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

2009

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

, and ending

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.

Name of foundation

NORFOLK CHARITABLE TRUST  
(FORMERLY KENDALL WHALING MUSEUM TRUST)

A Employer identification number

04-2294937

See Specific  
Instructions.

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

Room/suite

C/O FANEUIL HALL ASSOC. 176 FEDERAL ST.

B Telephone number

617-951-2555

City or town, state, and ZIP code

BOSTON, MA 02110

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)

J Accounting method

 Cash Accrual Other (specify) \_\_\_\_\_

► \$ 10,422,987. (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))

		(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	1,691.		N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	87.	87.		STATEMENT 1
4	Dividends and interest from securities	54,082.	54,082.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-2,707.			
b	Gross sales price for all assets on line 6a	110,000.			
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	53,153.	54,169.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages	64,360.	0.		64,360.
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3	6,250.	0.	6,250.
c	Other professional fees	STMT 4	17,204.	0.	17,204.
17	Interest				
18	Taxes	STMT 5	8,882.	0.	6,124.
19	Depreciation and depletion		10,197.	0.	
20	Occupancy		8,102.	0.	8,102.
21	Travel, conferences, and meetings		165.	0.	165.
22	Printing and publications				
23	Other expenses	STMT 6	34,102.	0.	34,102.
24	Total operating and administrative expenses. Add lines 13 through 23		149,262.	0.	136,307.
25	Contributions, gifts, grants paid		617,000.		617,000.
26	Total expenses and disbursements. Add lines 24 and 25		766,262.	0.	753,307.
27	Subtract line 26 from line 12		-713,109.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		54,169.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1 Cash - non-interest-bearing		99,869.	10,635.	10,635.
	2 Savings and temporary cash investments		10,311,134.	9,603,230.	9,603,230.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►		165.		
	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				
	c Investments - corporate bonds				
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►	274,636.			
	Less accumulated depreciation ►	105,549.	145,103.	169,087.	169,087.
	15 Other assets (describe ►	STATEMENT 7	625,986.	640,035.	640,035.
	16 Total assets (to be completed by all filers)		11,182,257.	10,422,987.	10,422,987.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
<b>Net Assets or Fund Balances</b>	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable		78,356.	34,825.	STATEMENT 8
	22 Other liabilities (describe ►				
	23 Total liabilities (add lines 17 through 22)		78,356.	34,825.	
	Foundations that follow SFAS 117, check here ►	<input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		11,103,901.	10,388,162.	
	25 Temporarily restricted				
	26 Permanently restricted				
<b>Net Assets or Fund Balances</b>	Foundations that do not follow SFAS 117, check here ►	<input type="checkbox"/>			
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances		11,103,901.	10,388,162.	
	31 Total liabilities and net assets/fund balances		11,182,257.	10,422,987.	

**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	11,103,901.
2 Enter amount from Part I, line 27a	2	-713,109.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	10,390,792.
5 Decreases not included in line 2 (itemize) ► <b>NET UNREALIZED LOSSES ON INVESTMENTS</b>	5	2,630.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,388,162.

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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> PUBLICLY TRADED SECURITIES			P	05/20/09	12/01/09
<b>b</b> COMPUTER EQUIPMENT			P	02/16/06	02/27/09
<b>c</b>					
<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)		
a 110,000.		112,436.	-2,436.		
b 309.		580.	-271.		
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) 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			
a					-2,436.
b					-271.
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		-2,707.
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		N/A

**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 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	164,486.	7,034,160.	.023384
2007	1,023,098.	1,323,113.	.773251
2006	363,693.	1,386,630.	.262286
2005	686,558.	905,090.	.758552
2004	410,883.	388,630.	1.057260

2 Total of line 1, column (d)

2 2.874733

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 .574947

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 9,818,539.

5 Multiply line 4 by line 3

5 5,645,140.

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

6 542.

7 Add lines 5 and 6

7 5,645,682.

8 Enter qualifying distributions from Part XII, line 4

8 753,307.

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 type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	1,083.		
b 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					
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-)					
3 Add lines 1 and 2					
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-					
6 Credits/Payments					
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,160.	7		
b Exempt foreign organizations - tax withheld at source					
c Tax paid with application for extension of time to file (Form 8868)					
d Backup withholding erroneously withheld					
7 Total credits and payments Add lines 6a through 6d					
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached					
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed					
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid					
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	1,200.	Refunded ►	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>	2	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ <u>0.</u>	3	X
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>	4a	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	4b	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	5	X
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>	6	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	X
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>	8b	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MA</u>	9	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	10	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)? 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? Website address ► N/A

13 X

14 The books are in care of ► RICHARD G. HOLLISTER Telephone no ► 617-951-2555  
Located at ► 176 FEDERAL STREET, BOSTON, MA ZIP+4 ► 02110

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)

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

Yes  No

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

Yes  No

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

Yes  No

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

Yes  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?

Yes  No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)

Yes  No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here ►

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

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))

Yes  No

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?

N/A

If "Yes," list the years ►

2b

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

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

3b

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

Yes  No

b If "Yes," did it have excess business holdings in 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.)

N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

3b

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?

4a

X

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

 Yes  No

(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)?

 Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

 Yes  No

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

N/A

► 

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 "Yes" to 6b, 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

 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.

(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
JOHN P. KENDALL 176 FEDERAL STREET BOSTON, MA 02110	TRUSTEE 2.00	0.	0.	0.
PHOEBE S. WINDER C/O K & L GATES, ONE LINCOLN ST. BOSTON, MA 02111	TRUSTEE 2.00	0.	0.	0.
ANDREW W. KENDALL 176 FEDERAL STREET BOSTON, MA 02110	TRUSTEE 2.00	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.

Expenses

1	N/A	
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.

Amount

1	N/A	
2		
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	9,915,141.
b	Average of monthly cash balances	1b	52,919.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	9,968,060.
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	9,968,060.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	149,521.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,818,539.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	490,927.

**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	490,927.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,083.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,083.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	489,844.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	489,844.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	489,844.

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	753,307.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	753,307.
b	Cash distribution test (attach the required schedule)	5	0.
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	753,307.
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		
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				<b>489,844.</b>
<b>2</b> Undistributed income, if any, as of the end of 2009			<b>0.</b>	
<b>a</b> Enter amount for 2008 only			<b>0.</b>	
<b>b</b> Total for prior years.			<b>0.</b>	
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004				
<b>b</b> From 2005	<b>456,639.</b>			
<b>c</b> From 2006	<b>295,476.</b>			
<b>d</b> From 2007	<b>959,100.</b>			
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e	<b>1,711,215.</b>			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ► \$ <b>753,307.</b>			<b>0.</b>	
<b>a</b> Applied to 2008, but not more than line 2a			<b>0.</b>	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		<b>0.</b>		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	<b>0.</b>			
<b>d</b> Applied to 2009 distributable amount				<b>489,844.</b>
<b>e</b> Remaining amount distributed out of corpus	<b>263,463.</b>			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	<b>0.</b>			<b>0.</b>
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		<b>0.</b>		
<b>c</b> 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		<b>0.</b>		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		<b>0.</b>		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see instr			<b>0.</b>	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				<b>0.</b>
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	<b>0.</b>			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	<b>0.</b>			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	<b>1,974,678.</b>			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005	<b>456,639.</b>			
<b>b</b> Excess from 2006	<b>295,476.</b>			
<b>c</b> Excess from 2007	<b>959,100.</b>			
<b>d</b> Excess from 2008				
<b>e</b> Excess from 2009	<b>263,463.</b>			



NORFOLK CHARITABLE TRUST  
(FORMERLY KENDALL WHALING MUSEUM TRUST)

Form 990-PF (2009)

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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 9				
<b>Total</b>			► 3a	<b>617,000.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	<b>0.</b>

923611 02-02-10

Form 990-PF (2009)

## 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					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		51,462.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	51,462.
(See worksheet in line 13 instructions to verify calculations )					

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

NORFOLK CHARITABLE TRUST  
(FORMERLY KENDALL WHALING MUSEUM TRUST)

Form 990-PF (2009)

04-2294937 Page 13

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

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
- (2) Other assets

**b Other transactions**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee

✓ 9/9/2010 TRUSTEE

Date \_\_\_\_\_

11

Sign Here

Sign Here		Preparer's signature ► <i>Michael J. Myers, CPA</i>	Date <b>9/7/10</b>	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code ► <b>DARMODY, MERLINO &amp; CO., LLP</b> <b>75 FEDERAL STREET</b> <b>BOSTON, MA 02110</b>	EIN ►			Phone no <b>617-426-7300</b>

**Form 990-PF (2009)**

923622  
02-02-10

FQRM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BOSTON PRIVATE BANK	85.
SHARON CREDIT UNION	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	87.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS FINANCIAL SERVICES	54,082.	0.	54,082.
TOTAL TO FM 990-PF, PART I, LN 4	54,082.	0.	54,082.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX PREPARATION	6,250.	0.	6,250.	
TO FORM 990-PF, PG 1, LN 16B	6,250.	0.	6,250.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS	17,204.	0.	17,204.	
TO FORM 990-PF, PG 1, LN 16C	17,204.	0.	17,204.	

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	5,874.	0.		5,874.
STATE OF MA - PC FILING FEE	250.	0.		250.
FEDERAL EXCISE TAX ON NET INVESTMENT INCOME	2,758.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,882.	0.		6,124.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURATORIAL MATERIALS	1,403.	0.		1,403.
PHOTOGRAPHIC SERVICES	171.	0.		171.
INSURANCE	10,093.	0.		10,093.
POSTAGE	643.	0.		643.
OFFICE EXPENSES	2,643.	0.		2,643.
MAINTENANCE AND SUPPLIES	19,149.	0.		19,149.
TO FORM 990-PF, PG 1, LN 23	34,102.	0.		34,102.

FORM 990-PF

OTHER ASSETS

STATEMENT

7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
BALLOONING COLLECTION	350,000.	350,000.	350,000.
GILKERSON COLLECTION	269,143.	287,958.	287,958.
PREPAID FEDERAL EXCISE TAX ON NET INVESTMENT INCOME	6,843.	2,077.	2,077.
TO FORM 990-PF, PART II, LINE 15	625,986.	640,035.	640,035.

FORM 990-PF

OTHER NOTES AND LOANS PAYABLE

STATEMENT 8

LENDER'S NAME	TERMS OF REPAYMENT		SECURITY PROVIDED BY BORROWER
WILLIAM GILKERSON	3 PAYMENTS		NONE
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
11/03/08	01/15/10	119,000.	.00%
PURPOSE OF LOAN			
WORKS OF MARITIME ART AND OTHER COLLECTION ITEMS			

## RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	34,825.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B		34,825.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLIANCE FOUNDATION FOR COMMUNITY HEALTH P.O.BOX 398037 CAMBRIDGE, MA 02139	NONE ENVIRONMENTAL AND ENERGY EFFICIENCY	PUBLIC CHARITY	100,000.
BENJAMIN FRANKLIN INSTITUTE OF TECHNOLOGY 41 BERKELEY STREET BOSTON, MA 02116	NONE EDUCATION HIGHER LEARNING	PUBLIC CHARITY	60,000.
BOSTON NATURAL AREAS NETWORK 62 SUMMER STREET BOSTON, MA 02110	NONE ENVIRONMENTAL LAND CONSERVATION	PUBLIC CHARITY	25,000.
CENTER FOR WHOLE COMMUNITIES INC 700 BRAGG HILL ROAD FAYSTON, VT 05673	NONE ENVIRONMENTAL CONSERVATION AND EDUCATION	PUBLIC CHARITY	5,000.
DEFENDERS OF WILDLIFE 1130 17TH STREET, NW WASHINGTON, DC 20036	NONE WILDLIFE CONSERVATION	PUBLIC CHARITY	25,000.
EAGLE EYE INSTITUTE 14 CHAPEL STREET SOMERVILLE, MA 02144	NONE ENVIRONMENTAL EDUCATION, YOUTH	PUBLIC CHARITY	10,000.
ECOLOGY ACTION CENTRE 2705 FERN LANE HALIFAX, NOVA SCOTIA, CANADA	NONE ENERGY CONSERVATION	PUBLIC CHARITY	130,000.
HERITAGE MUSEUM AND GARDEN 67 GROVE STREET SANDWICH, MA 02563	NONE HISTORICAL AND EDUCATIONAL	PUBLIC CHARITY	10,000.

NORFOLK CHARITABLE TRUST (FORMERLY KEN

04-2294937

MASS CLIMATE ACTION NETWORK P.O. BOX 51563 BOSTON, MA 02205	NONE ENERGY CONSERVATION	PUBLIC CHARITY	65,000.
NEW ENGLAND GRASSROOTS ENVIRONMENT FUND P.O. BOX 1057 MONTPELIER, VT 05601	NONE ENVIRONMENTAL LAND CONSERVATION	PUBLIC CHARITY	25,000.
OLD DARTMOUTH HISTORICAL SOCIETY 18 JOHNNY CAKE HILL NEW BEDFORD, MA 02740	NONE HISTORICAL EDUCATION AND PRESERVATION	PUBLIC CHARITY	72,000.
SALVATION ARMY 615 SLATERS LANE ALEXANDRIA, VA 22313	NONE EDUCATION	PUBLIC CHARITY	10,000.
TWO COUNTRIES ONE FOREST P.O. BOX 421 WARNER, NH 03278	NONE ENVIRONMENTAL LAND CONSERVATION	PUBLIC CHARITY	80,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>617,000.</u>

Depreciation and Amortization 990PF  
(Including Information on Listed Property)

2009

Attachment  
Sequence No 67

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return

NORFOLK CHARITABLE TRUST  
(FORMERLY KENDALL WHALING MUSEUM TRUST) FORM 990-PF PAGE 1

04-2294937

**Part I** Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	800,000.
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property. Enter the amount from line 29	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction. Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

**Part II** Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	10,197.

**Part III** MACRS Depreciation (Do not include listed property.) (See instructions.)

## Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	►	<input type="checkbox"/>

## Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

## Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

**Part IV** Summary (See instructions.)

21 Listed property. Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	10,197.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

## NORFOLK CHARITABLE TRUST

## (FORMERLY KENDALL WHALING MUSEUM TRUST)

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Form 4562 (2009)

## Part V

**Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

## Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

**24a** Do you have evidence to support the business/investment use claimed?  Yes  No **24b** If "Yes," is the evidence written?  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	----------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

**26** Property used more than 50% in a qualified business use:

	%							
	%							
	%							

**27** Property used 50% or less in a qualified business use:

	%			S/L -				
	%			S/L -				
	%			S/L -				

**28** Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

**29** Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

## Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)					
31 Total commuting miles driven during the year					
32 Total other personal (noncommuting) miles driven					
33 Total miles driven during the year. Add lines 30 through 32					
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes
35 Was the vehicle used primarily by a more than 5% owner or related person?	Yes	No	Yes	No	Yes
36 Is another vehicle available for personal use?	Yes	No	Yes	No	Yes

## Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?  Yes  No

38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners  Yes  No

39 Do you treat all use of vehicles by employees as personal use?  Yes  No

40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?  Yes  No

41 Do you meet the requirements concerning qualified automobile demonstration use?  Yes  No

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

## Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	---------------------------------	---------------------------	---------------------	--	-----------------------------------

**42** Amortization of costs that begins during your 2009 tax year:


**43** Amortization of costs that began before your 2009 tax year

43

**44** Total. Add amounts in column (f). See the instructions for where to report

44

THE KENDALL WHALING MUSEUM TRUST  
Change of Name  
January 1, 2010

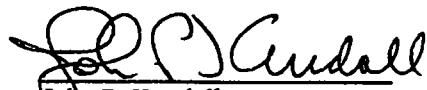
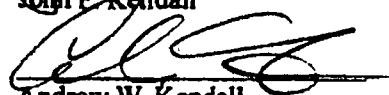
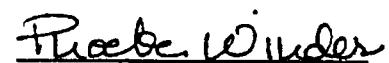
The undersigned, being trustees of The Kendall Whaling Museum Trust (the "Trust"), a Massachusetts charitable trust established by Declaration of Trust recorded Book 3869, page 1 dated December 29, 1960 and amended by a First Amendment dated June 6, 1977, and by a Second Amendment dated September 3, 1980, and further amended by a Third Amendment date October 11, 2001, acting pursuant to Article Seven of said Declaration of Trust, as amended, do hereby change the name of said trust from "Kendall Whaling Museum Trust" to "Norfolk Charitable Trust".

IN WITNESS WHEREOF, the undersigned has executed this instrument the date and year first above written.

RECEIVED AND RECORDED  
NORFOLK COUNTY  
REGISTRY OF DEEDS  
DEDHAM, MA

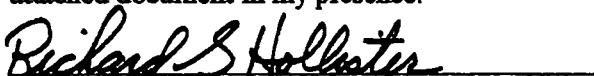
CERTIFY

William P. O'Donnell  
WILLIAM P. O'DONNELL, REGISTER

  
John P. Kendall  
  
Andrew W. Kendall  
  
Phoebe Winder

State of Massachusetts  
County of Suffolk

On this 18<sup>th</sup> day of Dec, 2009 before me, the undersigned notary public, personally appeared John P. Kendall, and is personally known by me, to be the person whose name is signed on the attached document in my presence.

  
Notary Public  
My commission expires 1/23/2015



State of Massachusetts  
County of Suffolk

On this 17<sup>th</sup> day of Dec, 2009 before me, the undersigned notary public, personally appeared Andrew W. Kendall, and is personally known by me, to be the person whose name is signed on the attached document in my presence.

  
Notary Public  
My commission expires 1/23/2015



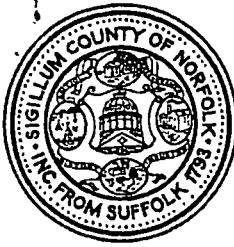
State of Massachusetts  
County of Suffolk

On this 22nd day of Dec, 2009 before me, the undersigned notary public, personally appeared Phoebe S. Winder, and is personally known by me, to be the person whose name is signed on the attached document in my presence. **NANCY T. SCOLA**  
**NOTARY PUBLIC**

My commission expires May 4, 2012

Nancy T. Scola  
notary public





**COUNTY OF NORFOLK  
COUNTY OF PRESIDENTS  
REGISTRY OF DEEDS**

FEB 23 2010

**NORFOLK REGISTRY DISTRICT OF THE LAND COURT**

**WILLIAM P. O'DONNELL**  
REGISTER OF DEEDS  
ASSISTANT RECORDER OF THE  
LAND COURT

Dear Friend of the Registry:

Enclosed please find documentation relating to your property recorded at the Norfolk County Registry of Deeds. Please keep this documentation as part of your records for personal reference. The original document has been microfilmed for safekeeping. For your protection, the microfilm is kept in a controlled environment at a highly secure storage facility in a location apart from the Registry. For further security and convenience, the original documentation has been digitally scanned and is contained in our computer system for instant retrieval.

If you have any questions or comments, please contact us or visit our website at [www.norfolkdeeds.org](http://www.norfolkdeeds.org). It is a pleasure to serve you as Register of Deeds for Norfolk County.

Respectfully,

William P. O'Donnell  
Register of Deeds

Enclosure

THE NORFOLK CHARITABLE TRUST

FOURTH AMENDMENT

JANUARY 1, 2010

RECEIVED AND RECORDED  
NORFOLK COUNTY  
REGISTRY OF DEEDS  
DEDHAM, MA

CERTIFY

*William P. O'Donnell*  
WILLIAM P. O'DONNELL, REGISTER

The undersigned being Trustees of the Norfolk Charitable Trust (the "Trust"), a Massachusetts charitable trust established by Declaration of Trust under the name "Kendall Whaling Museum Trust", the name of which was changed to "Norfolk Charitable Trust" as of January 1, 2010, recorded Book 3869, page 1 dated December 29, 1960 and amended by a First Amendment dated June 6, 1977, and by a Second Amendment dated September 3, 1980, and further amended by a Third Amendment date October 11, 2001, acting pursuant to Article Seventh of said Declaration of Trust as amended, do hereby amend said Trust Agreement by striking out paragraphs 1 through 11 thereof and by substituting therefore the following new articles (intending hereby to restate the terms and provisions of said Trust Agreement in their entirety, so that reference to the original Trust Agreement and the prior amendment thereto shall no longer be necessary):

**First: Name and Purpose.** This trust shall be called "The Norfolk Charitable Trust." As set forth more specifically below, the purposes of this trust shall be exclusively charitable.

**Second: Contributions.** The trustees may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of this Declaration of Trust; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article Third of this Declaration of Trust, or as shall in the opinion of the trustees, jeopardize the federal income tax exemption of this trust pursuant to section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.□ □

**Third: Distributions**

**A. Distributions for charitable purposes.** The principal and income of all property received and accepted by the trustees to be administered under this Declaration of Trust shall be held in trust by them, and the trustees may make payments or distributions from income or principal, or both, to or for the use of such charitable organizations, within the meaning of that term as defined in paragraph C, in such amounts and for such charitable purposes of the trust as the trustees shall from time to time select and determine; and the trustees may make payments or distributions from income or principal, or both, directly for such charitable purposes, within the meaning of that term as defined in paragraph D, in such amounts as the trustees shall from time to time select and determine without making use of any other charitable organization. The trustees may also make payments or distributions of all or any part of the income or principal to

states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia but only for charitable purposes within the meaning of that term as defined in paragraph D. Income or principal derived from contributions by corporations shall be distributed by the trustees for use solely within the United States or its possessions. No part of the net earnings of this trust shall inure or be payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of this trust shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. No part of the activities of this trust shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. □ □

**B. Termination.** The trust shall continue forever unless the trustees terminate it and distribute all of the principal and income, which action may be taken by the trustees in their discretion at any time. On such termination, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The donor authorizes and empowers the trustees to form and organize a nonprofit corporation limited to the uses and purposes provided for in this Declaration of Trust, such corporation to be organized under the laws of any state or under the laws of the United States as may be determined by the trustees; such corporation when organized to have power to administer and control the affairs and property and to carry out the uses, objects, and purposes of this trust. Upon the creation and organization of such corporation, the trustees are authorized and empowered to convey, transfer, and deliver to such corporation all the property and assets to which this trust may be or become entitled. The charter, bylaws, and other provisions for the organization and management of such corporation and its affairs and property shall be such as the trustees shall determine, consistent with the provisions of this paragraph. □ □

**C. Charitable Organizations.** In this Declaration of Trust and in any amendments to it, references to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which do not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the organization described in this paragraph C shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. □ □

**D. Charitable Purposes.** In this Declaration of Trust and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, but only such purposes as also constitute public charitable purposes under the law of trusts of the State of Massachusetts.

**Fourth: Amendment.** This Declaration of Trust may be amended at any time or times by written instrument or instruments signed and sealed by the trustees, and acknowledged by any of the trustees, provided that no amendment shall authorize the trustees to conduct the affairs of this trust in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. An amendment of the provisions of this Article Fourth (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the trustees' amending power. All instruments amending this Declaration of Trust shall be signed and acknowledged and recorded in the Registry of Deeds for the County of Norfolk in the State of Massachusetts.□ □

**Fifth: Trustee Provisions.** Any trustee under this Declaration of Trust may, by written instrument, signed and acknowledged, resign his office. The number of trustees shall be at all times not less than two, and whenever for any reason the number is reduced to one, there shall be, and at any other time there may be, appointed one or more additional trustees. Appointments shall be made by the trustee or trustees for the time in office by written instruments signed and acknowledged. Any succeeding or additional trustee shall, upon his or her acceptance of the office by written instrument signed and acknowledged, have the same powers, rights and duties, and the same title to the trust estate jointly with the surviving or remaining trustee or trustees as if originally appointed. None of the trustees shall be required to furnish any bond or surety. None of them shall be responsible or liable for the acts or omissions of any other of the trustees or of any predecessor or of a custodian, agent, depositary or counsel selected with reasonable care. The one or more trustees, whether original or successor, for the time being in office, shall have full authority to act even though one or more vacancies may exist. A trustee may, by appropriate written instrument, delegate all or any part of his or her powers to another or others of the trustees for such periods and subject to such conditions as such delegating trustee may determine. The trustees serving under this Declaration of Trust are authorized to pay to themselves amounts for reasonable expenses incurred and reasonable compensation for services rendered in the administration of this trust, but in no event shall any trustee who has made a contribution to this trust ever receive any compensation thereafter.

**Sixth: Trustee Powers.** In extension and not in limitation of the common law and statutory powers of trustees and other powers granted in this Declaration of Trust, the trustees shall have the following discretionary powers.

a) To invest and reinvest the principal and income of the trust in such property, real, personal, or mixed, and in such manner as they shall deem proper, and from time to time to change investments as they shall deem advisable; to invest in or retain any stocks, shares, bonds, notes, obligations, or personal or real property (including without limitation any interests in or obligations of any corporation, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper and although

all of the trust funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any trustee or to anyone else, corporate or otherwise, who has at any time made a contribution to this trust, nor to anyone except on the basis of an adequate interest charge and with adequate security.

- b) To sell, lease, or exchange any personal, mixed, or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the trust property, as they consider advisable, whether or not such leases or contracts may extend beyond the duration of the trust.
- c) To borrow money for such periods, at such rates of interest, and upon such terms as the trustees consider advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by this trust.
- d) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.
- e) To vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depositary, voting trustees, or otherwise, and in this connection to delegate authority to such committee, depositary, or trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.
- f) To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to hold trust property without indication of fiduciary capacity but only in the name of a registered nominee, provided the trust property is at all times identified as such on the books of the trust; to keep any or all of the trust property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services in addition to the compensation of the trustees.□ □

**Seventh: Fiduciary Capacity.** The trustees' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this trust as specified in Article Third and not otherwise.

**Eighth: Private Foundation Provisions.** Any other provisions of this instrument notwithstanding, the trustees shall distribute the income of the trust for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

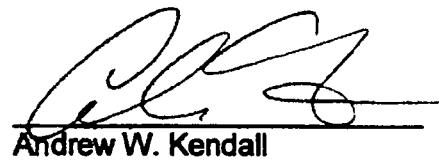
Any other provisions of this instrument notwithstanding, the trustees will not engage in any act of self-dealing, as defined in section 4941(d) of the Code; nor retain any excess business holdings, as defined in section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under section 4944 of the Code; nor make any taxable expenditures, as defined in section 4945(d) of the Code.

**Ninth: Successor Trustees.** In this Declaration of Trust and in any amendment to it, references to "trustees" mean the one or more trustees, whether original or successor, for the time being in office.

**Tenth: Miscellaneous.** Any person may rely on a copy, certified by a notary public, of the executed original of this Declaration of Trust held by the trustees, and of any of the notations on it and writings attached to it, as fully as he might rely on the original documents themselves. Any such person may rely fully on any statements of fact certified by anyone who appears from such original documents or from such certified copy to be a trustee under this Declaration of Trust. No one dealing with the trustees need inquire concerning the validity of anything the trustees purport to do. No one dealing with the trustees need see to the application of anything paid or transferred to or upon the order of the trustees of the trust.

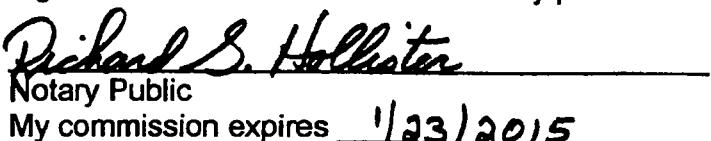
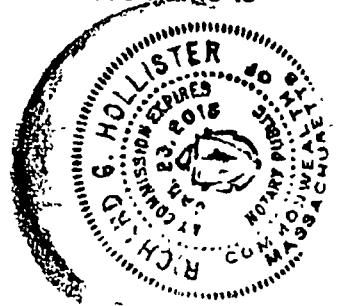
**Eleventh: Governing Law.** This Declaration of Trust is to be governed in all respects by the laws of the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals as of the date first above written.

  
John P. Kendall  
Andrew W. Kendall  
Phoebe S. Winder

State of Massachusetts  
County of Suffolk

On this 10<sup>th</sup> day of Dec, 2009 before me, the undersigned notary public, personally appeared John P. Kendall, and is personally known by me, to be the person whose name is signed on the attached document in my presence.

  
Notary Public  
My commission expires 1/23/2015

State of Massachusetts  
County of Suffolk

On this 17<sup>th</sup> day of Dec, 2009 before me, the undersigned notary public, personally appeared Andrew W. Kendall, and is personally known by me, to be the person whose name is signed on the attached document in my presence.

Richard S Hollister

Notary Public

My commission expires 1/23/2015



State of Massachusetts  
County of Suffolk

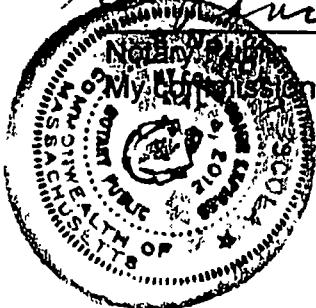
On this 22<sup>nd</sup> day of Dec, 2009 before me, the undersigned notary public, personally appeared Phoebe S. Winder, and is personally known by me, to be the person whose name is signed on the attached document in my presence.

Nancy T. Scola

Notary Public

My commission expires

NANCY T. SCOLA  
NOTARY PUBLIC  
My commission expires May 4, 2012





**COUNTY OF NORFOLK  
COUNTY OF PRESIDENTS  
REGISTRY OF DEEDS**

**NORFOLK REGISTRY DISTRICT OF THE LAND COURT**

**WILLIAM P. O'DONNELL**  
REGISTER OF DEEDS  
ASSISTANT RECORDER OF THE  
LAND COURT

**FEB 18 2010**

Dear Friend of the Registry:

Enclosed please find documentation relating to your property recorded at the Norfolk County Registry of Deeds. Please keep this documentation as part of your records for personal reference. The original document has been microfilmed for safekeeping. For your protection, the microfilm is kept in a controlled environment at a highly secure storage facility in a location apart from the Registry. For further security and convenience, the original documentation has been digitally scanned and is contained in our computer system for instant retrieval.

If you have any questions or comments, please contact us or visit our website at [www.norfolkdeeds.org](http://www.norfolkdeeds.org). It is a pleasure to serve you as Register of Deeds for Norfolk County.

Respectfully,

William P. O'Donnell  
Register of Deeds

Enclosure

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

<b>Part II: Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).		
<b>Type or print</b> <small>File by the extended due date for filing the return. See instructions</small>	Name of Exempt Organization <b>NORFOLK CHARITABLE TRUST (FORMERLY KENDALL WHALING MUSEUM TRUST)</b>	<b>Employer identification number</b> <b>04-2294937</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>C/O FANEUIL HALL ASSOC. 176 FEDERAL ST.</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BOSTON, MA 02110</b>	

**Check type of return to be filed** (File a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**RICHARD G. HOLLISTER**

- The books are in the care of ► **176 FEDERAL STREET – BOSTON, MA 02110**  
Telephone No. ► **617-951-2555** FAX No. ► \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ►  . If it is for part of the group, check this box ►  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**.
- 5 For calendar year **2009**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- 6 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- 7 State in detail why you need the extension

**THE ORGANIZATION'S BOOKS AND RECORDS ARE INCOMPLETE AT THIS TIME.**

**THEREFORE ADDITIONAL TIME IS BEING REQUESTED TO FILE THE RETURN.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	<b>\$ 1,083.</b>
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	<b>\$ 3,160.</b>
c	<b>Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	<b>\$ 0.</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ► CPA

Date ►