.	58,957.		
	30 Total net assets or fund balances	279,927.	283,236.		
	31 Total liabilities and net assets/fund balances	279,927.	283,236.		

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)	1 279,927.
2 Enter amount from Part I, line 27a	2 3,309.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 283,236.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 283,236.

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**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)
<b>1a</b> 850 SHS PLUM CREEK TIMBER CO INC			P	12/19/01	02/27/09
<b>b</b> 600 SHS CONOCOPHILLIPS			P	04/23/04	11/03/09
<b>c</b> Capital Gains Dividends					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 22,556.		24,570.	<2,014.>		
<b>b</b> 29,935.		21,815.	8,120.		
<b>c</b> <59.>			<59.>		
<b>d</b>					
<b>e</b>					
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) 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			
<b>a</b>			<2,014.>		
<b>b</b>			8,120.		
<b>c</b>			<59.>		
<b>d</b>					
<b>e</b>					
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	6,047.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8				3	0.

**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 )

N/A

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 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			
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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

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**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 ► <input checked="" type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)	<div style="display: flex; align-items: center; justify-content: space-between;"> <span>1</span> <span>N/A</span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>2</span> <span> </span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>3</span> <span> </span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>4</span> <span> </span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>5</span> <span>0.</span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>6a</span> <span> </span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>6b</span> <span> </span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>6c</span> <span> </span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>6d</span> <span> </span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>7</span> <span>0.</span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>8</span> <span> </span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>9</span> <span>0.</span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>10</span> <span> </span> </div> <div style="display: flex; align-items: center; justify-content: space-between;"> <span>11</span> <span> </span> </div>
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-)	
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	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	
6	Credits/Payments	
6a	a 2008 estimated tax payments and 2007 overpayment credited to 2008	
6b	b Exempt foreign organizations - tax withheld at source	
6c	c Tax paid with application for extension of time to file (Form 8868)	
6d	d Backup withholding erroneously withheld	
7	Total credits and payments Add lines 6a through 6d	
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	
11	Enter the amount of line 10 to be <b>Credited to 2009 estimated tax</b> ► <span style="border: 1px solid black; padding: 2px;">Refunded</span> ► <span style="border: 1px solid black; padding: 2px;">11</span>	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?  
*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.*

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

1e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

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.*

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
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?  
*If "Yes," attach the statement required by General Instruction T.*

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?  
*If "Yes," complete Part II, col. (c), and Part XV.*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL

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? If "No," attach explanation

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)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)

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?

13  X

Website address ► N/A

14 The books are in care of ► GEORGE P. KENDALL, JR. Telephone no ► (847) 729-8292

Located at ► 1105 NORMANDY LANE, GLENVIEW, ILLINOIS ZIP+4 ► 60025

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

1a During the year did the foundation (either directly or indirectly)

Yes  No

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?

Yes  X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?

Yes  X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?

Yes  X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?

Yes  X 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  X No

(6) Agree to pay money or property to a government official? (Exception. Check "No"

Yes  X 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  X 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)?

N/A

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 2008?

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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ► Yes  X No

If "Yes," list the years ►

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions )

N/A

2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

Yes  X 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.)

N/A

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 2008?

4b  X

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**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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes  No

Yes  No

Yes  No

Yes  No

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)?

N/A

►

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?

N/A

Yes  No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes  No

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

If you answered "Yes" to 6b, also file Form 8870.

Yes  No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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 Statement 8		0.	0.	0.

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

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

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

►

0

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ► 0

**Part IX-A Summary of Direct Charitable Activities**

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

1	N/A	Expenses
2		
3		
4		

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	N/A	Amount
2		

All other program-related investments. See instructions

3		

Total. Add lines 1 through 3 ►

0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	0.
b Average of monthly cash balances	1b	
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	0.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	0.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,747.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	<21,747.>
6 Minimum investment return. Enter 5% of line 5	6	<1,087.>

**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	
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	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	
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	

**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	13,100.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	13,100.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,100.

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

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CHARITABLE FOUNDATION, LTD.

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2007				0.
a Enter amount for 2007 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003 ..	10,732.			
b From 2004 ..	10,632.			
c From 2005 ..	10,633.			
d From 2006 ..	12,000.			
e From 2007				
f Total of lines 3a through e	43,997.			
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ N/A				0.
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount	0.			0.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	43,997.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			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)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	10,732.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	33,265.			
10 Analysis of line 9				
a Excess from 2004	10,632.			
b Excess from 2005	10,633.			
c Excess from 2006	12,000.			
d Excess from 2007				
e Excess from 2008				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section					<input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)	
2	a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Prior 3 years				(e) Total
		(a) 2008	(b) 2007	(c) 2006	(d) 2005	
	<1,087.>	<499.>	0.	0.	<1,586.>	
b 85% of line 2a	<924.>	<424.>	0.	0.	<1,348.>	
c Qualifying distributions from Part XII, line 4 for each year listed	13,100.	13,000.	12,000.	10,889.	48,989.	
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.	
e Qualifying distributions made directly for active conduct of exempt activities	13,100.	13,000.	12,000.	10,889.	48,989.	
3	Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					0.	
(1) Value of all assets					0.	
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.	
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.	
c "Support" alternative test - enter					0.	
(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	13,162.	12,352.	11,053.	36,567.		

**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 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) )

None

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

None

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

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

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

GEORGE P. & MARY ANN KENDALL, JR.

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

#### **6. Any submission deadlines**

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

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**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)				
<i>a Paid during the year</i>				
See Statement 10				
<b>Total</b>			► 3a	<b>13,100.</b>
<i>b Approved for future payment</i>				
None				
<b>Total</b>			► 3b	<b>0.</b>

## 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
	(a) Business code	(b) Amount	(c) Exclu- sion 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					12,695.
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					<400. >
8 Gain or (loss) from sales of assets other than inventory					6,047.
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.	18,342.
13 Total. Add line 12, columns (b), (d), and (e)				13	18,342.
(See worksheet in line 13 instructions to verify calculations )					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)  
Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

**2008**

**Name of the organization**

GEORGE P. KENDALL JR & MARY ANN KENDALL  
CHARITABLE FOUNDATION, LTD.

**Employer identification number**

36-3432892

**Organization type** (check one):

**Filers of:** **Section:**

Form 990 or 990-EZ  501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF  501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$ \_\_\_\_\_

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

## Name of organization

GEORGE P. KENDALL JR & MARY ANN KENDALL  
CHARITABLE FOUNDATION, LTD.

Employer identification number

36-3432892

## Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GEORGE KENDALL IRA ACCOUNT  1105 NORMANDY LANE  GLENVIEW, IL 60025	\$ <i>✓</i>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ <i>✓</i>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ <i>✓</i>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ <i>✓</i>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ <i>✓</i>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
		\$ <i>✓</i>	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

GEORGE P. KENDALL JR &amp; MARY ANN KENDALL

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Form 990-PF      Dividends and Interest from Securities      Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS-SMITH BARNEY, AS OTHER INCOME	1,440.	0.	1,440.
DIVIDENDS-SMITH BARNEY, QUALIFIED DIVIDENDS	2,649.	0.	2,649.
INTEREST-SMITH BARNEY	6,882.	0.	6,882.
K-1 ALLIANCEBERNSTEIN HOLDING L.P.	15.	<59.>	74.
K-1 ENERGY TRANSFER PARTNERS, L.P.	21.	0.	21.
OTHER DIVIDENDS-SMITH BARNEY	1,615.	0.	1,615.
SCUDDER MONEY MARKET FUND	14.	0.	14.
Total to Fm 990-PF, Part I, ln 4	12,636.	<59.>	12,695.

Form 990-PF	Other Income	Statement	2
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
K-1 FROM ENERGY TRANSFER PARTNERS, L.P.	<306.>	<306.>	<306.>
K-1 FROM ALLIANCEBERNSTEIN HOLDING L.P.	<94.>	<94.>	<94.>
Total to Form 990-PF, Part I, line 11	<400.>	<400.>	<400.>

Form 990-PF	Accounting Fees	Statement	3	
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX RETURN PREPARATION	1,175.	0.	0.	0.
To Form 990-PF, Pg 1, ln 16b	1,175.	0.	0.	0.

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Form 990-PF

Taxes

Statement

4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES DIVIDENDS	108.	0.	0.	0.
To Form 990-PF, Pg 1, ln 18	108.	0.	0.	0.

Form 990-PF

Other Expenses

Statement

5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ILLINOIS CHARITY BUREAU SEC. OF STATE ANNUAL FEE	15.	0.	0.	0.
K-1 FROM ENERGY TRANSFER PARTNERS, L.P.	10.	0.	0.	0.
K-1 FROM ALLIANCEBERNSTEIN HOLDING L.P.-	917.	0.	0.	0.
K-1 FROM ALLIANCEBERNSTEIN HOLDING L.P.-	175.	0.	0.	0.
K-1 FROM ALLIANCEBERNSTEIN HOLDING L.P.-	33.	0.	0.	0.
To Form 990-PF, Pg 1, ln 23	1,150.	0.	0.	0.

Form 990-PF

Corporate Stock

Statement

6

Description	Book Value	Fair Market Value
CH ENERGY GROUP INC - 350 SHS	14,968.	14,133.
NICOR, INC. - 700 SHS	28,203.	27,412.
PLUM CREEK TIMBER CO INC - 850 SHS	0.	0.
CONOCOPHILLIPS - 300 SHS	0.	0.
ALLIANCEBERNSTEIN HLDG L P UNIT LTD PARTNERSHIP INTERESTS - 280 SHS	14,450.	7,084.
BAYTEX ENERGY GROUP INC - 500 SHS	14,678.	12,890.
ENERGY TRANSFER PARTNERS L.P.-290 SHS	13,710.	12,554.
Total to Form 990-PF, Part II, line 10b	86,009.	74,073.

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Form 990-PF

Corporate Bonds

Statement 7

Description	Book Value	Fair Market Value
EASTERN SAVINGS BANK, FSB - 4.75% 12/07/2010	6,000.	6,165.
WASHINGTON MUTUAL BANK -4.60% 12/5/2011	30,000.	31,052.
GOLDMAN SACHS BANK USA-4.75% 12/5/2012	30,000.	31,064.
CIT BANK-4.95% 1/12/2009	0.	0.
CAPITAL ONE BANK - 5.000%	50,000.	51,468.
MARSHALL & ILSLEY CORP MED TERM NOTES BOOK/ENTRY	19,480.	19,601.
AMERICAN EXPRESS CENTURION BK	20,000.	19,797.
AMERICAN EXPRESS BANK, FSB	20,000.	19,738.
Total to Form 990-PF, Part II, line 10c	175,480.	178,885.

Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 8

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
GEORGE P. KENDALL, JR. 1105 NORMANDY LANE GLENVIEW, IL 60025	PRESIDENT 0.00	0.	0.	0.
MARY ANN KENDALL 1105 NORMANDY LANE GLENVIEW, IL 60025	TREASURER 0.00	0.	0.	0.
ANN KENDALL 2417 PEACHTREE LANE NORTHBROOK, IL 60062	VICE PRESIDENT 0.00	0.	0.	0.
CHRISTOPHER Q. KENDALL 325 HARRIET WINONA, MN 55987	VICE PRESIDENT 0.00	0.	0.	0.
G. PRESTON KENDALL, III 1035 QUEENS LANE GLENVIEW, IL 60025	VICE PRESIDENT 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

GEORGE P. KENDALL JR & MARY ANN KENDALL

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Form 990-PF      Cash Deemed Charitable Explanation Statement      Statement 9  
                    Part X, Line 4

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This is the cash available for contribution at 11/30/09.

Form 990-PF

Grants and Contributions  
Paid During the Year

Statement 10

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
CHRIST THE KING JESUIT HIGH SCHOOL 5058 W. JACKSON BLVD, CHICAGO, IL 60644	N/A	501(C)(3)	4,250.
CRISTO REY JESUIT HIGH SCHOOL 1852 W. 22ND PL., CHICAGO, IL 60608	N/A FURTHER EXEMPT PURPOSE	501(C)(3)	1,850.
JOSEPH ACADEMY 1101 GREGORY ST., DES PLAINES, IL 60016	N/A FURTHER EXEMPT PURPOSE	501(C)(3)	1,000.
SAN MIGUEL SCHOOL OF MINNEAPOLIS 3800 PLEASANT AVE. SOUTH, MINNEAPOLIS, MN 55409-1297	N/A FURTHER EXEMPT PURPOSE	501(C)(3)	1,000.
SAN MIGUEL SCHOOL OF CHICAGO-GARY COMER CAMPUS 819 N LEAMINGTON AVE, CHICAGO, IL 60609	N/A FURTHER EXEMPT PURPOSE	501(C)(3)	1,000.
ST. VINCENT DE PAUL SETON FOOD 1010 W. WEBSTER AVE, CHICAGO, IL 60614	N/A FURTHER EXEMPT PURPOSE	501(C)(3)	500.
UNITED WAY OF GREATER WINONA 902 EAST SECOND ST.- SUITE 330, WINONA, MN 55987	N/A FURTHER EXEMPT PURPOSE	501(C)(3)	500.
WINONA AREA PUBLIC SCHOOLS 903 GILMORE, WINONA, MN 55987	N/A FURTHER EXEMPT PURPOSE	501(C)(3)	2,000.
ST. MARY'S UNIVERSITY <del>1 CAMINO SANTA MARIA, SAN ANTONIO, TX 78228</del> <i>GR</i> <del>700 Terrace Heights #21</del> <i>GR</i> <del>Winona, MN 55987</del>	N/A FURTHER EXEMPT PURPOSE	501(C)(3)	1,000.

GEORGE P. KENDALL JR & MARY ANN KENDALL

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Total to Form 990-PF, Part XV, line 3a

13,100.