

13 March 2020

Department of the Treasury  
Internal Revenue Service Center  
Ogden, Utah 84201-0027

**VIA UNITED STATES CERTIFIED MAIL—RETURN RECEIPT REQUESTED**  
**Certified Mail Receipt Number 7018 1130 0000 1217 0680**

*Re: The Ruth and Hal Launders Charitable Trust*  
*FEIN: 02-0703907*  
*2018 990PF*

Dear Sirs:

I am the CEO and Executive Director of The Ruth and Hal Launders Charitable Trust ("the Trust"). IRS has determined the Trust to be a tax-exempt organization classified as a private foundation.

On behalf of the Trust, I enclose the 2018 IRS Form 990-PF for the tax year ending on 30 April 2019 together with its various attachments. I have signed and dated page 13. of the return in my capacity as the chief executive officer of the taxpayer and with the authority and consent of its trustees. Please note that the original filing date of 15 September 2019 was extended to 15 March 2020.

The enclosed 990-PF return shows there is an overpayment of the excise tax due. The taxpayer requests a refund in the sum of \$4,783. If you have any questions, please let me know.

Very truly yours,



**JEFFREY J. FAIRFIELD**  
**Executive Director**  
**The Ruth and Hal Launders Charitable Trust**

JJF:ejm  
Enclosure  
cc: Office of the Attorney General of Virginia

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**Our Mission Statement:**

*To act as a catalyst to advance the development, self-sufficiency and sustainability  
among vulnerable populations and their support systems.*

13 March 2020

Hon. Mark R. Herring  
Attorney General of Virginia  
900 East Main Street  
Richmond, Virginia 23219

**VIA UNITED STATES CERTIFIED MAIL—RETURN RECEIPT REQUESTED**  
**Certified Mail Receipt Number 7018 1130 0000 1217 0697**

*Re: The Ruth and Hal Launders Charitable Trust  
2018 990-PF Tax Return*

Dear Mr. Attorney General:

I serve as the Executive Director and CEO of The Ruth and Hal Launders Charitable Trust ("the Trust"), a tax-exempt private foundation.

Pursuant to the requirements of the Internal Revenue Service and applicable law, I am forwarding you the enclosed copy of the 2018 Form 990-PF filed by the Trust for the tax year which ended on 30 April 2019. I am today filing this return with the Internal Revenue Service. Please advise me if you prefer that I file this return with you in an electronic format. I appreciate your cooperation. If you have any questions, please let me know.

Sincerely yours,



**JEFFREY J. FAIRFIELD**  
**Executive Director**  
**The Ruth and Hal Launders Charitable Trust**

JJF:ejm  
Enclosure

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*To act as a catalyst to advance the development, self-sufficiency and sustainability  
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OGDEN, UT 84201

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| Certified Mail Fee   | \$3.55  | 0190 |
| Extra Services & Fees (check box, add fee for each)          |         | 54   |
| <input type="checkbox"/> Return Receipt (hardcopy)           | \$0.00  |      |
| <input type="checkbox"/> Return Receipt (electronic)         | \$0.00  |      |
| <input type="checkbox"/> Certified Mail Restricted Delivery  | \$0.00  |      |
| <input type="checkbox"/> Adult Signature Required            | \$0.00  |      |
| <input type="checkbox"/> Adult Signature Restricted Delivery | \$0.00  |      |
| Postage  | \$9.60  |      |
| Total Postage and Fees                                       | \$16.00 |      |

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PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

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RICHMOND, VA 23219

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| <input type="checkbox"/> Adult Signature Required            | \$0.00  |      |
| <input type="checkbox"/> Adult Signature Restricted Delivery | \$0.00  |      |
| Postage  | \$7.50  |      |
| Total Postage and Fees                                       | \$13.90 |      |

Sent To  
 Hon. Mark Herring, AG of VA  
 Street and Apt. No., City, State, ZIP+4®  
 900 EAST MAIN STREET  
 RICHMOND VA 23219

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions

| HERNDON<br>590 GROVE ST<br>HERNDON, VA 20170-9998<br>514212-0190<br>(800)275-8777<br>03/13/2020 12:53 PM  |     |            |         |
|---|-----|------------|---------|
| Product   | Qty | Unit Price | Price   |
| PM 3-Day (Domestic) (OGDEN, UT 84201) (Weight: 0 Lb 15.30 Oz) (Expected Delivery Day) (Monday 03/16/2020)   | 1   | \$9.60     | \$9.60  |
| Certified (USPS Certified Mail #) (70181130000012170697)  |     |            | \$3.55  |
| Return Receipt (USPS Return Receipt #) (9590940252549154323289)   |     |            | \$2.85  |
| PM 2-Day (Domestic) (RICHMOND, VA 23219) (Weight: 0 Lb 15.30 Oz) (Expected Delivery Day) (Monday 03/16/2020)  | 1   | \$7.50     | \$7.50  |
| Certified (USPS Certified Mail #) (70181130000012170697)  |     |            | \$3.55  |
| Return Receipt (USPS Return Receipt #) (9590940252549154323272)   |     |            | \$2.85  |
| Total:  |     |            | \$29.90 |
| Credit Card Remit'd (Card Name: MasterCard) (Account #:XXXXXXXXXX6554) (Approval #: 00697K) (Transaction #: 554) (AID: A0000000041010) (AL: MasterCard) |     |            |         |
|   |     |            | Chip)   |

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| Postage  | \$7.50                      |      |
| Total Postage and Fees   | \$13.90                     |      |
| Sent To  | Hon. Mark Herring, AG of VA |      |
| Street and Apt. No.  | 900 EAST MAIN STREET        |      |
| City, State, ZIP+4®  | RICHMOND VA 23219           |      |
| PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions |                             |      |

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| <input type="checkbox"/> Return Receipt (hardcopy)                         | \$1.00               |      |
| <input type="checkbox"/> Return Receipt (electronic)                       | \$0.00               |      |
| <input type="checkbox"/> Certified Mail Restricted Delivery                | \$0.00               |      |
| <input type="checkbox"/> Adult Signature Required                          | \$0.00               |      |
| <input type="checkbox"/> Adult Signature Restricted Delivery               | \$0.00               |      |
| Postage  | \$9.60               |      |
| Total Postage and Fees   | \$16.00              |      |
| Sent To  | DEPT OF THE TREASURY |      |
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| PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions |                      |      |

## SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:  
HON. MARK R. HERRING  
ATTORNEY GENERAL of VIRGINIA  
900 EAST MAIN STREET  
RICHMOND VA 23219

Re: The Ruth and Hal Launderers Charitable  
2018 990-PF Tax Return



9590 9402 5254 9154 3232 72

2. Article Number (Transfer from service label)

7018 1130 0000 1217 0697

PS Form 3811, July 2015 PSN 7530-02-000-9053

## COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

☐ Agent☐ Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? ☐ Yes  
If YES, enter delivery address below: ☐ No

MAR 17 2019

OFFICE OF THE ATTORNEY GENERAL  
ADMINISTRATION DIVISION

3. Service Type

- |  |   |
|--|---|
| <input type="checkbox"/> Adult Signature                         | <input type="checkbox"/> Priority Mail Express®                     |
| <input type="checkbox"/> Adult Signature Restricted Delivery     | <input type="checkbox"/> Registered Mail™                           |
| <input checked="" type="checkbox"/> Certified Mail®              | <input type="checkbox"/> Registered Mail Restricted Delivery        |
| <input type="checkbox"/> Certified Mail Restricted Delivery      | <input type="checkbox"/> Return Receipt for Merchandise             |
| <input type="checkbox"/> Collect on Delivery                     | <input type="checkbox"/> Signature Confirmation™                    |
| <input type="checkbox"/> Collect on Delivery Restricted Delivery | <input type="checkbox"/> Signature Confirmation Restricted Delivery |

Domestic Return Receipt



[FAQs >](#)

[Track Another Package +](#)

**USPS Return Receipt Never Received**

**Tracking Number:** 70181130000012170680

[Remove X](#)

Your item was delivered at 11:36 am on March 16, 2020 in OGDEN, UT 84201.

Note: USPS Return Receipt Never Returned

 **Delivered**

March 16, 2020 at 11:36 am  
Delivered  
OGDEN, UT 84201

Feedback

**Tracking History**



**March 16, 2020, 11:36 am**  
Delivered  
OGDEN, UT 84201  
Your item was delivered at 11:36 am on March 16, 2020 in OGDEN, UT 84201.

**March 15, 2020, 9:43 am**  
Arrived at USPS Destination Facility  
84198

**March 15, 2020, 8:26 am**  
Arrived at Hub  
SALT LAKE CITY, UT 84199

**March 13, 2020, 6:08 pm**  
Arrived at USPS Regional Origin Facility



## MERRIFIELD VA DISTRIBUTION CENTER

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**March 13, 2020, 1:56 pm**

Departed Post Office

HERNDON, VA 20170

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**March 13, 2020, 1:26 pm**

USPS in possession of item

HERNDON, VA 20170

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**March 13, 2020, 12:50 pm**

USPS in possession of item

HERNDON, VA 20170

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**Product Information**

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**See Less**

Feedback

## Can't find what you're looking for?

Go to our FAQs section to find answers to your tracking questions.

**FAQs**



Department of the Treasury  
Internal Revenue Service  
Ogden, UT 84201

293308.188978.140335.7402 1 AB 0.412 370



RUTH AND HAL LAUNDERS CHARITABLE TR  
% JEFFERY J FAIRFIELD  
PO BOX 546  
HERNDON VA 20172-0546

|                    |  |
|--------------------|--|
| Notice             | CP211A                                 |
| Tax period         | April 30, 2019                         |
| Notice date        | October 7, 2019                        |
| Employer ID number | 02-0703907                             |
| To contact us      | Phone 877-829-5500<br>FAX 877-792-2864 |

Page 1 of 1

293308

— Important information about your April 30, 2019 Form 990PF

## We approved your Form 8868, Application for Extension of Time To File an Exempt Organization Return

We approved the Form 8868 for your  
April 30, 2019 Form 990PF.  
Your new due date is March 15, 2020.

### What you need to do

File your April 30, 2019 Form 990PF by March 15, 2020. We encourage you to use electronic filing—the fastest and easiest way to file.

Visit [www.irs.gov/charities](http://www.irs.gov/charities) to learn about approved e-File providers, what types of returns can be filed electronically, and whether you are required to file electronically.

### Additional information

- Visit [www.irs.gov/cp211a](http://www.irs.gov/cp211a)
- For tax forms, instructions, and publications, visit [www.irs.gov/forms-pubs](http://www.irs.gov/forms-pubs) or call 800-TAX-FORM (800-829-3676).
- Keep this notice for your records.

If you need assistance, please don't hesitate to contact us.



**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No. 1545-0052

**2018**

Open to Public Inspection

For calendar year 2018 or tax year beginning **MAY 1, 2018**, and ending **APR 30, 2019**

|   |            |  |
|---|------------|--|
| Name of foundation<br><b>THE RUTH AND HAL LAUNDERS CHARITABLE TRUST</b>   |            | A Employer identification number<br><b>02-0703907</b>  |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>PO BOX 546</b>  | Room/suite | B Telephone number<br><b>703-437-9200</b>  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>HERNDON, VA 20172-0546</b>   |            | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply:<br><div style="display: flex; justify-content: space-between;"> <div> Initial return<br/> Final return<br/> Address change </div> <div> Initial return of a former public charity<br/> Amended return<br/> Name change </div> </div>        |            | D 1. Foreign organizations, check here <input type="checkbox"/><br><br>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<br><div style="display: flex; justify-content: space-between;"> Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation </div> |            | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16)<br><div style="display: flex; align-items: center;"> <span style="font-size: 1.2em;">\$</span> <span style="margin-left: 10px;"><b>48,941,639.</b></span> </div>                 |            | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |
| J Accounting method: Cash <input type="checkbox"/> Accrual <input type="checkbox"/><br><input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b><br><small>(Part I, column (d) must be on cash basis.)</small>                                       |            |  |

| Part I Analysis of Revenue and Expenses<br><small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small> |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue  | 1 Contributions, gifts, grants, etc., received   |                                    |                           | 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   | 4,167.                             | 4,167.                    |                         | STATEMENT 1   |
|  | 4 Dividends and interest from securities   | 404,064.                           | 404,064.                  |                         | STATEMENT 2   |
|  | 5a Gross rents   |                                    |                           |                         |   |
|  | b Net rental income or (loss)  |                                    |                           |                         |   |
|  | 6a Net gain or (loss) from sale of assets not on line 10                                       | 5,027,697.                         |                           |                         |   |
|  | b Gross sales price for all assets on line 6a  | 16,585,760.                        |                           |                         |   |
|  | 7 Capital gain net income (from Part IV, line 2)   |                                    | 5,027,697.                |                         |   |
|  | 8 Net short-term capital gain  |                                    |                           |                         |   |
|  | 9 Income modifications   |                                    |                           |                         |   |
|  | 10a Gross sales less returns and allowances  |                                    |                           |                         |   |
| Operating and Administrative Expenses  | b Less: Cost of goods sold   |                                    |                           |                         |   |
|  | c Gross profit or (loss)   |                                    |                           |                         |   |
|  | 11 Other income  | 285,595.                           | 285,595.                  |                         | STATEMENT 3   |
|  | 12 Total. Add lines 1 through 11   | 5,721,523.                         | 5,721,523.                |                         |   |
|  | 13 Compensation of officers, directors, trustees, etc.   | 180,000.                           | 90,000.                   |                         | 90,000.   |
|  | 14 Other employee salaries and wages   |                                    |                           |                         |   |
|  | 15 Pension plans, employee benefits  |                                    |                           |                         |   |
|  | 16a Legal fees   | 505,534.                           | 451,811.                  |                         | 53,724.   |
|  | b Accounting fees  | 4,905.                             | 2,453.                    |                         | 2,452.  |
|  | c Other professional fees  | 259,062.                           | 259,062.                  |                         | 0.  |
|  | 17 Interest  |                                    |                           |                         |   |
|  | 18 Taxes   | 637,985.                           | 597,570.                  |                         | 0.  |
|  | 19 Depreciation and depletion  |                                    |                           |                         |   |
|  | 20 Occupancy   |                                    |                           |                         |   |
|  | 21 Travel, conferences, and meetings   | 30,490.                            | 15,245.                   |                         | 15,245.   |
|  | 22 Printing and publications   |                                    |                           |                         |   |
|  | 23 Other expenses  | 244,603.                           | 218,731.                  |                         | 25,872.   |
|  | 24 Total operating and administrative expenses. Add lines 13 through 23                        | 1,862,579.                         | 1,634,872.                |                         | 187,293.  |
|  | 25 Contributions, gifts, grants paid   | 1,206,000.                         |                           |                         | 1,206,000.  |
|  | 26 Total expenses and disbursements. Add lines 24 and 25                                       | 3,068,579.                         | 1,634,872.                |                         | 1,393,293.  |
|  | 27 Subtract line 26 from line 12:  |                                    |                           |                         |   |
|  | a Excess of revenue over expenses and disbursements  | 2,652,944.                         |                           |                         |   |
|  | b Net investment income (if negative, enter -0-)   |                                    | 4,086,651.                |                         |   |
|  | c Adjusted net income (if negative, enter -0-)   |                                    |                           | N/A                     |   |



**THE RUTH AND HAL LAUNDERS CHARITABLE  
TRUST**

Form 990-PF (2018)

02-0703907

Page 2

| <b>Part II Balance Sheets</b>   |   | 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 |
| <b>Assets</b>   | 1 Cash - non-interest-bearing .....   | 122,124.   | 22,272.        | 22,272.               |
|   | 2 Savings and temporary cash investments .....  | 365,064.   | 593,082.       | 593,082.              |
|   | 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 11   | 7,456,806.   | 10,830,943.    | 11,390,947.           |
|   | c Investments - corporate bonds STMT 12   | 3,873,818.   | 5,120,092.     | 5,176,853.            |
|   | <b>Liabilities</b>  | 11 Investments - land, buildings, and equipment: basis ▶ 24,889,009.                             |                |                       |
| Less: accumulated depreciation ▶  |   | 29,175,477.  | 24,889,009.    | 24,800,000.           |
| 12 Investments - mortgage loans   |   |  |                |                       |
| 13 Investments - other STMT 13  |   | 5,638,584.   | 6,849,822.     | 6,948,852.            |
| 14 Land, buildings, and equipment: basis ▶  |   |  |                |                       |
| Less: accumulated depreciation ▶  |   |  |                |                       |
| 15 Other assets (describe ▶ <b>ACCRUED INCOME, TAX</b> )  |   | 9,158.   | 9,633.         | 9,633.                |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) ..... |   | 46,641,031.  | 48,314,853.    | 48,941,639.           |
| 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 .....  |  |                |                       |
|   | 22 Other liabilities (describe ▶) .....   |  |                |                       |
| 23 <b>Total liabilities</b> (add lines 17 through 22) .....   | 0.  | 0.   |                |                       |
| <b>Net Assets or Fund Balances</b>  | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31. |  |                |                       |
|   | 24 Unrestricted .....   | 46,641,031.  | 48,314,853.    |                       |
|   | 25 Temporarily restricted .....   |  |                |                       |
|   | 26 Permanently restricted .....   |  |                |                       |
|   | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.                          |  |                |                       |
|   | 27 Capital stock, trust principal, or current funds .....   |  |                |                       |
|   | 28 Paid-in or capital surplus, or land, bldg., and equipment fund .....   |  |                |                       |
|   | 29 Retained earnings, accumulated income, endowment, or other funds .....   |  |                |                       |
| 30 <b>Total net assets or fund balances</b> .....   | 46,641,031.   | 48,314,853.  |                |                       |
| 31 <b>Total liabilities and net assets/fund balances</b> .....  | 46,641,031.   | 48,314,853.  |                |                       |

**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 | 46,641,031. |
| 2 Enter amount from Part I, line 27a .....   | 2 | 2,652,944.  |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9   | 3 | 10,381.     |
| 4 Add lines 1, 2, and 3 .....  | 4 | 49,304,356. |
| 5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10  | 5 | 989,503.    |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .....  | 6 | 48,314,853. |

Form 990-PF (2018)

**THE RUTH AND HAL LAUNDERS CHARITABLE TRUST**

Form 990-PF (2018)

02-0703907 Page 3

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| <b>1a SALE OF 4.65 ACRES OF LAND</b>  | <b>D</b>   | <b>05/02/06</b>                      | <b>11/06/18</b>                  |
| <b>b PUBLICLY TRADED, MARKETABLE SECURITIES</b>   | <b>P</b>   |                                      |                                  |
| <b>c</b>  |  |                                      |                                  |
| <b>d</b>  |  |                                      |                                  |
| <b>e</b>  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>((e) plus (f) minus (g)) |
|-----------------------|--|---|--|
| <b>a 9,560,000.</b>   |  | <b>5,326,593.</b>                               | <b>4,233,407.</b>                              |
| <b>b 7,025,760.</b>   |  | <b>6,231,470.</b>                               | <b>794,290.</b>                                |
| <b>c</b>              |  |   |  |
| <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<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|--|--------------------------------------|---|---|
| (j) FMV as of 12/31/69   | (k) Adjusted basis<br>as of 12/31/69 | (l) Excess of col. (i)<br>over col. (j), if any |   |
| <b>a</b>   |                                      |   | <b>4,233,407.</b>   |
| <b>b</b>   |                                      |   | <b>794,290.</b>   |
| <b>c</b>   |                                      |   |   |
| <b>d</b>   |                                      |   |   |
| <b>e</b>   |                                      |   |   |

|  |          |                   |
|--|----------|-------------------|
| <b>2</b> Capital gain net income or (net capital loss)<br>{ If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }  | <b>2</b> | <b>5,027,697.</b> |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | <b>3</b> | <b>N/A</b>        |

**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 doesn't qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2017  | 956,764.                              | 12,332,669.                               | .077580  |
| 2016  | 788,567.                              | 14,451,919.                               | .054565  |
| 2015  | 885,353.                              | 19,204,415.                               | .046102  |
| 2014  | 1,104,710.                            | 22,135,736.                               | .049906  |
| 2013  | 1,208,834.                            | 21,020,374.                               | .057508  |

|   |          |                    |
|---|----------|--------------------|
| <b>2</b> Total of line 1, column (d)  | <b>2</b> | <b>.285661</b>     |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years | <b>3</b> | <b>.057132</b>     |
| <b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5   | <b>4</b> | <b>20,044,855.</b> |
| <b>5</b> Multiply line 4 by line 3  | <b>5</b> | <b>1,145,203.</b>  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)   | <b>6</b> | <b>40,867.</b>     |
| <b>7</b> Add lines 5 and 6  | <b>7</b> | <b>1,186,070.</b>  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4   | <b>8</b> | <b>1,393,293.</b>  |

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.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |         |         |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b   |    | 1       | 40,867. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).  |    |         |         |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)   |    | 2       | 0.      |
| 3 Add lines 1 and 2  |    | 3       | 40,867. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)   |    | 4       | 0.      |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-  |    | 5       | 40,867. |
| 6 Credits/Payments:  |    |         |         |
| a 2018 estimated tax payments and 2017 overpayment credited to 2018  | 6a | 40,200. |         |
| b Exempt foreign organizations - tax withheld at source  | 6b | 0.      |         |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c | 5,450.  |         |
| d Backup withholding erroneously withheld  | 6d | 0.      |         |
| 7 Total credits and payments. Add lines 6a through 6d  | 7  | 45,650. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  | 8  | 0.      |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed  | 9  |         |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | 10 | 4,783.  |         |
| 11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>  | 11 | 4,783.  |         |

**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?   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition<br>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. | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| c Did the foundation file Form 1120-POL for this year?  | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.  |                                     |                                     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.  |                                     |                                     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| 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 STATEMENT 18   | <input checked="" type="checkbox"/> |                                     |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| b If "Yes," has it filed a tax return on Form 990-T for this year? N/A  | <input type="checkbox"/>            |                                     |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?            | <input checked="" type="checkbox"/> |                                     |
| 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   | <input checked="" type="checkbox"/> |                                     |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions. VA  |                                     |                                     |
| 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   | <input checked="" type="checkbox"/> |                                     |
| 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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |

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

|   | Yes | No |
|---|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions <u>STATEMENT 15</u> <u>STMT 16</u>  | 11  | X  |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions  | 12  | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>RHLCT.ORG</u>   | 13  | X  |
| 14 The books are in care of <u>JEFFREY J. FAIRFIELD, EXECUTIVE DIR</u> Telephone no. <u>703-437-9200</u><br>Located at <u>459 HERNDON PARKWAY, SUITE 14, HERNDON, VA</u> ZIP+4 <u>20170-6222</u>  |     |    |
| 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 <u>15</u> <u>N/A</u>   |     |    |
| 16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u> | 16  | X  |

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

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

|   | Yes | No |
|---|-----|----|
| 1a During the year, did the foundation (either directly or indirectly):<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes No<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>   | 1b  | X  |
| 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 2018?   | 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)):<br>a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <u></u><br>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.) <u>N/A</u><br>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>   | 2b  |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes <input checked="" type="checkbox"/> No  |     |    |
| b If "Yes," did it have excess business holdings in 2018 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 2018.) <u>N/A</u>  | 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 2018?   | 4b  | X  |

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

|  |   | Yes       | No |
|--|---|-----------|----|
| <b>5a</b> During the year, did the foundation pay or incur any amount to:  |   |           |    |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  | Yes <input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> No                          |           |    |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?   | Yes <input checked="" type="checkbox"/> No                          |           |    |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| <b>b</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   | <b>5b</b> |    |
| Organizations relying on a current notice regarding disaster assistance, check here  | <input type="checkbox"/>  |           |    |
| <b>c</b> 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 <input type="checkbox"/> Yes <input type="checkbox"/> No        |           |    |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d).   |   |           |    |
| <b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| <b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  |   | <b>6b</b> | X  |
| If "Yes" to 6b, file Form 8870.  |   |           |    |
| <b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?   | Yes <input checked="" type="checkbox"/> No                          |           |    |
| <b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?   | N/A   | <b>7b</b> |    |
| <b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, and 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 17     |   | 180,000.                                  | 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 |
|--|----------------------------|------------------|
| JEFFREY J FAIRFIELD, PC - 459 HERNDON PARKWAY, SUITE 14, HERNDON, VA 20170       | LEGAL SERVICES             | 446,908.         |
| PENNONI ASSOCIATES, INC. - 1900 MARKET STREET, SUITE 300, PHILADELPHIA, PA 19103 | CIVIL ENGINEERING SERVICES | 231,476.         |
|  |                            |                  |
|  |                            |                  |
|  |                            |                  |
|  |                            |                  |

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  |        |
|  |        |
| 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.)

|          |   |           |             |
|----------|---|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |             |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 18,476,584. |
| <b>b</b> | Average of monthly cash balances STATEMENT 19   | <b>1b</b> | 1,521,409.  |
| <b>c</b> | Fair market value of all other assets   | <b>1c</b> | 352,114.    |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 20,350,107. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 20,350,107. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 305,252.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 20,044,855. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 1,002,243.  |

**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.)

|           |   |           |            |
|-----------|---|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 1,002,243. |
| <b>2a</b> | Tax on investment income for 2018 from Part VI, line 5  | <b>2a</b> | 40,867.    |
| <b>b</b>  | Income tax for 2018. (This does not include the tax from Part VI.)  | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 40,867.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 961,376.   |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | 0.         |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 961,376.   |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  | 0.         |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 961,376.   |

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

|          |   |           |            |
|----------|---|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 1,393,293. |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> | 0.         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:  |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4                 | <b>4</b>  | 1,393,293. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 40,867.    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 1,352,426. |

**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)<br>Corpus | (b)<br>Years prior to 2017 | (c)<br>2017 | (d)<br>2018     |
|---|---------------|----------------------------|-------------|-----------------|
| <b>1</b> Distributable amount for 2018 from Part XI, line 7   |               |                            |             | <b>961,376.</b> |
| <b>2</b> Undistributed income, if any, as of the end of 2018:   |               |                            |             |                 |
| <b>a</b> Enter amount for 2017 only   |               |                            | 0.          |                 |
| <b>b</b> Total for prior years:   |               | 0.                         |             |                 |
| <b>3</b> Excess distributions carryover, if any, to 2018:   |               |                            |             |                 |
| <b>a</b> From 2013  |               |                            |             |                 |
| <b>b</b> From 2014  |               |                            |             |                 |
| <b>c</b> From 2015  |               |                            |             |                 |
| <b>d</b> From 2016  |               |                            |             |                 |
| <b>e</b> From 2017  |               |                            |             | 58,684.         |
| <b>f</b> Total of lines 3a through e  | 58,684.       |                            |             |                 |
| <b>4</b> Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 1,393,293.   |               |                            |             |                 |
| <b>a</b> Applied to 2017, but not more than line 2a   |               |                            | 0.          |                 |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |                 |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |                 |
| <b>d</b> Applied to 2018 distributable amount   |               |                            |             | 961,376.        |
| <b>e</b> Remaining amount distributed out of corpus   | 431,917.      |                            |             |                 |
| <b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)  | 0.            |                            |             | 0.              |
| <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  | 490,601.      |                            |             |                 |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |                 |
| <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 |               | 0.                         |             |                 |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |                 |
| <b>e</b> Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |                 |
| <b>f</b> Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019  |               |                            |             | 0.              |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)       | 0.            |                            |             |                 |
| <b>8</b> Excess distributions carryover from 2013 not applied on line 5 or line 7   | 0.            |                            |             |                 |
| <b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a  | 490,601.      |                            |             |                 |
| <b>10</b> Analysis of line 9:   |               |                            |             |                 |
| <b>a</b> Excess from 2014   |               |                            |             |                 |
| <b>b</b> Excess from 2015   |               |                            |             |                 |
| <b>c</b> Excess from 2016   |               |                            |             |                 |
| <b>d</b> Excess from 2017   |               |                            |             | 58,684.         |
| <b>e</b> Excess from 2018   |               |                            |             | 431,917.        |

**THE RUTH AND HAL LAUNDERS CHARITABLE  
TRUST**

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

**N/A**

**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 2018, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

|  | Tax year | Prior 3 years |          |          | (e) Total |
|--|----------|---------------|----------|----------|-----------|
|  | (a) 2018 | (b) 2017      | (c) 2016 | (d) 2015 |           |
| <b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed                     |          |               |          |          |           |
| <b>b</b> 85% of line 2a  |          |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed   |          |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities   |          |               |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |          |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon:  |          |               |          |          |           |
| <b>a</b> "Assets" alternative test - enter:  |          |               |          |          |           |
| <b>(1)</b> Value of all assets   |          |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)   |          |               |          |          |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |          |               |          |          |           |
| <b>c</b> "Support" alternative test - enter:   |          |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |          |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |          |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization   |          |               |          |          |           |
| <b>(4)</b> Gross investment income   |          |               |          |          |           |

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

**NONE**

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

**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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

**c** Any submission deadlines:

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

**THE RUTH AND HAL LAUNDERS CHARITABLE  
TRUST**

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**Part XV** **Supplementary Information** (continued)

| <b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>                  |  |                                      |  |                   |
|--|--|--------------------------------------|--|-------------------|
| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution<br>**  | Amount            |
| <b>a Paid during the year</b>  |  |                                      |  |                   |
| OFFENDER AID AND RESTORATION OF<br>ARLINGTON<br>1400 N. UHLES STREET, SUITE 704<br>ARLINGTON, VA 22201 |  | PC                                   | FUNDS WILL SUPPORT THE<br>INTENSIVE REENTRY<br>PROGRAM TO HELP<br>INDIVIDUALS TO<br>SUCCESSFULLY                   | 7,500.            |
| ARLINGTON PEDIATRIC CENTER, INC.<br>1701 NORTH GEORGE MASON DR.<br>ARLINGTON, VA 22205                 |  | PC                                   | THIS GRANT WILL HELP<br>PROVIDE MEDICAL CARE<br>TO PATIENTS WHO ARE<br>UNINSURED CHILDREN.<br>THE CENTER PROVIDES  | 10,000.           |
| ARLINGTON THRIVE, INC.<br>P.O. BOX 7429<br>ARLINGTON, VA 22207   |  | PC                                   | THIS GRANT WILL BE<br>USED FOR GENERAL<br>OPERATING SUPPORT IN<br>FURTHERANCE OF THE<br>ORGANIZATIONS EXEMPT       | 10,000.           |
| THE FENWICK FOUNDATION<br>23 NORTH FENWICK STREET<br>ARLINGTON, VA 22201                               |  | PC                                   | THIS GRANT WILL BE<br>USED FOR GENERAL<br>OPERATIONS. OUR<br>PURPOSE IS TO PROVIDE<br>VULNERABLE OLDER             | 7,500.            |
| PHOENIX BIKES<br>4200 S. FOUR MILE RUN DRIVE<br>ARLINGTON, VA 22206                                    |  | PC                                   | THIS GRANT WILL BE<br>USED TO EDUCATE YOUTH:<br>THEY LEARN BASICS OF<br>BIKE REPAIR; PROMOTE<br>BICYCLING: PROVIDE | 7,500.            |
| <b>Total</b>   | <b>SEE CONTINUATION SHEET(S)</b>   |                                      |  | <b>1,206,000.</b> |
| <b>b Approved for future payment</b>   |  |                                      |  |                   |
| NONE   |  |                                      |  |                   |
|  |  |                                      |  |                   |
|  |  |                                      |  |                   |
|  |  |                                      |  |                   |
| <b>Total</b>   |  |                                      |  | <b>0.</b>         |

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## Enter gross amounts unless otherwise indicated.

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

|                      |   |
|----------------------|---|
| <b>Line No.</b><br>▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|----------------------|---|

[illegible]

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**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)(3) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   | Yes   | No |
|   |  |       |    |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|   |  |       |    |
|   | (1) Cash   | 1a(1) | X  |
|   | (2) Other assets   | 1a(2) | X  |
| b | Other transactions:  |       |    |
|   |  |       |    |
|   | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|   | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|   | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|   | (4) Reimbursement arrangements   | 1b(4) | X  |
|   | (5) Loans or loan guarantees   | 1b(5) | X  |
|   | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

▶ Jeffrey J. Fairfield

3-13-2020

**EXECUTIVE  
DIRECTOR**

May the IRS discuss this return with the preparer shown below? See instr.

☒ Yes ☐ No

Signature of officer or trustee

Date \_\_\_\_\_

Title

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check  
self- employed

PTIN

ELIZABETH HELLER

Preparer's signature  
Elizabeth Allen

3/10/2020

P00397829

Firm's name ► **RSM US LLP**

Firm's EIN ▶ 42-0714325

Firm's address ► 2021 L STREET, NW SUITE 400  
WASHINGTON, DC 20036

Phone no. (202) 293-2200

Form **990-PF** (2018)



(Rev. January 2019)

Department of the Treasury  
Internal Revenue Service**Application for Automatic Extension of Time To File an  
Exempt Organization Return**

► **File a separate application for each return.**  
 ► **Go to [www.irs.gov/Form8868](http://www.irs.gov/Form8868) for the latest information.**

OMB No. 1545-1709

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits](http://www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits).

**Automatic 6-Month Extension of Time.** Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

|                      |  |   |
|----------------------|--|---|
| <b>Type or print</b> | Enter filer's identifying number, see instructions   |   |
|                      | Name of exempt organization or other filer, see instructions.<br>THE RUTH AND HAL LAUNDERS CHARITABLE TRUST        | Employer identification number (EIN) or<br>02-0703907 |
|                      | Number, street, and room or suite no. If a P.O. box, see instructions.<br>P. O. BOX 546                            | Social security number (SSN)                          |
|                      | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br>HERNDON, VA 20172-0546 |   |

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

0 4

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

• The books are in the care of ► Jeffrey J. Fairfield, Executive Director

Telephone No. ► 703-437-9200 Fax No. ► 703-481-3765

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

- 1 I request an automatic 6-month extension of time until March 15, 20 20, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20    or
- ☒ tax year beginning May 1, 20 18, and ending April 30, 20 19.

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

|           |  |           |    |       |
|-----------|--|-----------|----|-------|
| <b>3a</b> | If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                    | <b>3a</b> | \$ | 45650 |
| <b>b</b>  | If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | <b>3b</b> | \$ | 40200 |
| <b>c</b>  | <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.       | <b>3c</b> | \$ | 5450  |

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat. No. 27916D

Form **8868** (Rev. 1-2019)

**THE RUTH AND HAL LAUNDERS CHARITABLE  
TRUST**

02-0703907

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)  | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution   | Amount            |
|---|--|--------------------------------------|---|-------------------|
| DOORWAYS FOR WOMEN AND FAMILIES<br>P.O. BOX 100185<br>ARLINGTON, VA 22210   |  | PC                                   | THIS GRANT IS TO<br>SUPPORT OUR GENERAL<br>OPERATIONS IN<br>FURTHERANCE OF OUR<br>MISSION TO CREATE                   | 10,000.           |
| BOCA HELPING HANDS, INC.<br>1500 N.W. 1ST COURT<br>BOCA RATON, FL 33432   |  | PC                                   | THE PURPOSE OF THIS<br>GRANT IS TO UNDERWRITE<br>THE CAPITAL EXPENSES<br>FOR ESTABLISHING A<br>TRAINING CENTER IN THE | 50,000.           |
| BRIGHTFOCUS FOUNDATION<br>22512 GATEWAY CENTER DR.<br>CLARKSBURG, MD 20871  |  | PC                                   | FUNDING WILL BE USED<br>TO SUPPORT THE STUDIES<br>OF FIRST-RATE<br>RESEARCHERS AND<br>EDUCATIONAL                     | 5,000.            |
| NORTHERN VIRGINIA THERAPEUTIC RIDING<br>PROGRAM, INC.<br>6429 CLIFTON RD.<br>CLIFTON, VA 20124                            |  | PC                                   | OUR PRIMARY SERVICE IS<br>SMALL-GROUP<br>THERAPEUTIC RIDING<br>LESSONS FOR PERSONS<br>WITH DISABILITIES. IN           | 17,500.           |
| EMILY CATHERINE FEDORKO FOUNDATION<br>P.O. BOX 72<br>COS COB, CT 06807  |  | PC                                   | THE GRANT WILL BE USED<br>TO HELP FUND A FREE<br>LIFE-VEST AND<br>FLOATATION CUSHION<br>GIVEAWAY TO YOUNG             | 15,000.           |
| COMMITTEE FOR DULLES COMMUNITY<br>OUTREACH<br>45969 NOKES BLVD, SUITE 100<br>DULLES, VA 20166                             |  | PC                                   | THIS GRANT HELPS THE<br>DULLES COMMUNITY AND<br>WILL BE USED TO<br>PROVIDE EDUCATION<br>SCHOLARSHIPS TO               | 7,500.            |
| MICHIGAN STATE UNIVERSITY<br>535 CHESTNUT ROAD, ROOM 200<br>EAST LANSING, MI 48824  |  | PC                                   | THE FUNDS WILL BE USED<br>FOR GENERAL<br>OPERATIONAL SUPPORT<br>FOR THE MSU WOMEN'S<br>GOLF TEAM INCLUDING            | 20,000.           |
| METROPOLITAN PGA JUNIOR GOLF<br>ASSOCIATION<br>49 KNOLLWOOD ROAD<br>ELMSFORD, NY 10523                                    |  | PC                                   | THE PURPOSE OF THE<br>GRANT SHALL BE TO<br>ASSIST IN THE<br>UNDERWRITING OF<br>EXPENSES FOR ENTRY                     | 10,000.           |
| COUNTY OF FAIRFAX, VIRGINIA<br>FBO FAIRFAX COUNTY PARK AUTHORITY,<br>12055 GOVERNMENT CENTER PARKWAY<br>FAIRFAX, VA 22035 |  | GOV                                  | VOLUNTARY PROFFERED<br>ZONING CONDITION<br>CONTRIBUTION TO THE<br>FAIRFAX COUNTY PARK<br>AUTHORITY FOR THE            | 375,000.          |
| FAIRFAX COUNTY PARK FOUNDATION<br>12055 GOVERNMENT CENTER PKWY, STE 404<br>FAIRFAX, VA 22035                              |  | PC                                   | THIS GRANT WILL BE<br>USED TO SUPPORT THE<br>SUMMER ENTERTAINMENT<br>SERIES OF SHOWS,<br>CONCERTS AND MOVIES          | 20,000.           |
| <b>Total from continuation sheets</b>   |  |                                      |   | <b>1,163,500.</b> |

THE RUTH AND HAL LAUNDERS CHARITABLE  
TRUST

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**Part XV Supplementary Information**

| <b>3 Grants and Contributions Paid During the Year (Continuation)</b>                        |  |                                      |  |          |
|--|--|--------------------------------------|--|----------|
| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution  | Amount   |
| FAIRFAX COUNTY PARK FOUNDATION<br>12055 GOVERNMENT CENTER PKWY, STE 404<br>FAIRFAX, VA 22035 |  | PC                                   | THE FUNDS ARE TO BE USED FOR THE SUMMER CONCERT SERIES AT ARROWBROOK CENTRE PARK. FUNDS WILL BE                | 25,000.  |
| HOMESTRETCH INC.<br>370 SOUTH WASHINGTON ST., STE 400<br>FALLS CHURCH, VA 22046              |  | PC                                   | FUNDS WILL BE USED FOR GENERAL OPERATIONS TO PROVIDE HOUSING AND SERVICES FOR HOMELESS FAMILIES TO ACHIEVE     | 20,000.  |
| CENTER FOR CHILDREN'S ADVOCACY, INC.<br>65 ELIZABETH STREET<br>HARTFORD, CT 06105            |  | PC                                   | THE GRANT WILL FUND THE ARNOLD RUTKIN SCHOLARS FUND AND SUPPORT PROVISIONS OF INTENSIVE LEGAL                  | 7,500.   |
| MIRACLES IN MOTION, INC.<br>1511 WESTBURY DRIVE<br>HENRICO, VA 23229                         |  | PC                                   | THE GRANT WILL BE USED FOR GENERAL OPERATIONS. IT WILL HELP TO OFFER HIGH QUALITY, TARGETED                    | 5,000.   |
| ELDEN STREET PLAYERS, INC.<br>P.O. BOX 5006<br>HERNDON, VA 20172                             |  | PC                                   | GRANT WILL BE USED TO FOR GENERAL OPERATIONS IN FURTHERANCE OF THE CHARITABLE MISSION OF SERVING THE COMMUNITY | 10,000.  |
| ST. JOSEPH CATHOLIC SCHOOL<br>750 PEACHTREE STREET<br>HERNDON, VA 20170                      |  | PC                                   | THIS GRANT IS TO BE APPLIED AND USED AS FOLLOWS: (1) \$70,000 TO PROVIDE STUDENT TUITION SUBSIDIES, (2)        | 100,000. |
| THE ARTS HERNDON<br>P.O. BOX 940<br>HERNDON, VA 20172  |  | PC                                   | THIS GRANT WILL BE USED FOR GENERAL OPERATIONS TO PROMOTE, SUPPORT, AND RAISE FUNDS FOR THE ARTS IN            | 5,000.   |
| KOMERA, INC.<br>P.O. BOX 1491<br>JAMAICA PLAIN, MA 02130                                     |  | PC                                   | THE GRANT WILL BE USED TO DEVELOP SELF-CONFIDENT YOUNG WOMEN THROUGH EDUCATION, COMMUNITY                      | 10,000.  |
| KINGSTON CHAMBER MUSIC FESTIVAL<br>P.O. BOX 1733<br>KINGSTON, RI 02881                       |  | PC                                   | THE GRANT WILL SUPPORT THE KCMF WHOSE MISSION IS TO BRING OUTSTANDING CHAMBER MUSIC TO THE LOCAL RI            | 7,500.   |
| PRESCHOOL OF THE ARTS, INC.<br>11 SCIENCE COURT<br>MADISON, WI 53711                         |  | PC                                   | FUNDING FOR THE PRESCHOOL OF THE ARTS WILL BE USED FOR TUITION ASSISTANCE, OUTREACH, AND HEAD                  | 15,000.  |
| <b>Total from continuation sheets</b>  |  |                                      |  |          |

THE RUTH AND HAL LAUNDERS CHARITABLE  
TRUST

02-0703907

**Part XV**   **Supplementary Information**

| <b>3 Grants and Contributions Paid During the Year (Continuation)</b>              |  |                                      |   |         |
|--|--|--------------------------------------|---|---------|
| Recipient<br>Name and address (home or business)                                   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution   | Amount  |
| PRESCHOOL OF THE ARTS, INC.<br>11 SCIENCE COURT<br>MADISON, WI 53711               |  | PC                                   | THE LIGHT THE WAY FUND<br>WISHES TO BRIDGE THE<br>GAP OF WHAT A FAMILY<br>CAN AFFORD TO PAY FOR<br>HIGH QUALITY EDUCATION | 5,000.  |
| MISIONEROS DEL CAMINO, INC.<br>P.O. BOX 557722<br>MIAMI, FL 33255                  |  | PC                                   | THE GRANT FUNDS WILL<br>BE USED TO ENHANCE THE<br>EXISTING SERVICES AT<br>THE NEUROLOGICAL<br>CENTER IN GUATEMALA         | 15,000. |
| ALICE'S KIDS INC.<br>P.O. BOX 60<br>MOUNT VERNON, VA 22121                         |  | PC                                   | THIS GRANT WILL BE<br>USED TO PROVIDE<br>TARGETED FINANCIAL<br>ASSISTANCE TO CHILDREN<br>IN NEED AS IDENTIFIED            | 5,000.  |
| CYSTIC FIBROSIS FOUNDATION<br>220 NORTH MAIN STREET, SUITE 104<br>NATICK, MA 01760 |  | PC                                   | THE MISSION OF THE<br>FOUNDATION IS TO CURE<br>CYSTIC FIBROSIS AND TO<br>PROVIDE ALL PEOPLE<br>WITH THE DISEASE THE       | 5,000.  |
| BLESSED UNREST THEATRE, INC.<br>530 WEST 45TH STREET #4G<br>NEW YORK, NY 10036     |  | PC                                   | THIS GRANT WILL BE<br>USED FOR GENERAL<br>OPERATING SUPPORT FOR<br>OUR CURRENT YEAR OF<br>ARTISTIC PROGRAMMING,           | 3,000.  |
| LITTLE WANDERERS<br>560 MINERAL SPRING AVENUE<br>NEW YORK, NY 10034                |  | PC                                   | THE GRANT WILL BE USED<br>TO HELP FUND CRITICAL<br>FRONT LINE RESCUE<br>EFFORTS FOR VETTING<br>CATS AND RESCUE            | 3,000.  |
| ST. STEPHEN'S SCHOOL CORPORATION<br>15 GRAMERCY PARK SOUTH<br>NEW YORK, NY 10003   |  | PC                                   | THIS GRANT WILL BE<br>USED TO FUND THE<br>POPE-ULLMAN FUND FOR<br>STUDENT TRIPS THAT<br>PROVIDES FINANCIAL                | 7,500.  |
| HEALTH ACCESS SUMBAWA INC.<br>392 EAST NECK RD<br>NOBLEBORO, ME 04555              |  | PC                                   | HAS IMPROVES ACCESS TO<br>VITAL HEALTH SERVICES<br>SUCH AS MALARIA<br>CONTROL ALONG WITH<br>CLEAN WATER,                  | 15,000. |
| CARLETON COLLEGE<br>ONE N. COLLEGE ST<br>NORTHFIELD, MN 55057                      |  | PC                                   | THE GRANT WILL SUPPORT<br>THE PHILOSOPHY<br>DEPARTMENT'S AIM OF<br>PROVIDING NEW<br>OPPORTUNITIES FOR                     | 2,500.  |
| GREENWICH TOWN PARTY, INC.<br>P.O. BOX 59<br>OLD GREENWICH, CT 06870               |  | PC                                   | THE GRANT WILL HELP<br>FUND THE ANNUAL<br>GREENWICH TOWN PARTY<br>CELEBRATION FOR THE<br>PEOPLE OF GREENWICH TO           | 10,000. |
| <b>Total from continuation sheets</b>  |  |                                      |   |         |

**THE RUTH AND HAL LAUNDERS CHARITABLE  
TRUST**

02-0703907

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution  | Amount   |
|--|--|--------------------------------------|--|----------|
| MIXED MAGIC THEATRE<br>560 MINERAL SPRING AVENUE<br>PAWTUCKET, RI 02860              |  | PC                                   | THIS GRANT WILL HELP<br>THE COMMUNITY THEATRE<br>PRESENT HIGH QUALITY,<br>AFFORDABLE (OFTEN<br>FREE) ARTS PROGRAMMING  | 2,500.   |
| THE SANDRA FEINSTEIN-GAMM THEATRE<br>172 EXCHANGE STREET<br>PAWTUCKET, RI 02860      |  | PC                                   | THE GAMM THEATRE IS<br>RHODE ISLAND'S LEADING<br>PROGRESSIVE THEATER<br>PRESENTING NEW PLAYS<br>OF CONSEQUENCE AND     | 10,000.  |
| DOLLYWOOD FOUNDATION<br>2700 DOLLYWOOD PARKS BLVD<br>PIGEON FORGE, TN 37863          |  | PC                                   | THIS GRANT WILL BE<br>USED TO MAINTAIN AND<br>CONTINUE TO EXPAND OUR<br>EXISTING PROGRAM TO<br>REACH EVERY ELIGIBLE    | 15,000.  |
| RHODE ISLAND PUBLIC RADIO<br>ONE UNION STATION<br>PROVIDENCE, RI 02903               |  | PC                                   | THIS GRANT WILL USED<br>TO FUND A PORTION OF<br>THE DAILY OPERATIONS<br>FOR RIPR WHICH<br>PROVIDES QUALITY RADIO       | 10,000.  |
| EDESIA, INC.<br>88 ROYAL LITTLE DRIVE<br>PROVIDENCE, RI 02904                        |  | PC                                   | EDESIA MANUFACTURES<br>SPECIALIZED<br>READY-TO-EAT FOODS FOR<br>MALNOURISHED<br>POPULATIONS. THIS                      | 15,000.  |
| THE COMMUNITY TAX LAW PROJECT<br>5206 MARKET ROAD, SUITE 100-B<br>RICHMOND, VA 23230 |  | PC                                   | THE GRANT WILL BE USED<br>FOR GENERAL<br>OPERATIONAL SUPPORT,<br>PRIMARILY TO SUPPORT<br>HIRING A NEW PART-TIME        | 10,000.  |
| BON SECOURS HOSPICE<br>1133 OLD BON AIR ROAD<br>RICHMOND, VA 23235                   |  | PC                                   | THIS GRANT WILL<br>SUPPORT THE HOSPICE<br>CARE TEAMS WHICH<br>PROVIDE HOLISTIC CARE<br>TO THE HOSPICE                  | 100,000. |
| COMMONWEALTH PUBLIC BROADCASTING<br>23 SESAME STREET<br>RICHMOND, VA 23235           |  | PC                                   | THE GREATEST SOURCE OF<br>OPERATING SUPPORT FOR<br>THE STATION IS<br>RECEIVED THROUGH<br>MEMBER DONATIONS. THIS        | 5,000.   |
| VIRGINIA REPERTORY THEATRE<br>114 WEST BROAD STREET<br>RICHMOND, VA 23220            |  | PC                                   | THIS GRANT WILL BE<br>USED FOR GENERAL<br>OPERATIONS TO SUPPORT<br>THE LARGEST<br>PROFESSIONAL                         | 5,000.   |
| FEEDMORE INC.<br>1415 RHOADMILLER STREET<br>RICHMOND, VA 23220                       |  | PC                                   | THE GRANT WILL SUPPORT<br>FEEDMORE'S BACKPACK<br>PROGRAM IN CENTRAL<br>VIRGINIA. IT WILL HELP<br>PROVIDE HEALTHY MEALS | 7,500.   |
| <b>Total from continuation sheets</b>  |  |                                      |  |          |

**THE RUTH AND HAL LAUNDERS CHARITABLE  
TRUST**

02-0703907

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution  | Amount  |
|--|--|--------------------------------------|--|---------|
| POSITIVE VIBE FOUNDATION<br>2825 HATHAWAY ROAD<br>RICHMOND, VA 23225                         |  | PC                                   | THE FUNDS WILL BE USED<br>FOR GENERAL OPERATIONS<br>TO FURTHER OUR EXEMPT<br>CHARITABLE PURPOSE<br>WHICH PROVIDES          | 10,000. |
| SAINT JOSEPH PARENTING CENTER<br>90 FAIRFIELD AVENUE<br>RIVERSIDE, CT 06878                  |  | PC                                   | FUNDS WILL SUPPORT OUR<br>MISSION TO HELP<br>CHILDREN AND<br>STRENGTHEN FAMILIES<br>WHO ARE AT RISK OF                     | 10,000. |
| MEDIA4GOOD INC.<br>209 ANACAPA STREET<br>SANTA BARBARA, CA 93101                             |  | PC                                   | FUNDS WILL PROVIDE<br>HIGH QUALITY<br>PROGRAMMING FOR THE<br>YOUTH INTERACTIVE<br>MISSION. YI                              | 10,000. |
| PACIFIC HOUSE, INC.<br>137 HENRY STREET, SUITE 205<br>STAMFORD, CT 06902                     |  | PC                                   | THIS GRANT WILL BE<br>USED TO HELP FUND THE<br>OPERATIONS OF THE<br>HOMELESS SHELTER.<br>PACIFIC HOUSE ASSISTS             | 15,000. |
| SOWING SEEDS FOR THE FUTURE<br>FOUNDATION<br>13955 28TH STREET N.<br>STILLWATER, MN 55082    |  | PC                                   | FUNDS WILL BENEFIT THE<br>MARAJUERA FOUNDATION<br>IN BOGOTA, COLOMBIA<br>WHICH FOCUSES ON<br>MENTORSHIP AND SKILLS         | 10,000. |
| FIRST STAGE, INC.<br>P.O. BOX 9384<br>TYSONS, VA 22102                                       |  | PC                                   | FUNDS WILL BE USED FOR<br>GENERAL OPERATIONS IN<br>FURTHERING 1ST STAGE'S<br>CHARITABLE PURPOSE TO<br>CREATE OPPORTUNITIES | 15,000. |
| THE CONTEMPORARY THEATER COMPANY<br>327 MAIN STREET<br>WAKEFIELD, RI 02879                   |  | PC                                   | THE GRANT WILL BE USED<br>TO HELP COMPLETE THE<br>THEATER LOBBY<br>RENOVATION, CREATING A<br>BETTER EXPERIENCE FOR         | 15,000. |
| SOLAR ELECTIC LIGHT FUND<br>1612 K STREET SUITE 402<br>WASHINGTON, DC 20008                  |  | PC                                   | FUNDS WILL BE USED TO<br>INSTALL SOLAR<br>SOLUTIONS IN UGANDA TO<br>HELP THWART SEXUAL<br>ASSAULTS AGAINST                 | 70,000. |
| DUMBARTON OAKS PARK CONSERVANCY<br>P.O. BOX 32080<br>WASHINGTON, DC 20007                    |  | PC                                   | THIS GRANT WILL BE<br>USED TO SUPPORT THE<br>GENERAL OPERATIONS OF<br>THE ORGANIZATION. IT<br>WILL ENABLE THE              | 7,500.  |
| MARSHALL-WHYTHE SCHOOL OF LAW<br>FOUNDATION<br>613 SOUTH HENRY ST.<br>WILLIAMSBURG, VA 23185 |  | PC                                   | ALL GRANT FUNDS WILL<br>BE USED FOR STUDENT<br>SCHOLARSHIP FUNDING<br>FOR STUDENTS AT<br>WILLIAM & MARY LAW                | 5,000.  |
| <b>Total from continuation sheets .....</b>  |  |                                      |  |         |



02-0703907

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**

**Part XV** | **Supplementary Information**

**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - OFFENDER AID AND RESTORATION OF ARLINGTON

FUNDS WILL SUPPORT THE INTENSIVE REENTRY PROGRAM TO HELP INDIVIDUALS TO  
SUCCESSFULLY TRANSITION HOME FROM INCARCERATION. WE BEGIN WORKING WITH  
INDIVIDUALS PRIOR TO THEIR RELEASE, AND CONTINUE TO WORK POST-RELEASE.  
WE USE THERAPY, FAMILY REUNIFICATION, PRO-SOCIAL ACTIVITIES, AND FOCUS  
ON EMPLOYMENT.

NAME OF RECIPIENT - ARLINGTON PEDIATRIC CENTER, INC.

THIS GRANT WILL HELP PROVIDE MEDICAL CARE TO PATIENTS WHO ARE UNINSURED  
CHILDREN. THE CENTER PROVIDES EITHER FREE CARE OR FEES THAT ARE  
DISCOUNTED.

NAME OF RECIPIENT - ARLINGTON THRIVE, INC.

THIS GRANT WILL BE USED FOR GENERAL OPERATING SUPPORT IN FURTHERANCE OF  
THE ORGANIZATIONS EXEMPT CHARITABLE PURPOSE WHICH IS TO PROVIDE  
SAME-DAY EMERGENCY FINANCIAL ASSISTANCE TO ARLINGTON COUNTY RESIDENTS  
WHO ARE FACING A SHORT-TERM CRISIS.

NAME OF RECIPIENT - THE FENWICK FOUNDATION

THIS GRANT WILL BE USED FOR GENERAL OPERATIONS. OUR PURPOSE IS TO  
PROVIDE VULNERABLE OLDER ADULTS IN NEED WITH THERAPEUTIC ACTIVITIES AND  
FINANCIAL ASSISTANCE TO COMBAT LONELINESS AND ISOLATION AND MAKE LIFE  
QUALITY BETTER AND IMPROVE HEALTH AND WELLBEING.

NAME OF RECIPIENT - PHOENIX BIKES

THIS GRANT WILL BE USED TO EDUCATE YOUTH: THEY LEARN BASICS OF BIKE  
REPAIR; PROMOTE BICYCLING: PROVIDE COMMUNITY MEMBERS WITH THE SKILLS  
AND EQUIPMENT FOR BIKING AS A MEANS OF TRANSPORTATION AND FITNESS;

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

BUILDING COMMUNITY: REPAIRED BIKES ARE DONATED.

NAME OF RECIPIENT - DOORWAYS FOR WOMEN AND FAMILIES

THIS GRANT IS TO SUPPORT OUR GENERAL OPERATIONS IN FURTHERANCE OF OUR MISSION TO CREATE PATHWAYS OUT OF HOMELESSNESS, DOMESTIC VIOLENCE AND SEXUAL ASSAULT LEADING TO SAFE, STABLE AND EMPOWERED LIVES.

NAME OF RECIPIENT - BOCA HELPING HANDS, INC.

THE PURPOSE OF THIS GRANT IS TO UNDERWRITE THE CAPITAL EXPENSES FOR ESTABLISHING A TRAINING CENTER IN THE ANNEX BUILDING.

NAME OF RECIPIENT - BRIGHTFOCUS FOUNDATION

FUNDING WILL BE USED TO SUPPORT THE STUDIES OF FIRST-RATE RESEARCHERS AND EDUCATIONAL INITIATIVES FOCUSED ON TREATING AND ASSISTING PERSONS WITH MACULAR DEGENERATION.

NAME OF RECIPIENT - NORTHERN VIRGINIA THERAPEUTIC RIDING PROGRAM, INC.

OUR PRIMARY SERVICE IS SMALL-GROUP THERAPEUTIC RIDING LESSONS FOR PERSONS WITH DISABILITIES. IN ADDITIONS NVTRP OFFERS: HIPPO THERAPY WITH A PHYSICAL, OCCUPATIONAL OR SPEECH THERAPIST; SESSIONS THAT FOCUS ON ACADEMIC LEARNING OR CRITICAL LIFE SKILLS' AND HORSEMANSHIP LESSONS.

NAME OF RECIPIENT - EMILY CATHERINE FEDORKO FOUNDATION

THE GRANT WILL BE USED TO HELP FUND A FREE LIFE-VEST AND FLOATATION CUSHION GIVEAWAY TO YOUNG ADULTS AND CHILDREN AT THE EMSWAY WALK FOR BOATING SAFETY. IT WILL ALSO HELP EDUCATE PEOPLE IN BOATING SAFETY AWARENESS.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - COMMITTEE FOR DULLES COMMUNITY OUTREACH

THIS GRANT HELPS THE DULLES COMMUNITY AND WILL BE USED TO PROVIDE  
EDUCATION SCHOLARSHIPS TO EMPLOYEES OF DULLES OR THEIR DEPENDENTS, AND  
TO SUPPORT ON-AIRPORT CHARITIES OR MINISTRIES AT DULLES AIRPORT,  
DULLES, VIRGINIA.

NAME OF RECIPIENT - MICHIGAN STATE UNIVERSITY

THE FUNDS WILL BE USED FOR GENERAL OPERATIONAL SUPPORT FOR THE MSU  
WOMEN'S GOLF TEAM INCLUDING EXPENSES FOR TEAM TRAVEL DURING THE 2018-19  
SEASON.

NAME OF RECIPIENT - METROPOLITAN PGA JUNIOR GOLF ASSOCIATION

THE PURPOSE OF THE GRANT SHALL BE TO ASSIST IN THE UNDERWRITING OF  
EXPENSES FOR ENTRY FEES AND THE LIKE FOR ECONOMICALLY NEEDY, ASPIRING  
YOUNG GOLFERS. THIS SHOULD INCLUDES TOURNAMENT FEES, GOLF FEES, AND  
GOLF EQUIPMENT FOR YOUNG GOLFERS.

NAME OF RECIPIENT - COUNTY OF FAIRFAX, VIRGINIA

VOLUNTARY PROFFERED ZONING CONDITION CONTRIBUTION TO THE FAIRFAX COUNTY  
PARK AUTHORITY FOR THE DEVELOPMENT OR IMPROVEMENT OF ACTIVE  
RECREATIONAL PARKS IN THE HERNDON AREA OF THE DRANESVILLE MAGISTERIAL  
DISTRICT

NAME OF RECIPIENT - FAIRFAX COUNTY PARK FOUNDATION

THIS GRANT WILL BE USED TO SUPPORT THE SUMMER ENTERTAINMENT SERIES OF  
SHOWS, CONCERTS AND MOVIES APPROPRIATE FOR FAMILIES THAT ARE FREE TO  
ALL ATTENDEES. THEY ARE HELD IN LOCAL PARKS.

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - FAIRFAX COUNTY PARK FOUNDATION

THE FUNDS ARE TO BE USED FOR THE SUMMER CONCERT SERIES AT ARROWBROOK  
CENTRE PARK. FUNDS WILL BE USED FOR EXPENSES FOR ADVERTISING, MAILINGS,  
FEES FOR MUSICIANS AND OTHER PERFORMERS, SOUND SYSTEM, AND TECHNICAL  
SUPPORT.

NAME OF RECIPIENT - HOMESTRETCH INC.

FUNDS WILL BE USED FOR GENERAL OPERATIONS TO PROVIDE HOUSING AND  
SERVICES FOR HOMELESS FAMILIES TO ACHIEVE SELF-SUFFICIENCY AND  
PERMANENT HOUSING.

NAME OF RECIPIENT - CENTER FOR CHILDREN'S ADVOCACY, INC.

THE GRANT WILL FUND THE ARNOLD RUTKIN SCHOLARS FUND AND SUPPORT  
PROVISIONS OF INTENSIVE LEGAL ADVOCACY FOR CLIENTS.

NAME OF RECIPIENT - MIRACLES IN MOTION, INC.

THE GRANT WILL BE USED FOR GENERAL OPERATIONS. IT WILL HELP TO OFFER  
HIGH QUALITY, TARGETED DANCE INSTRUCTION TO THOSE WITH SPECIAL NEEDS IN  
THE RICHMOND REGION.

NAME OF RECIPIENT - ELDEN STREET PLAYERS, INC.

GRANT WILL BE USED TO FOR GENERAL OPERATIONS IN FURTHERANCE OF THE  
CHARITABLE MISSION OF SERVING THE COMMUNITY WITH THEATRICAL  
PERFORMANCES AND EDUCATIONAL PROGRAMS.

NAME OF RECIPIENT - ST. JOSEPH CATHOLIC SCHOOL

THIS GRANT IS TO BE APPLIED AND USED AS FOLLOWS: (1) \$70,000 TO PROVIDE  
STUDENT TUITION SUBSIDIES, (2) \$25,000 TO DEFRAY PAYROLL EXPENSES

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

INCURRED TO HIRE AN EMPLOYEE WHOSE RESPONSIBILITIES INCLUDES  
DEVELOPMENT AND IMPLEMENTATION OF AN INTERNAL FUNDRAISING AUGMENTATION  
CAPACITY, AND (3) \$5,000 TO UNDERWRITE THE OPERATING EXPENSES OF THE  
HAL LAUNDERS FINANCIAL LITERACY PROGRAM.

NAME OF RECIPIENT - THE ARTS HERNDON

THIS GRANT WILL BE USED FOR GENERAL OPERATIONS TO PROMOTE, SUPPORT, AND  
RAISE FUNDS FOR THE ARTS IN THE GREATER HERNDON AREA, TO ESTABLISH AND  
SUSTAIN THE OPERATION OF A PERMANENT ARTS CENTER, TO PROVIDE HIGH  
QUALITY ARTS PROGRAMS, AND TO ADVOCATE FOR THE ARTS IN HERNDON.

NAME OF RECIPIENT - KOMERA, INC.

THE GRANT WILL BE USED TO DEVELOP SELF-CONFIDENT YOUNG WOMEN THROUGH  
EDUCATION, COMMUNITY DEVELOPMENT AND SPORT.

NAME OF RECIPIENT - KINGSTON CHAMBER MUSIC FESTIVAL

THE GRANT WILL SUPPORT THE KCMF WHOSE MISSION IS TO BRING OUTSTANDING  
CHAMBER MUSIC TO THE LOCAL RI COMMUNITY; THIS GRANT WILL ASSIST IN  
OUTREACH TO A YOUNGER CLASSICAL MUSIC AUDIENCE IN THE COMMUNITY.

NAME OF RECIPIENT - PRESCHOOL OF THE ARTS, INC.

FUNDING FOR THE PRESCHOOL OF THE ARTS WILL BE USED FOR TUITION  
ASSISTANCE, OUTREACH, AND HEAD START COLLABORATION. THE FOCUS OF THE  
SCHOOL IS ON PROVIDING HIGH QUALITY FINE ARTS AND ACADEMIC EDUCATION TO  
CHILDREN IN MADISON.

NAME OF RECIPIENT - PRESCHOOL OF THE ARTS, INC.

THE LIGHT THE WAY FUND WISHES TO BRIDGE THE GAP OF WHAT A FAMILY CAN



Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

AFFORD TO PAY FOR HIGH QUALITY EDUCATION AND WHAT IT ACTUALLY COSTS.  
THIS GRANT WOULD NOT ONLY FUND PORTIONS OF TUITION, BUT IT WOULD ALSO  
SERVE TO LEVERAGE DONATIONS FROM OTHER ORGANIZATIONS.

NAME OF RECIPIENT - MISIONEROS DEL CAMINO, INC.

THE GRANT FUNDS WILL BE USED TO ENHANCE THE EXISTING SERVICES AT THE  
NEUROLOGICAL CENTER IN GUATEMALA WHICH PROVIDES SERVICES TO CHILDREN  
WITH DEVELOPMENTAL DISORDERS AND TO THEIR PARENTS AND SIBLINGS.

NAME OF RECIPIENT - ALICE'S KIDS INC.

THIS GRANT WILL BE USED TO PROVIDE TARGETED FINANCIAL ASSISTANCE TO  
CHILDREN IN NEED AS IDENTIFIED BY TEACHERS, SOCIAL WORKERS AND  
COUNSELORS. CURRENTLY SERVES CHILDREN IN 24 STATES AND EXPANDING.

NAME OF RECIPIENT - CYSTIC FIBROSIS FOUNDATION

THE MISSION OF THE FOUNDATION IS TO CURE CYSTIC FIBROSIS AND TO PROVIDE  
ALL PEOPLE WITH THE DISEASE THE OPPORTUNITY TO LEAD FULL, PRODUCTIVE  
LIVES BY FUNDING RESEARCH AND DRUG DEVELOPMENT, PROMOTING TREATMENT AND  
ENSURING ACCESS TO HIGH-QUALITY CARE.

NAME OF RECIPIENT - BLESSED UNREST THEATRE, INC.

THIS GRANT WILL BE USED FOR GENERAL OPERATING SUPPORT FOR OUR CURRENT  
YEAR OF ARTISTIC PROGRAMMING, WHICH INCLUDES ONE ORIGINAL PLAY IN NEW  
YORK AND THE DEVELOPMENT OF TWO NEW WORKS FOR THE STAGE IN THE FUTURE.

NAME OF RECIPIENT - LITTLE WANDERERS

THE GRANT WILL BE USED TO HELP FUND CRITICAL FRONT LINE RESCUE EFFORTS  
FOR VETTING CATS AND RESCUE ANIMALS IN NYC.

**Part XV** | **Supplementary Information**

**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - ST. STEPHEN'S SCHOOL CORPORATION

THIS GRANT WILL BE USED TO FUND THE POPE-ULLMAN FUND FOR STUDENT TRIPS  
THAT PROVIDES FINANCIAL ASSISTANCE TO QUALIFIED STUDENTS DESIRING TO  
PARTICIPATE IN SERVICE RELATED TRIPS.

NAME OF RECIPIENT - HEALTH ACCESS SUMBAWA INC.

HAS IMPROVES ACCESS TO VITAL HEALTH SERVICES SUCH AS MALARIA CONTROL  
ALONG WITH CLEAN WATER, SANITATION, NUTRITION AND THE ENVIRONMENT;  
HELPS THE REMOTE ISLAND OF SUMBAWA, INDONESIA.

NAME OF RECIPIENT - CARLETON COLLEGE

THE GRANT WILL SUPPORT THE PHILOSOPHY DEPARTMENT'S AIM OF PROVIDING NEW  
OPPORTUNITIES FOR PHILOSOPHY MAJORS TO PRESENT ORIGINAL RESEARCH AT  
CONFERENCES, AND HELP FUND STUDENTS' REGISTRATION AND TRAVEL FOR  
CONFERENCES.

NAME OF RECIPIENT - GREENWICH TOWN PARTY, INC.

THE GRANT WILL HELP FUND THE ANNUAL GREENWICH TOWN PARTY CELEBRATION  
FOR THE PEOPLE OF GREENWICH TO EXPERIENCE THE STRENGTH OF COMMUNITY  
THROUGH THIS EVENT.

NAME OF RECIPIENT - MIXED MAGIC THEATRE

THIS GRANT WILL HELP THE COMMUNITY THEATRE PRESENT HIGH QUALITY,  
AFFORDABLE (OFTEN FREE) ARTS PROGRAMMING TO THE COMMUNITY WHILE WE  
ELEVATE THE ROLE OF THE ARTS IN PEOPLE'S LIVES.

NAME OF RECIPIENT - THE SANDRA FEINSTEIN-GAMM THEATRE

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

THE GAMM THEATRE IS RHODE ISLAND'S LEADING PROGRESSIVE THEATER  
PRESENTING NEW PLAYS OF CONSEQUENCE AND CLASSICAL THEATER.

NAME OF RECIPIENT - DOLLYWOOD FOUNDATION

THIS GRANT WILL BE USED TO MAINTAIN AND CONTINUE TO EXPAND OUR EXISTING  
PROGRAM TO REACH EVERY ELIGIBLE CHILD IN THE HERNDON 20170 AND 20171  
ZIP CODE AREAS.

NAME OF RECIPIENT - RHODE ISLAND PUBLIC RADIO

THIS GRANT WILL USED TO FUND A PORTION OF THE DAILY OPERATIONS FOR RIPR  
WHICH PROVIDES QUALITY RADIO BROADCASTING AND JOURNALISM TO THE LOCAL  
RI COMMUNITY.

NAME OF RECIPIENT - EDESIA, INC.

EDESIA MANUFACTURES SPECIALIZED READY-TO-EAT FOODS FOR MALNOURISHED  
POPULATIONS. THIS GRANT WILL HELP PRODUCE AND PROVIDE FOOD TO  
MALNOURISHED CHILDREN IN YEMEN.

NAME OF RECIPIENT - THE COMMUNITY TAX LAW PROJECT

THE GRANT WILL BE USED FOR GENERAL OPERATIONAL SUPPORT, PRIMARILY TO  
SUPPORT HIRING A NEW PART-TIME TAX PROFESSIONAL TO PROVIDE OUTREACH AND  
EDUCATION ON TAX ISSUES TO TAXPAYERS.

NAME OF RECIPIENT - BON SECOURS HOSPICE

THIS GRANT WILL SUPPORT THE HOSPICE CARE TEAMS WHICH PROVIDE HOLISTIC  
CARE TO THE HOSPICE PATIENTS AND FAMILIES IN THE RICHMOND AREA.

NAME OF RECIPIENT - COMMONWEALTH PUBLIC BROADCASTING

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Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

THE GREATEST SOURCE OF OPERATING SUPPORT FOR THE STATION IS RECEIVED  
THROUGH MEMBER DONATIONS. THIS GRANT WILL ENABLE THE STATION TO OFFER  
CHALLENGE GRANTS THAT MATCH GIFTS FROM LISTENERS DURING OUR PLEDGE  
DRIVES.

NAME OF RECIPIENT - VIRGINIA REPERTORY THEATRE

THIS GRANT WILL BE USED FOR GENERAL OPERATIONS TO SUPPORT THE LARGEST  
PROFESSIONAL NON-PROFIT THEATER COMPANY IN THE GREATER RICHMOND, VA  
AREA

NAME OF RECIPIENT - FEEDMORE INC.

THE GRANT WILL SUPPORT FEEDMORE'S BACKPACK PROGRAM IN CENTRAL VIRGINIA.  
IT WILL HELP PROVIDE HEALTHY MEALS TO HUNGRY CHILDREN BY SUPPLYING  
BACKPACKS OF FOOD FOR WEEKENDS.

NAME OF RECIPIENT - POSITIVE VIBE FOUNDATION

THE FUNDS WILL BE USED FOR GENERAL OPERATIONS TO FURTHER OUR EXEMPT  
CHARITABLE PURPOSE WHICH PROVIDES TRAINING AND EMPLOYMENT PROGRAMS FOR  
STUDENTS WITH DISABILITIES.

NAME OF RECIPIENT - SAINT JOSEPH PARENTING CENTER

FUNDS WILL SUPPORT OUR MISSION TO HELP CHILDREN AND STRENGTHEN FAMILIES  
WHO ARE AT RISK OF ABUSE AND NEGLECT BY PROVIDING PARENT EDUCATION AND  
SUPPORT.

NAME OF RECIPIENT - MEDIA4GOOD INC.

FUNDS WILL PROVIDE HIGH QUALITY PROGRAMMING FOR THE YOUTH INTERACTIVE  
MISSION. YI INTEGRATES ENTREPRENEURSHIP, ART, AND MENTORSHIP TO

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

EMPOWER TEENS WITH NEEDED LIFE SKILLS TO SUCCEED IN SCHOOL AND BEYOND.

NAME OF RECIPIENT - PACIFIC HOUSE, INC.

THIS GRANT WILL BE USED TO HELP FUND THE OPERATIONS OF THE HOMELESS  
SHELTER. PACIFIC HOUSE ASSISTS CLIENTS WITH REFERRALS FOR COMMUNITY  
SERVICES AND RESOURCES, ASSISTANCE WITH FINDING SUITABLE HOUSING AND  
JOB SEARCH SKILLS TRAINING FOR YOUNG ADULTS.

NAME OF RECIPIENT - SOWING SEEDS FOR THE FUTURE FOUNDATION

FUNDS WILL BENEFIT THE MARAJUERA FOUNDATION IN BOGOTA, COLOMBIA WHICH  
FOCUSES ON MENTORSHIP AND SKILLS FOR UNDERSERVED CHILDREN IN THE AREA  
OF CHOCO. PROGRAMS FOCUS ON THREE KEY ISSUES: SPARE TIME MANAGEMENT,  
EMPOWERMENT AND NUTRITION

NAME OF RECIPIENT - FIRST STAGE, INC.

FUNDS WILL BE USED FOR GENERAL OPERATIONS IN FURTHERING 1ST STAGE'S  
CHARITABLE PURPOSE TO CREATE OPPORTUNITIES TO BRIDGE EDUCATIONAL AND  
PROFESSIONAL THEATRE.

NAME OF RECIPIENT - THE CONTEMPORARY THEATER COMPANY

THE GRANT WILL BE USED TO HELP COMPLETE THE THEATER LOBBY RENOVATION,  
CREATING A BETTER EXPERIENCE FOR AUDIENCES AND STAFF, AND LEVERAGING  
THE FUNDING FOR THE PROJECT.

NAME OF RECIPIENT - SOLAR ELECTIC LIGHT FUND

FUNDS WILL BE USED TO INSTALL SOLAR SOLUTIONS IN UGANDA TO HELP THWART  
SEXUAL ASSAULTS AGAINST FEMALES; IN ADDITION TO SUPPLY ELECTRICITY TO  
SHELTER AND SCHOOL FACILITIES. SUPPORTS THE RAPE HURTS FOUNDATION.

**Part XV** | **Supplementary Information**

**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - DUMBARTON OAKS PARK CONSERVANCY

THIS GRANT WILL BE USED TO SUPPORT THE GENERAL OPERATIONS OF THE  
ORGANIZATION. IT WILL ENABLE THE CONSERVANCY TO CONTINUE TO GROW IN ITS  
MISSIONS TO RESTORE, PROMOTE, AND PROTECT DUMBARTON OAKS PARK.

NAME OF RECIPIENT - MARSHALL-WHYTHE SCHOOL OF LAW FOUNDATION

ALL GRANT FUNDS WILL BE USED FOR STUDENT SCHOLARSHIP FUNDING FOR  
STUDENTS AT WILLIAM & MARY LAW SCHOOL.

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

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| INTEREST INCOME         | 4,167.                      | 4,167.                          |                               |
| TOTAL TO PART I, LINE 3 | 4,167.                      | 4,167.                          |                               |

## FORM 990-PF

## DIVIDENDS AND INTEREST FROM SECURITIES

## STATEMENT 2

| SOURCE            | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DIVIDEND INCOME   | 404,064.        | 0.                            | 404,064.                    | 404,064.                          |                               |
| TO PART I, LINE 4 | 404,064.        | 0.                            | 404,064.                    | 404,064.                          |                               |



FORM 990-PF

OTHER INCOME

STATEMENT 3

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| OTHER INCOME                          | 285,595.                    | 285,595.                          |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 285,595.                    | 285,595.                          |                               |

## FORM 990-PF

## LEGAL FEES

## STATEMENT 4

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL SERVICES             | 505,534.                     | 451,811.                          |                               | 53,724.                       |
| TO FM 990-PF, PG 1, LN 16A | 505,534.                     | 451,811.                          |                               | 53,724.                       |

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 5

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 4,905.                       | 2,453.                            |                               | 2,452.                        |
| TO FORM 990-PF, PG 1, LN 16B | 4,905.                       | 2,453.                            |                               | 2,452.                        |

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 6

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| CIVIL ENGINEERING            | 193,070.                     | 193,070.                          |                               | 0.                            |
| ARCHITECTURAL SERVICES       | 38,492.                      | 38,492.                           |                               | 0.                            |
| GEOTECHNICAL ENGINEERING     | 27,500.                      | 27,500.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 259,062.                     | 259,062.                          |                               | 0.                            |

## FORM 990-PF

## TAXES

## STATEMENT 7

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| REAL ESTATE TAXES           | 597,570.                     | 597,570.                          |                               | 0.                            |
| EXCISE TAX                  | 40,415.                      | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 637,985.                     | 597,570.                          |                               | 0.                            |

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 8

| DESCRIPTION  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ASSOCIATION DUES   | 3,500.                       | 0.                                |                               | 3,500.                        |
| BANK CHARGES   | 97.                          | 65.                               |                               | 32.                           |
| BOOKS AND PUBLICATIONS   | 538.                         | 360.                              |                               | 178.                          |
| COPY AND OFFICE PRODUCTS   | 124.                         | 83.                               |                               | 41.                           |
| COURIER AND DELIVERY<br>EXPENSES                                   | 1,031.                       | 691.                              |                               | 340.                          |
| D & O LIABILITY INSURANCE  | 1,250.                       | 625.                              |                               | 625.                          |
| FIDUCIARY EDUCATION  | 1,540.                       | 508.                              |                               | 1,032.                        |
| INVESTMENT MANAGEMENT FEES   | 59,785.                      | 59,785.                           |                               | 0.                            |
| POSTAGE  | 157.                         | 52.                               |                               | 105.                          |
| GRANT ADMINISTRATION   | 2,240.                       | 0.                                |                               | 2,240.                        |
| WEB SITE DESIGN AND SUPPORT  | 1,765.                       | 582.                              |                               | 1,183.                        |
| COMPENSATION CONSULTING  | 23,915.                      | 11,958.                           |                               | 11,957.                       |
| REAL ESTATE APPRAISAL<br>SERVICES                                  | 7,500.                       | 5,025.                            |                               | 2,475.                        |
| PROFESSIONAL LIABILITY<br>INSURANCE                                | 5,492.                       | 3,680.                            |                               | 1,812.                        |
| OFFICE SUPPLIES  | 705.                         | 353.                              |                               | 352.                          |
| REAL ESTATE EXPENSE -<br>ADVERTISING                               | 13,500.                      | 13,500.                           |                               | 0.                            |
| REAL ESTATE EXPENSE - BANK<br>CHARGES                              | 242.                         | 242.                              |                               | 0.                            |
| REAL ESTATE EXPENSE -<br>CONTRACT LABOR                            | 39,589.                      | 39,589.                           |                               | 0.                            |
| REAL ESTATE EXPENSE -<br>CONSULTING SERVICES                       | 6,000.                       | 6,000.                            |                               | 0.                            |
| REAL ESTATE EXPENSE - FIRE<br>AND CASUALTY INSURANCE               | 1,946.                       | 1,946.                            |                               | 0.                            |
| REAL ESTATE EXPENSE -<br>PREMISES LIABILITY INSURANCE              | 4,199.                       | 4,199.                            |                               | 0.                            |
| REAL ESTATE EXPENSE -<br>LICENSES                                  | 50.                          | 50.                               |                               | 0.                            |
| REAL ESTATE EXPENSE -<br>PERMITTING & PLAN AND DEED<br>FILING FEES | 32,722.                      | 32,722.                           |                               | 0.                            |
| REAL ESTATE EXPENSE - REAL<br>ESTATE ASSESSMENTS                   | 32,920.                      | 32,920.                           |                               | 0.                            |
| REAL ESTATE EXPENSE -<br>UTILITIES                                 | 3,796.                       | 3,796.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23  | 244,603.                     | 218,731.                          |                               | 25,872.                       |

| FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES |  | STATEMENT 9 |
|--|--|-------------|
| DESCRIPTION  |  | AMOUNT      |
| PRIOR PERIOD ADJUSTMENT; ACCRUED INCOME                    |  | 10,381.     |
| TOTAL TO FORM 990-PF, PART III, LINE 3                     |  | 10,381.     |

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|             |  |              |
|-------------|--|--------------|
| FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 10 |
|-------------|--|--------------|

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| DESCRIPTION                                  | AMOUNT   |
|--|----------|
| PRIOR PERIOD ADJUSTMENT FOR INVESTMENT VALUE | 989,503. |
| TOTAL TO FORM 990-PF, PART III, LINE 5       | 989,503. |

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## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 11

| DESCRIPTION  | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|-------------------|
| AB DISCOVERY GRWTH FUND- AD[3]                       | 510,074.   | 492,422.          |
| AB DISCOVERY VALUE-ADV[3]                            | 502,580.   | 454,887.          |
| AB EMERGING MARKETS PORT[3]                          | 293,291.   | 286,231.          |
| AB FINANCIAL SERVICES OPPORTUNITIES DELAWARE FUND    | 411,250.   | 412,714.          |
| AB GLOBAL RESEARCH INSIGHTS SERIES II DBT            | 1,437,363. | 1,441,498.        |
| AB SMALL CAP CORE PORTFOLIO ADV CL                   | 186,419.   | 180,337.          |
| ADOBE INC  | 16,574.    | 19,091.           |
| ALPHABET INC-CL C                                    | 85,659.    | 128,356.          |
| ALTRIA GROUP INC                                     | 36,228.    | 34,337.           |
| AMERICAN ELECTRIC POWER                              | 40,370.    | 47,053.           |
| ANTHEM INC   | 37,210.    | 37,613.           |
| APPLE INC  | 92,475.    | 106,355.          |
| AUTOMATIC DATA PROCESSING                            | 24,018.    | 29,755.           |
| AUTOZONE INC   | 27,415.    | 39,076.           |
| BANK OF AMERICA CORP                                 | 64,532.    | 67,307.           |
| BERKSHIRE HATHAWAY INC-CL B                          | 68,802.    | 71,081.           |
| BERNSTEIN INTERNATIONAL PORT[3]                      | 1,627,924. | 1,563,083.        |
| BERNSTEIN INTERNATIONAL SMALL CAP PORTFOLIO - SCB[3] | 693,785.   | 624,505.          |
| BIOGEN INC   | 29,663.    | 23,153.           |
| BOEING CO/THE  | 30,936.    | 35,125.           |
| BOOKING HOLDINGS INC                                 | 30,809.    | 29,680.           |
| CBRE GROUP INC                                       | 29,892.    | 33,533.           |
| CDW CORP/DE  | 13,961.    | 19,325.           |
| CHECK POINT SOFTWARE TECH                            | 28,625.    | 28,499.           |
| CHEVRON CORP   | 44,915.    | 44,782.           |
| CISCO SYSTEMS INC                                    | 32,789.    | 41,963.           |

|                               |            |            |
|-------------------------------|------------|------------|
| CITIGROUP INC                 | 43,161.    | 45,672.    |
| COGNIZANT TECH SOLUTIONS-A    | 22,911.    | 21,231.    |
| COMCAST CORP-CLASS A          | 58,173.    | 70,170.    |
| COSTCO WHOLESALE CORP         | 34,870.    | 42,477.    |
| CUBESMART                     | 30,738.    | 31,623.    |
| DELTA AIR LINES INC           | 32,231.    | 35,790.    |
| DOLLAR GENERAL CORP           | 30,987.    | 36,314.    |
| EDWARDS LIFESCIENCES          | 20,230.    | 24,826.    |
| ELI LILLY & CO                | 31,911.    | 29,260.    |
| EOG RESOURCES INC             | 26,685.    | 26,030.    |
| EVEREST RE GROUP LTD          | 44,357.    | 44,745.    |
| EXXON MOBIL CORP              | 23,941.    | 24,084.    |
| FACEBOOK INC-A                | 57,478.    | 74,652.    |
| FIDELITY NATIONAL INFORMATION | 31,177.    | 33,736.    |
| FNF GROUP                     | 43,892.    | 47,501.    |
| GILEAD SCIENCES INC           | 42,718.    | 37,723.    |
| GOLDMAN SACHS GROUP INC       | 42,512.    | 39,537.    |
| HOME DEPOT INC                | 51,443.    | 62,332.    |
| HONEYWELL INTERNATIONAL INC   | 39,276.    | 51,047.    |
| ISHARES MSCI EAFE ETF         | 724,853.   | 728,886.   |
| ISHARES MSCI EMERGING MARKET  | 144,256.   | 145,760.   |
| JPMORGAN CHASE & CO           | 65,358.    | 69,746.    |
| MAGNA INTERNATIONAL INC       | 29,166.    | 31,604.    |
| MCDONALD'S CORP               | 23,826.    | 27,265.    |
| MERCK & CO. INC.              | 39,885.    | 45,731.    |
| MICROSOFT CORP                | 106,018.   | 143,138.   |
| MID-AMERICA APARTMENT COMM    | 49,215.    | 55,252.    |
| NATIONAL OILWELL VARCO INC    | 22,899.    | 14,874.    |
| NIKE INC -CL B                | 39,854.    | 51,556.    |
| NISOURCE INC                  | 34,811.    | 38,420.    |
| NOKIA CORP-SPON ADR           | 20,647.    | 19,272.    |
| NORFOLK SOUTHERN CORP         | 24,072.    | 33,255.    |
| NORTHROP GRUMMAN CORP         | 15,329.    | 16,525.    |
| NOVO NORDISK A S ADR          | 15,993.    | 15,340.    |
| ORACLE CORP                   | 46,233.    | 54,057.    |
| PAYPAL HOLDINGS INC           | 25,049.    | 30,899.    |
| PEPSICO INC                   | 41,718.    | 48,275.    |
| PFIZER INC                    | 57,170.    | 57,747.    |
| PROCTER & GAMBLE CO/THE       | 40,879.    | 51,217.    |
| PROGRESSIVE CORP              | 32,671.    | 41,810.    |
| RAYTHEON COMPANY              | 54,532.    | 49,548.    |
| REGENCY CENTERS CORP          | 43,596.    | 46,146.    |
| ROSS STORES INC               | 31,505.    | 37,794.    |
| ROYAL DUTCH SHELL PLC-ADR     | 42,990.    | 45,034.    |
| S&P GLOBAL INC                | 17,233.    | 20,742.    |
| SPDR S&P 500 ETF TRUST        | 1,306,692. | 1,687,675. |
| SYNCHRONY FINANCIAL           | 28,737.    | 33,283.    |
| TEVA PHARMACEUTICAL-SP ADR    | 15,857.    | 12,846.    |
| TEXAS INSTRUMENTS INC         | 39,412.    | 46,661.    |
| TJX COMPANIES INC             | 40,175.    | 49,996.    |
| T-MOBILE US INC               | 20,107.    | 24,379.    |
| ULTA BEAUTY INC               | 16,749.    | 19,892.    |
| UNITEDHEALTH GROUP INC        | 68,188.    | 64,094.    |
| US FOODS HOLDING CORP         | 27,615.    | 30,885.    |
| VERIZON COMMUNICATIONS INC    | 43,354.    | 47,239.    |
| VERTEX PHARMACEUTICALS INC    | 21,349.    | 20,447.    |
| VISA INC - CLASS A SHARES     | 54,962.    | 70,705.    |
| VMWARE INC-CLASS A            | 20,822.    | 26,741.    |

THE RUTH AND HAL LAUNDERS CHARITABLE TRU02-0703907

|                        |         |         |
|------------------------|---------|---------|
| WALMART INC            | 41,478. | 46,895. |
| WALT DISNEY CO/THE     | 39,452. | 49,309. |
| WELLS FARGO & COMPANY  | 62,287. | 57,124. |
| WESTLAKE CHEMICAL CORP | 18,528. | 17,577. |
| XEROX CORP             | 15,676. | 20,049. |
| XILINX INC             | 24,332. | 38,084. |
| ZOETIS INC             | 29,163. | 36,662. |

TOTAL TO FORM 990-PF, PART II, LINE 10B

10,830,943.11,390,947.

## FORM 990-PF

## CORPORATE BONDS

## STATEMENT 12

| DESCRIPTION  | BOOK VALUE | FAIR MARKET VALUE |
|--|------------|-------------------|
| AB BOND INFLATION STRATEGY CLASS 1[3]                  | 658,376.   | 664,862.          |
| AB GLOBAL BOND FUND- ADV[3]                            | 1,854,112. | 1,881,768.        |
| AB LIMITED DURATION HIGH INCOME PORT- ADVISOR CLASS[3] | 704,930.   | 715,208.          |
| BERNSTEIN INTERMEDIATE DURATION PORTFOLIO[3]           | 1,890,409. | 1,902,342.        |
| FHLMCG 30 YEAR#Q02576 4.500% DUE 08/01/2041            | 425.       | 834.              |
| FHLMCG 30 YEAR#Q16644 3.500% DUE 03/01/2043            | 3,510.     | 3,584.            |
| FNMA UMBS 30 YEAR#AU2933 3.500% DUE 09/01/2043         | 3,307.     | 3,360.            |
| FNMA UMBS 30 YEAR#AU6902 4.500% DUE 09/01/2043         | 583.       | 574.              |
| FNMA UMBS 30 YEAR#AV9316 4.500% DUE 03/01/2044         | 876.       | 817.              |
| FNMA UMBS 30 YEAR#MA1771 4.000% DUE 02/01/2044         | 3,564.     | 3,504.            |
| TOTAL TO FORM 990-PF, PART II, LINE 10C                | 5,120,092. | 5,176,853.        |

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 13

| DESCRIPTION                                  | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>VALUE |
|--|---------------------|------------|----------------------|
| AB PRIVATE CREDIT INVESTORS<br>CORPORATION   | COST                | 245,430.   | 246,494.             |
| OVERLAY A PORTFOLIO CLASS 2                  | COST                | 4,801,311. | 4,887,105.           |
| OVERLAY B PORTFOLIO CLASS 2                  | COST                | 1,194,002. | 1,201,192.           |
| ALLIANCEBERNSTEIN ALL MARKET R<br>CLASS 1[3] | COST                | 609,079.   | 614,061.             |
| TOTAL TO FORM 990-PF, PART II, LINE 13       |                     | 6,849,822. | 6,948,852.           |

| FORM 990-PF                      | OTHER ASSETS                  |                           | STATEMENT 14         |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
| ACCRUED INCOME, TAX WITHHOLDING  | 9,158.                        | 9,633.                    | 9,633.               |
| TO FORM 990-PF, PART II, LINE 15 | 9,158.                        | 9,633.                    | 9,633.               |

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 15

NAME OF CONTROLLED ENTITYEMPLOYER ID NO

ARROWBROOK MANAGEMENT CORPORATION

26-1369722

ADDRESSPO BOX 546  
HERDON, VA 20172DESCRIPTION OF TRANSFER

REAL ESTATE ASSESSMENTS

AMOUNT  
OF TRANSFER

32,920.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

32,920.

FORM 990-PF

SCHEDULE OF CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 16

## NAME OF CONTROLLED ENTITY

## EMPLOYER ID NO

ARROWBROOK CENTRE, LLC

02-0703907

## ADDRESS

EXCESS BUSINESS HOLDING [ ] YES [X] NO

PO BOX 546  
HERDON, VA 20172

## NAME OF CONTROLLED ENTITY

## EMPLOYER ID NO

ARROWBROOK MANAGEMENT CORPORATION

26-1369722

## ADDRESS

EXCESS BUSINESS HOLDING [ ] YES [X] NO

PO BOX 546  
HERDON, VA 20172



FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 17

| NAME AND ADDRESS   | TITLE AND<br>AVRG HRS/WK                       | COMPEN-<br>SATION            | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|--|--|------------------------------|------------------------------|--------------------|
| JEFFREY J. FAIRFIELD<br>459 HERNDON PARKWAY, SUITE 14<br>HERNDON, VA 20170       | MANAGING CO-TRUSTEE,<br>8.00                   | SECRETARY-TREASUR<br>55,500. | 0.                           | 0.                 |
| REBECCA F. FEHRS<br>125 SABAL RIDGE TRAIL<br>PONTE VEDRA, FL 32081               | CO-TRUSTEE<br>6.00                             | 19,500.                      | 0.                           | 0.                 |
| JEROME L. LONNES<br>2300 CEDARFIELD PARKWAY, APT. #<br>441<br>RICHMOND, VA 23233 | CO-TRUSTEE; ASSISTANT GRANT ADMINISTRA<br>4.00 | 23,500.                      | 0.                           | 0.                 |
| EUGENIE W. MAINE<br>368 GOOSEBERRY ROAD<br>WAKEFIELD, RI 02879                   | CO-TRUSTEE, GRANT ADMINISTRATOR<br>6.00        | 40,500.                      | 0.                           | 0.                 |
| JOHN H. WEBB<br>1099 SOUTH OCEAN BOULEVARD<br>BOCA RATON, FL 33432               | CO-TRUSTEE<br>2.00                             | 19,500.                      | 0.                           | 0.                 |
| CATHERINE P. WHELAN<br>530 OLD POST ROAD, # 3<br>GREENWICH, CT 06830             | CO-TRUSTEE, CHAIRMAN OF THE BOARD<br>6.00      | 21,500.                      | 0.                           | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                                     |  | 180,000.                     | 0.                           | 0.                 |

Electronic Filing PDF Attachment

**AMENDED AND RESTATED**  
**BY-LAWS**  
**OF THE**  
**JOSEPH H. LAUNDERS DECLARATION OF TRUST**  
**AND OF**  
**THE RUTH AND HAL LAUNDERS CHARITABLE TRUST**

**ARTICLE I. PREAMBLE.**

The following rules of internal governance, referred to herein as “By-Laws”, are hereby promulgated and adopted by the Co-Trustees of the Joseph H. Launders Declaration of Trust dated 10 January 1991 as amended by First, Second, Third, and Fourth Amendments dated 6 August 1991, 11 May 1992, 5 July 1994, and 9 August 1996, respectively. The authority for the adoption of these By-Laws is contained in Paragraph F. of Article XVIII of the Declaration of Trust as recited in the Fourth Amendment dated 9 August 1996. As used in these By-Laws, the term “Board of Trustees” shall refer to the collective decision-making body comprised of the various persons who are at any given time serving as co-trustees under the provisions of the Joseph H. Launders Declaration of Trust dated 10 January 1991, as amended. As used in these By-Laws, the term “Trust” shall refer to the trust or trusts, including the family trust, marital trust, and charitable trust, created and established pursuant to the aforesaid Joseph H. Launders Declaration of Trust dated 10 January 1991, as amended, and whether or not such trust is in existence as of the date of the adoption of these By-Laws.

**ARTICLE II. MANAGING TRUSTEE, OFFICERS,**  
**AND COMMITTEES OF THE BOARD OF TRUSTEES.**

**[Amended 10-27-10; Amended 11-2-14; Amended 1-20-19.]**

*Amended and Restated By-Laws of the Joseph Harold Launders Trust*  
*and of the*  
*The Ruth and Hal Launders Charitable Trust*

Section 1. Managing Trustee. The Board of Trustees may elect one (1) or more managing trustees from among the co-trustees of the Trust. The election of any managing trustee shall be evidenced by a writing signed by each of the co-trustees of the Trust, and acknowledged before an officer authorized to administer oaths, who may be a notary public, a consul-general of the United States, or an officer of the United States Armed Forces. Such appointment of one (1) or more managing trustee(s) shall identify the co-trustee(s) who shall serve as the managing trustee or trustees and shall state whether such appointment is temporary or indefinite. A copy of such appointment shall be delivered to each of the co-trustees then serving under the Trust. If at any time there be more than one co-trustee serving as a managing co-trustee, then all such persons so serving as managing co-trustees must join and concur in the exercise of any power or authority reserved or delegated to the managing co-trustees. The managing trustee shall be charged with the day-to-day management and administration of the Trust. The managing co-trustee may, without prior authorization of the Board of Trustees, undertake any transaction or dealing not in conflict with the express provisions of the governing agreement of the Trust, and which is not defined as a "major transaction" as set forth in the following Section 7. of this Article II, including, but not limited to, (a.) the employment of professional firms and persons, or other outside vendors of goods or services for use by the Trust, and as may be necessary to accomplish the mission and objectives of the Trust, (b.) the disbursement of trust assets in payment of any indebtedness incurred by the Trust in the ordinary course of any such employment or contractual engagement which is within the scope of the preceding item (a.), (c.) the selection and retention of such financial institutions as may be required to serve as repositories of any cash reserves of the Trust, (d.) the disbursement of any non-discretionary distribution of income or principal from the assets of the Trust, and (e.) the making of checks or other drafts drawn upon any accounts maintained by the Trust in furtherance of any of the foregoing authority. The managing Trustees

*Amended and Restated By-Laws of the Joseph Harold Launders Trust  
and of the  
The Ruth and Hal Launders Charitable Trust*

shall further manage and superintend the assets of the Trust, and shall compile, maintain, and preserve financial and accounting records to fully document all of the income, assets, and disbursements of the Trust. At each annual meeting of the Board of Trustees, the managing Trustees shall give a written report which shall describe the major activities of the Trust during the preceding fiscal year, and which report shall also include as either an internal component, or an appendix, an accounting of the income received and disbursements made, by the Trust during the preceding fiscal year, in addition to a complete statement of the financial condition of the Trust as of the last day of the preceding fiscal year.

Section 2. Chairman of the Board of Trustees. Beginning with its annual meeting held in 2010, and continuing at each succeeding annual meeting held in even years, the Board of Trustees shall elect a chairman. The term of the chairman so elected shall be for two (2) years beginning on the first day of the next succeeding fiscal year following the fiscal year in which the chairman is elected. The Chairman of the Board of Trustees shall preside at all meetings of the Board of Trustees. The Chairman of the Board of Trustees may also, by written directive, convene a special meeting of the Board of Trustees. The Chairman of the Board of Trustees shall have the power to appoint and remove persons for any standing committees of the Trust and to establish and to appoint the members of any *ad hoc* committees of the Trust. The Chairman of the Board of Trustees shall be a co-trustee of the Trust. The current Chairman shall serve at the pleasure of the Board of Trustees until the elected chairman assumes office on 1 May 2011. Thereafter, the Chairman may be removed only by a vote of a majority of co-trustees present in person or by proxy at a duly convened meeting of co-trustees and upon a prior finding that the elected chairman is guilty of malfeasance, gross neglect, or breach of fiduciary duty. Any person serving as the Chairman of the Board of Trustees may resign as Chairman by written notice to the other co-trustees. Such resignation shall be effective thirty (30) days after delivery of such

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notice unless the Board of Trustees by resolution duly adopted specifies an earlier date.

Section 3.       Secretary of the Board of Trustees. Beginning with its annual meeting held in 2010, and continuing at each succeeding annual meeting held in even years, the Board of Trustees shall elect a secretary. The term of the secretary so elected shall be for two (2) years beginning on the first day of the next succeeding fiscal year following the fiscal year in which the chairman is elected. The Secretary of the Board of Trustees shall (a) record minutes of all meetings of the Board of Trustees, (b) see that all notices are duly given in accordance with the provisions of these By-Laws; (c) be custodian of the records of the Trust; (d) keep a register of the post office address, E-mail address, if any, and voice and data, if any, telephone numbers for each co-trustee of the Trust, and (e) in general perform all duties as from time to time may be assigned or delegated by the Board of Trustees. The Secretary may, but need not be, a co-trustee of the Trust. In the absence of any election of a Secretary by the Board of Trustees, then the Chairman of the Board of Trustees shall perform and assume the duties of the Secretary, or absent the election of a Chairman by the Board of Trustees, then the managing Trustees shall assume and perform the duties of the Secretary. The current Secretary shall serve at the pleasure of the Board of Trustees until the elected secretary assumes office on 1 May 2011. Thereafter, the Secretary may be removed only by a vote of a majority of co-trustees present in person or by proxy at a duly convened meeting of co-trustees and upon a prior finding that the elected secretary is guilty of malfeasance, gross neglect, or breach of fiduciary duty. Any person serving as the Secretary of the Board of Trustees may resign as Secretary by written notice to the other co-trustees. Such resignation shall be effective thirty (30) days after delivery of such notice unless the Board of Trustees by resolution duly adopted specifies an earlier date.

Section 4.       Treasurer of the Board of Trustees. Beginning with its annual meeting held in 2010, and continuing at each succeeding annual meeting held in even years, the Board of

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Trustees shall elect a treasurer. The term of the treasurer so elected shall be for two (2) years beginning on the first day of the next succeeding fiscal year following the fiscal year in which the chairman is elected. The Treasurer of the Board of Trustees shall (a) have charge and custody of, and be responsible for, all funds and securities of the Trust; (b) receive and give receipts for moneys due and payable to the Trust from any source whatsoever, and deposit all such moneys in the name of the Trust in such banks, trust companies or other depositories as shall be selected by the Board of Trustees, or in the absence of any action by the Board of Trustees, then by the managing Trustees, and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Board of Trustees. The Treasurer shall be a co-trustee of the Trust. In the absence of any election of a Treasurer by the Board of Trustees, then the managing Trustees shall assume and perform the duties of the Treasurer. The current Treasurer shall serve at the pleasure of the Board of Trustees until the elected treasurer assumes office on 1 May 2011. Thereafter, the Treasurer may be removed only by a vote of a majority of co-trustees present in person or by proxy at a duly convened meeting of co-trustees and upon a prior finding that the elected treasurer is guilty of malfeasance, gross neglect, or breach of fiduciary duty. Any person serving as the Treasurer of the Board of Trustees may resign as Treasurer by written notice to the other co-trustees. Such resignation shall be effective thirty (30) days after delivery of such notice unless the Board of Trustees by resolution duly adopted specifies an earlier date.

Section 5.       *Nominations of Officers.* Any co-trustee may nominate any person for election to the office of chairman, secretary or treasurer, or any combination thereof, by written notice to each of the other co-trustees, delivered not more than sixty (60), nor less than thirty (30), calendar days prior to the date for the annual meeting held in an even year. No person shall make any such nomination unless the nominee shall have first consented to stand for election. A

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written nomination may be accompanied by a statement of justification for the nomination should the nominator so desire. However, nothing shall preclude the co-trustees from electing a person not so nominated and who consents to stand for election for election to any of the foregoing offices by the vote of a majority of co-trustees present in person or by proxy at a duly convened meeting of co-trustees.

Section 6.       Committees. By resolution the Board of Trustees may establish one or more committees to assist in the discharge of the fiduciary responsibilities of the co-trustees. Membership in any such committee shall be fixed and determined, from time to time, by resolution of the Board of Trustees, *provided however* that (1) every committee member shall be a co-trustee or be a member of the Trustee Advisory Body (“TAB”), (2) the incumbent treasurer shall be a member of the Budget Committee if so established, and (3) neither any officer nor any managing or co-managing trustee shall be a member of the Audit Committee if so established. Any committee so established shall perform such tasks and functions as the Board of Trustees may by resolution prescribe, and it shall report its findings, conclusions and recommendations to the Board of Trustees. The Board of Trustees may constitute any such committees as standing or as *ad hoc*. Members of committees may be reimbursed their reasonable expenses incurred in the course of their attendance and participation in committee meetings subject to the provisions relative to reimbursement of expenses set forth in section five of article IV of these by-laws. All committee action shall be subject to review and disposition by action taken by the Board of Trustees, and any recommendation by a committee, whether standing or *ad hoc*, shall be advisory only and is subject to review, modification and approval or rejection by the Board of Trustees.

Section 7.       Major Transactions Outside the Authority of the Managing Trustees. Notwithstanding any contrary provision of the preceding Section 1., no managing Trustee of the Trust shall have any power or authority to engage in or undertake any of the following acts,

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decisions, or transactions, each of which shall be referred to as “major transaction”, which shall be beyond the authority of the managing Trustees, and which may be undertaken and committed solely upon the express written authorization of the Board of Trustees: (1) the sale, transfer, or conveyance of any real property which is an asset of the Trust, (2) the sale, transfer, or conveyance, during any given fiscal year of the Trust, of any personal property which is outside the ordinary course of business of the Trust, and which constitutes more than five per cent (5.00%) of the value of the entire assets of the Trust, (3) the disbursement from the assets of the Trust, of any sum to any single professional firm or person, or to any other single vendor furnishing goods or services to the Trust, for goods or services rendered outside the ordinary course of business of the Trust, (4) the modification or alteration of any investment policy or course of investment practice previously articulated and adopted by the Board of Trustees, (5) the selection or engagement of an investment manager or advisor to the Trust, and (6) any other act, decision, or transaction expressly reserved to the discretion of the Board of Trustees by its written resolution, the adoption of which resolution a managing Trustee has been given notice, or has actual notice.

Section 8. Executive Director. The Board of Trustees may, by resolution duly adopted, employ a person to serve as the Executive Director of the Trust. The Executive Director shall serve at the pleasure of the Board of Trustees subject however to such terms and conditions for his employment as the Board of Trustees may establish and ratify. No co-trustee shall be eligible to serve as the Executive Director. During any period of the employment of an Executive Director, no co-trustee shall either serve, or be designated or appointed, as a managing co-trustee. The Executive Director shall report directly to the Chairman of the Board of Trustees. He shall also report to the other co-trustees, from time to time, as events and circumstances require. The Executive Director shall also give an annual report to the Board of Trustees at its annual meeting,

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or at such other time as the Board of Trustees shall establish, which report need not be written. Unless the Board of Trustees by resolution duly adopted directs otherwise, the Executive Director shall be responsible for the day-to-day management and prudent and efficient administration of the Trust. The Executive Director may exercise any power, discretion, or authority, and he may engage in any transaction, which a co-trustee duly appointed as the managing co-trustee could so exercise. Subject to the requirements of local law, including section 64.2-769 of the 1950 Code of Virginia as amended, ("the Virginia Uniform Trust Code"), the Board of Trustees, any co-trustee, or any officer of the Trust may delegate to the Executive Director all or any part of such person's fiduciary responsibility provided he or she exercises reasonable care, skill, and caution in (i) making such delegation, (ii) establishing the scope and term of such delegation, and (iii) monitoring the performance of the Executive Director in the discharge of any such delegated fiduciary responsibility. The Board of Trustees, co-trustee, or the officer making such delegation, as the case may be, may revoke any such delegation at any time by notice to the Executive Director provided that the Executive Director shall not be liable for any action taken in the discharge of such delegated responsibility prior to the receipt of such notice unless such action constitutes malfeasance, a criminal or intentionally tortious act, gross neglect, a breach of a term of employment, or if it was undertaken in the absence of good faith. With the advice and consent of the Board of Trustees, the Executive Director may select, engage, and employ on behalf of the Trust such other persons reasonably necessary for the efficient discharge of his duties. The Executive Director shall be deemed an employee and agent of the Trust, not a fiduciary.

### **ARTICLE III. MEETINGS OF THE BOARD OF TRUSTEES.**

**[Amended 10-27-10; Amended 1-20-19.]**

Section 1. *Annual Meetings.* The Board of Trustees shall meet at least once each

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year during the month of October, for the purpose of receiving and acting upon the annual report of the managing Trustees, or the Executive Director, as the case may be, relative to the actions taken by the Trust during the preceding fiscal year, and for taking any other action which may be required for the efficient management and administration of the Trust. The first annual meeting of the Board of Trustees occurred on 28 October 1996 in Herndon, Virginia. Subsequent annual meetings shall be held on the fourth Monday of each October, at such time and location as the Board of Trustees may prescribe, or in the absence of such designation, then at such time and location as the Chairman of the Board of Trustees may prescribe. The Board of Trustees may by resolution prescribe an alternate date, time and place for holding the annual meeting, or for any special meeting. Annual or special meetings need not be held in the Commonwealth of Virginia.

Section 2.       Special Meetings. Special meetings of the Board of Trustees may be called by, or at the request of, (a) the Chairman of the Board of Trustees, (b) the managing Trustees, or (c) two (2) or more co-trustees. The person or persons authorized to call a special meeting of the Board of Trustees may fix any place and time for the special meeting.

Section 3.       Notice. Notice of date, time, and place of every annual or special meeting shall be given to each co-trustee of the Trust. In the instance of the date, time, and place of any such annual or special meeting having been prescribed by resolution duly adopted by the Board of Trustees, then any co-trustee who was present, either in person or via proxy, at such meeting at which the resolution was adopted shall be deemed to have waived notice. Notice of an annual or special meeting may be given to any co-trustee through use of any of the various modes of notice, and within the time frames for such notice, as are authorized and prescribed by the following Section 4. of this Article III. Every notice of an annual or special meeting shall specify the particular matters or questions to be considered and decided at such meeting, which

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specification may be furnished by attaching a copy of a proposed agenda of the meeting for which such notice is given. Nothing herein shall be construed to prevent the assemblage of the co-trustees attending such meeting from amending the proposed agenda or from considering matters not specified in the notice. Any co-trustee may waive notice of any meeting. The attendance by a co-trustee at a meeting shall constitute a waiver of notice for such meeting unless the co-trustee at the beginning of the meeting, or promptly upon his or her arrival, objects to the adequacy of notice of the meeting and the transaction of business at the meeting and thereafter does not vote for, or assent to, any action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

Section 4. *Manner and Timing of Notice.* Any notice or document which any co-trustee shall be entitled to receive shall be given to such co-trustee in at least one (1) of the following manners: (1) in person, (2) via United States first class mail, postage prepaid, addressed to the post office address of such co-trustee as it appears on the records of the Trust, (3) via overnight private delivery courier service, such as FedEx, or UPS, again addressed to the residential or office address of such co-trustee as it appears on the records of the Trust, (4) via facsimile device, fax modem, or telecopier machine directed to the fax or data telephone number of such co-trustee as it appears on the records of the Trust, or (5) via electronic mail (E-mail) directed to the E-mail or other computerized Internet address for such co-trustee as it appears on the records of the Trust. Notice shall be deemed timely given when transmitted at least seven (7) calendar days in advance of such meeting when notice is given via any mode other than by United States first class mail. In the case of United States first class mail, notice is timely given when deposited with the United States Postal Service at least ten (10) calendar days prior to such meeting. In the case of the delivery of any notice or document via electronic mail (email) or

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facsimile device, fax modem, or telecopier machine, which notice or other document a co-trustee is entitled to receive, and if such notice or document is also required by these By-Laws to be signed and acknowledged by an officer authorized to administer oaths, then the transmission by E-mail of a message attesting to affixation of such signature and acknowledgment on such notice or document shall be deemed to be sufficient compliance with any such by-law provision, provided that upon the written request of any co-trustee of the Trust, the hard copy of such notice or other document, bearing such signature and acknowledgment, shall be produced for reasonable inspection. Absent production of the hard copy of such notice or document within a reasonable time, upon the written demand of a co-trustee, the delivery of any such notice or other document shall then be deemed not to have been in compliance with the provisions of this Section 4. of Article III.

Section 5.       Quorum. A majority of the number of co-trustees then serving under the Trust shall constitute a quorum for purpose of transacting business at a meeting of the Board of Trustees. Notwithstanding this Section 5. of this Article III, and pursuant to the provisions of paragraph F. of Article XVIII of the Joseph H. Launders Declaration of Trust dated 10 January 1991, and as recited in the Fourth Amendment dated 9 August 1996, no action shall be taken at any such meeting unless such action shall be authorized by the affirmative vote of at least a majority of the co-trustees then serving under the Trust, regardless of the number of co-trustees actually attending the meeting.

Section 6.       Manner of Acting. The act of the majority of the co-trustees then serving under the Trust taken at a meeting at which a quorum is present shall be the act of the Board of Trustees. Before voting on any proposition placed before the Board of Trustees for disposition, the co-trustees shall discuss the subject matter and shall make a good faith effort to reach a consensus and unanimity of opinion regarding disposition of the matter and the proposed action

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to be taken by the Trust.

Section 7. *Voting at a Meeting of the Board of Trustees.* A co-trustee may vote either in person, or *in absentia*, at any meeting, either annual or special, of the Board of Trustees. All such votes taken at a meeting of the Board of Trustees shall be recorded in the minutes of the meeting. Any vote cast by a co-trustee *in absentia* shall be taken by means of a writing transmitted to and received by, within the ten (10) day period which begins five (5) days prior to the meeting and ends five (5) days after the meeting, the Secretary of the Board of Trustees, or in the absence of a Secretary, then to the Chairman of the Board of Trustees, or in the absence of a Chairman, then to the managing Trustees, and so transmitted through one (1) or more of the preceding modes of notice, and within the time frames, as are prescribed by the preceding Section 4. of this Article III. Such writing shall be signed by the co-trustee, and acknowledged before an officer qualified to administer oaths, who may be a notary public, a consul-general of the United States, or an officer of the United States Armed Forces, and shall identify the action(s) or matter(s) before the Board of Trustees on which the co-trustee wishes to vote *in absentia*, and shall specify the vote to be cast on such matter or matters. Such writing shall be preserved as a permanent record among the minutes of the meetings of the Board of Trustees.

Section 8. *Delegation of Authority By Proxy.* Pursuant to the provisions of paragraph C. of Article XVIII of the Joseph H. Launders Declaration of Trust dated 10 January 1991, and as recited in the Fourth Amendment dated 9 August 1996, and local law including §64.2-756.E. of the 1950 Code of Virginia, as amended (“the Virginia Uniform Trust Code”), any co-trustee may at any time delegate to any other co-trustee his or her powers and discretion to act as a co-trustee. Such delegation may be temporary or indefinite, and may be for purposes of acting solely at one (1) or more meetings of the Board of Trustees which such delegating co-trustee is unable to attend. In the instance of a temporary delegation, which shall be limited to

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action to be taken at a specific meeting of the Board of Trustees, such delegation may be referred to, and designated as, a proxy. Any such delegation or proxy made in compliance with the provisions of paragraph F. of Article XVIII of the Joseph H. Launders Declaration of Trust dated 10 January 1991, as amended, as recited in the Fourth Amendment dated 9 August 1996, shall be in writing, signed by the delegating co-trustee, and acknowledged before an officer authorized to administer oaths, who may be a notary public, a consul general of the United States, or an officer of the United States Armed Forces. Such delegation or proxy shall bear the date of its execution, shall indicate whether it is temporary or indefinite, and in the instance of a temporary delegation, shall specify the date or dates, including the specific meeting of the Board of Trustees at which such delegation shall govern, during which it shall have effect. No delegation or proxy shall become effective until a copy of it shall have been delivered to each co-trustee, which delivery may be accomplished by one (1) or more of the modes of notice, and within the time restrictions, as are prescribed in the preceding Section 4. of this Article III. No such delegation or proxy shall be revoked except by means of a writing delivered to the other co-trustees, the receipt of which shall be acknowledged by the Secretary of the Board of Trustees, or in the absence of a Secretary, then by the Chairman of the Board of Trustees, or in the absence of a Chairman of the Board of Trustees, then by a managing Trustees or trustee, if any, or if there is no managing co-trustee, then by the Executive Director, as the case may be. The Board of Trustees may prescribe a generic form for use in effecting any such delegation or proxy as is authorized by this Section 8. of Article III.

Section 9.      Trustee Meeting Participation Without The Need for Personal Attendance. One or more co-trustees may participate in any annual or special meeting of the co-trustees, without personally attending such meeting, by means of a mode of communication, such as telephone, computer connection, electronic mail (email), or other electronic communication

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device, as long as all co-trustees attending the meeting, either in person or by electronic device, may simultaneously communicate with each other. Any co-trustee who participates in a meeting of the co-trustees by means of any such electronic device shall be deemed to have attended such meeting. Any such co-trustee who does participate in such a meeting by electronic device may vote on any matter which comes before the co-trustees for decision, provided that such co-trustee shall comply with the provisions of the preceding Section 7. of this Article III relating to the manner of recording his or her vote.

Section 10. Resignations and Vacancies. Any co-trustee may at any time resign as a co-trustee of the Trust by means of writing signed by such co-trustee, and acknowledged before an officer authorized to administer oaths, who may be a notary public, a consul-general of the United States, or an officer of the United States Armed Forces. Such writing shall specify the effective date of the resignation, which shall not be any earlier than thirty (30) days after the date of delivery of such notice, and a copy of such writing shall be delivered to each of the other co-trustees of the Trust, which delivery shall be accomplished by one (1) or more of the modes of notice, and within the time restrictions, as are prescribed in the preceding Section 4. of this Article III. Pursuant to the provisions of paragraph E. of Article XVIII of the Joseph H. Launders Declaration of Trust dated 10 January 1991, and as recited in the Fourth Amendment dated 9 August 1996, upon receipt of such notice of resignation, the Board of Trustees may fill the vacancy caused by such resignation by duly authorized action taken at a meeting of the Board of Trustees.

#### **ARTICLE IV. COMPENSATION AND REIMBURSEMENT OF TRUSTEE.**

**[Amended 10-27-10; Amended 1-30-12; Amended 1-20-19.]**

Section 1. Fiduciary Compensation. Each co-trustee of the Trust shall, during the

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period of his or her service as such, be entitled to receive compensation as a fiduciary. The aggregate fiduciary compensation payable to all co-trustees of the Trust during any fiscal year of the trust shall not exceed the maximum Trustee compensation prescribed pursuant to the provisions of paragraph J. of Article XVIII of the Joseph H. Launders Declaration of Trust dated 10 January 1991, and as is recited in the Fourth Amendment dated 9 August 1996, as calculated in accord with the provisions of the following Section 2. of this Article IV.

Section 2. Annual Calculation of Maximum Fiduciary Compensation. Not later than the last day of the first month following the end of each fiscal year of the Trust, the managing co-trustees, or should there be no managing co-trustees, then the Treasurer or such person or persons to whom the Treasurer shall delegate this task, shall ascertain, compute and report in writing the sum of the total income generated by the assets of the trust during the preceding fiscal year of the Trust, in addition to the value of the assets of the Trust computed as of the last day of the preceding fiscal year, and for purposes of calculating the maximum Trustee compensation prescribed pursuant to the provisions of paragraph J. of Article XVIII of the Joseph H. Launders Declaration of Trust dated 10 January 1991, and as is recited in the Fourth Amendment dated 9 August 1996, as amended by a certain Order of the Circuit Court of Fairfax County, Virginia entered on 8 January 2010. The value of any real estate included among the trust assets shall be valued at its highest and best use and in light of its potential for development, and not upon its present use. In the absence of any resolution adopted by the Board of Trustees to the contrary, for purposes of this provision the value of any real estate included in the trust assets shall be fixed at either (1) the fair market value as determined by the most recently obtained real estate appraisal report prepared by a licensed real estate appraiser, or (2) the year-end fair market value as reported on the Trust's 990-PF tax return as filed with the Internal Revenue Service for any tax year beginning on or after 2 May 2006, whichever is higher.

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Section 3. *Advance Payments of Fiduciary Compensation.* Notwithstanding such restriction, however, the Board of Trustees may, by resolution, or by amendment to these by-laws, provide for advance payments of fiduciary compensation to any Trustee or co-trustee at various times during the fiscal year of the Trust and upon application by any such Trustee or co-trustee. Any fiduciary compensation prescribed for the attendance by a co-trustee at any annual or special meeting of the Board of Trustees need not be set at a uniform amount for each co-trustee.

Section 4. *Annual Reconciliation of Fiduciary Compensation.* As soon as practical after the end of each fiscal year of the Trust, and upon the report of the Treasurer, or such person to whom the Treasurer has delegated this task, the Board of Trustees shall reconcile the aggregate fiduciary compensation advanced to the co-trustees in the preceding fiscal year, or due the co-trustees for attendance at the annual, and any special, meetings of the Board of Trustees held during such preceding fiscal year but which has yet to be advanced, with the maximum fiduciary compensation due the Trustee as prescribed by the provisions of paragraph J. of Article XVIII of the Joseph H. Launders Declaration of Trust dated 10 January 1991, and as is recited in the Fourth Amendment dated 9 August 1996, and as further amended by the Order of the Circuit Court of Fairfax County, Virginia entered on 8 January 2010, which has been calculated with reference to the provisions of the preceding Section 2. of this Article IV. If this maximum fiduciary compensation has not been exceeded for such preceding fiscal year, then the Board of Trustees may (1) elect to waive and relinquish the difference between the fiduciary compensation actually advanced or justly due the co-trustees and the maximum fiduciary compensation to which Trustee is entitled, (2) apportion and allocate such difference among the co-trustees in proportion to their relative time expenditures in the preceding year in discharging their respective fiduciary duties and obligations, (3) carry forward such difference to be added to, and so as to increase, the

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amount of maximum fiduciary compensation otherwise prescribed or permitted for payment during the next succeeding fiscal year, or (4) divide such difference equally among the various co-trustees. If, on the other hand, this maximum fiduciary compensation due the Trustee has been exceeded during the preceding fiscal year, then the Board of Trustees shall endeavor to adjust and reduce the projected fiduciary compensation due the co-trustees during the current fiscal year in order to counterbalance such excess by reducing actual fiduciary compensation to be advanced or which they expect will be justly due during the current fiscal year. Such action shall be accomplished by the Board of Trustees either by adjusting the per diem fiduciary compensation paid to each co-trustee for meeting attendance during such fiscal year, or by curtailing the number of meetings of the Board of Trustees during such fiscal year.

Section 5. Reimbursement of Expenses. Each co-trustee shall be entitled to reimbursement from the assets of the Trust for his or her reasonable expenses incurred in discharging his or her fiduciary duties as a co-trustee. Such expenses shall include, but not be limited to, the cost of transportation for hire as reasonably necessary to attend meetings of the Board of Trustees, a reasonable allowance for travel by personal automobile or rental car to and from meetings of the Board of Trustees, and lodging and meal expenses incurred while attending meetings of the Board of Trustees. The Board of Trustees may promulgate and adopt a written policy for the reimbursement of the expenses described in this section, and the terms of any such policy shall govern unless such terms are manifestly inconsistent with this section. No such claim for reimbursement shall exceed an amount which is reasonable, customary, and actually necessary for fiduciary service by a co-trustee. Every claim for reimbursement of such expenses shall be made in writing, signed by the co-trustee, and accompanied by sufficient documentation, receipts, or vouchers evidencing the expense incurred as would satisfy ordinary prudent business accounting practices. Upon receipt of any such request for reimbursement of expenses, the

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managing Trustees shall disburse such reimbursement as may be due, or if the amount of any such reimbursement exceeds the sums for which the managing Trustees have disbursement authority pursuant to the provisions of Section 5. of Article I of these By-Laws, then the managing Trustees shall submit such request for reimbursement for action at the next meeting of the Board of Trustees. No reimbursement shall be made which would constitute an act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1986, as amended, or any successor or corresponding provision.

Section 6. Segregation of Time Expenditures by Co-Trustee Professionals. In the event that any co-trustee is engaged to furnish or render professional services for the benefit of the Trust, such as legal, accounting, or investment advice, and as is authorized by the provisions of paragraph G. of Article XVIII of the Joseph H. Launders Declaration of Trust dated 10 January 1991, and as is specifically recited in the Fourth Amendment dated 9 August 1996, such co-trustee shall compile, maintain, and preserve sufficient records of his or her time expended in the rendition of such professional services as to justify and substantiate the professional services so rendered, and shall further segregate and distinguish such time expenditures from time expended by such co-trustee in his or her service as a fiduciary. In the occasional instance in which a co-trustee may be acting at a given time in a dual capacity, both as a professional and as a fiduciary, such co-trustee may, in good faith, propose an arbitrary division and allocation of time between these dual functions. All such allocations and segregation of time by a co-trustee who is furnishing professional services for the benefit of the Trust shall be accomplished in good faith, and reviewable and subject to adjustment by the Board of Trustees. Every co-trustee, whether furnishing professional services or not, is enjoined to compile, maintain, and preserve adequate time records of his or her service as a fiduciary of the Trust.

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## **ARTICLE V. FINANCIAL PRACTICES.**

**[Amended 10-27-10; Amended 10-29-17; Amended 1-20-19.]**

Section 1.        Contracts. The Board of Trustees may, at any time, authorize or enjoin any managing Trustee, or Trustees, or any other officer or agent of the Trust, to enter into, or to refrain from entering into, any contract on behalf of the Trust, or to execute and deliver, or to refrain from executing and delivering, any instrument in the name of and on behalf of the Trust. Such authority may be general or confined to specific instances.

Section 2.        Loans. No loan shall be contracted on behalf of the Trust and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances. All such indebtedness shall be evidenced by a promissory note signed by the managing Trustee or Trustees of the Trust.

Section 3.        Checks, Drafts, Notes and Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Trust, shall be signed by one or more of the managing Trustees, or if there is no managing trustee or co-trustee, then by the Executive Director, except that any disbursement in excess of Five Thousand Dollars (\$5,000.00) authorized by the managing Co-Trustees or the managing co-trustee, if any, or the Executive Director, as the case may be, shall be signed by at least one (1) managing Co-Trustee or by the Executive Director, and countersigned by at least one (1) other co-trustee with authority granted by the Board of Trustees to sign checks.

Section 4.        Deposits. All funds of the Trust not otherwise employed shall be deposited from time to time to the credit of the Trust in such banks, trust companies, or other

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depositories as the Board of Trustees, or in the absence of any such action by the Board of Trustees, then the managing Trustees, may select.

Section 5. Fiscal Year. The fiscal year of the Trust, for purposes of tax and financial accounting, shall be the year ending on the last day of December, *provided however* that effective 1 May 2006 and coincident with the establishment of The Ruth and Hal Launders Charitable Trust, the fiscal year of the Trust shall be the year ending on 30 April. The Trust shall adhere to the modified cash method of accounting.

#### **ARTICLE VI. VACANCIES ON THE BOARD OF TRUSTEES.**

**[Adopted 3-12-01; Amended 1-30-12.]**

Section 1. Declaration of Vacancy. Any decision to elect a successor co-trustee must first be preceded by a finding of the board of co-trustees that a vacancy exists on the board. Any finding that a vacancy exists shall be followed by a successive determination by the board of co-trustees that it should consider candidates for election as a successor co-trustee rather than to leave the vacancy unfilled. This finding and determination shall be accomplished by a majority vote of the co-trustees who are present and voting at a duly convened meeting of co-trustees. In the absence of such a finding and determination, no action to elect a successor co-trustee shall ensue or occur.

Section 2. Proposal of Candidates. If the board of co-trustees makes both a finding that a vacancy exists and determines that candidates should be considered for election as a successor co-trustee to fill such vacancy, then any co-trustee may identify one (1) or more

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individuals as candidates for election as a successor co-trustee. The names, personal and professional biographical data, and other qualifications of any such candidate or candidates shall be communicated in writing by the proposing co-trustee to each of the other co-trustees. Such written materials shall include a brief statement of why the proponent believes the candidate or candidates would make a suitable co-trustee.

Section 3. Voting Procedures. No vote to elect any such candidate so proposed for election as a successor co-trustee shall take place until such time as each co-trustee shall have received the written information described above and also shall have been given a reasonable amount of time to consider, digest, evaluate, and undertake any desired further investigation of the qualifications of the candidate or candidates who have been proposed to serve on the board of co-trustees. Any co-trustee may require a delay in the voting on such candidates if such co-trustee asserts in any open meeting of the co-trustees that insufficient time has been allotted to undertake this consideration, evaluation, and investigation. Any request for such a postponement shall be recorded in the minutes of the meeting. Any such postponement shall not last any longer than the next duly convened meeting of the co-trustees.

Section 4. Effect of Board Action on Vacancy. When all of the above described procedures have been observed and satisfied, the board of co-trustees may elect a successor co-trustee to fill a vacancy on the board of directors. Alternatively, the board of co-trustees may vote not to elect any of the proposed candidates. In the event no successor co-trustee is elected, the vacancy shall remain unfilled until additional candidate(s) are proposed by any co-trustee. In the event that additional candidate(s) are proposed, the foregoing procedures will be followed.

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Any elections or votes taken pursuant to these procedures shall be accomplished by a majority vote of the co-trustees present and voting in a duly convened meeting of co-trustees.

Section 5. Applicable Policies and Guidelines for Trustee Succession. The Board may adopt a set of written policies and guidelines for its use in electing a person to fill any vacancy resulting from the death, resignation, or incapacity of any member of the Board of Trustees. In the event any such set of written policies or guidelines is adopted, the Board shall refer to and be guided by the same in the exercise of its discretion to fill a vacancy on the Board of Trustees. Such guidelines and policies, if adopted, shall not serve to amend or supplant the applicable provisions of this article, the other provisions of the By-Laws, or the Declaration of Trust referred to in the Preamble (Article I.) of the By-Laws, nor shall they be applied to contravene applicable law.

**ARTICLE VII. RULES APPLICABLE TO**  
**THE RUTH AND HAL LAUNDERS CHARITABLE TRUST.**

**[Adopted 5-18-01; Amended 6-26-07; Amended 10-30-07;**

**Amended 10-27-10; Amended 1-30-12; Amended 2-11-13\*; Amended 1-20-19.]**

Section 1. Scope of Rules. The following rules are adopted to govern and constrain the conduct and operation of the trustees in the management of The Ruth and Hal Launders Charitable Trust (“the charitable trust” or “the Trust” interchangeably), a subsidiary trust of the Joseph H. Launders Trust which is created, under the terms of the Revocable Declaration of Trust for the Joseph H. Launders Trust, upon the death of the Grantor or the Grantor’s wife. The

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Grantor's wife survived him but died on 11 May 2001. The following rules shall govern the trustees as of the death of Ruth C. Launders and are intended to implement and accomplish the directive in the aforesaid Declaration of Trust that the Trustee "is directed to establish, hold, manage, and administer this trust as a charitable trust which qualifies under §§ 170(c), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended. It is the intent of this Article VII that the charitable trust shall at all times upon and after it first acquires assets be operated and administered in compliance with all applicable federal tax laws and regulations governing a tax-exempt charitable private foundation. In the event of any provision of these By-laws is deemed to be in conflict, or otherwise incapable of reconciliation, with the provisions of this Article VII, then the provisions of this article shall control and prevail over the irreconcilable provision or provisions and they shall be deemed to have been excised and deleted from these By-laws but without affecting the continuing force and validity of the remaining by-laws of the trust.

Section 2.     *Restrictions on Political Activity.* The charitable trust shall not participate or intervene in any political campaign, support or endorse any candidate for public office, or publish or distribute any statements which contravene these restrictions. No substantial part of the activities of the charitable trust shall be engaged in the carrying on of propaganda, or otherwise engaged in attempting to influence the passage or defeat of any legislation. In no event shall the trust undertake, engage in, or conduct any activity, nor shall it exercise any power or discretion, which would cause it to be disqualified as an organization exempt from federal income taxes under the provisions of § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or

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any corresponding or successor provision.

Section 3. *Income Tax Exemption of Trust.* The Trustees shall apply to the Internal Revenue Service within a reasonable period of time after the creation of the Ruth and Hal Launders Charitable Trust for its exemption from federal income taxes under § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding or successor provision.

Section 4. *Trust To Operate as a Private Foundation.* The charitable trust shall in all instances operate and conduct its activities in a manner such that it shall qualify as a private foundation within the meaning of § 509(a) of the Internal Revenue Code of 1986, as amended, or any corresponding or successor provision. The charitable trust shall distribute its income for each taxable year at such times and in such amounts as not to be subjected to the tax on undistributed income imposed by § 4942 of the Internal Revenue Code of 1986, as amended, or any successor or corresponding provision. The charitable trust shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1986, as amended, or any successor or corresponding provision. The charitable trust shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code of 1986, as amended, or any successor or corresponding provision. The charitable trust shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1986, as amended, or any successor or corresponding provision. The charitable trust shall not make any investments in such a manner as to be subjected to tax under §4944 of the Internal Revenue Code of 1986, as amended, or any successor or corresponding provision. The charitable trust shall not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code of 1986, as amended,

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or any successor or corresponding provision. The charitable trust shall not make any taxable expenditures in §4945(d) of the Internal Revenue Code of 1986, as amended, or any successor or corresponding provision. In the event of, and upon, the dissolution of the charitable trust, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision 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.

Section 5. Annual Stipend Paid for Fiduciary Service. Effective for the fiscal year in which this by-law is adopted, every person serving as a co-trustee of the Trust shall be entitled to receive an annual stipend of Ten Thousand Dollars (\$10,000) as compensation for his or her service as a co-trustee. Each co-trustee accepting such annual stipend shall be expected to attend and participate in each regular and special meeting of the Trust held during such fiscal year and to review any written materials distributed to the co-trustees in preparation for such meeting unless illness or other detaining cause prevents his or her attendance and participation. Except as otherwise provided in the following section 6., no co-trustee shall be paid, nor shall any co-trustee be entitled to receive, any additional compensation for his or her service as a fiduciary. Nothing in this section shall be construed to preclude a co-trustee from making a claim, or receiving a payment from the Trust, for the reimbursement of reasonable expenses incurred in accord with section 5. of Article IV. of the By-laws.

Section 6. Additional Annual Stipend Paid For Supplemental Fiduciary Service.

(a.) Effective as of the fiscal year commencing on 1 May 2013 and continuing in each

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successive fiscal year until modified or adjusted by resolution of the Board of Trustees, each person serving as a co-trustee shall be entitled to receive a supplemental annual stipend of Six Thousand Five Hundred Dollars (\$6,500) if such person, in addition to due preparation for and attendance at each regular and special meeting of the Trust, devotes ten (10) or more hours to Trust business, which may be expended consecutively or cumulatively over more than one day, and which time is expended during the course of the fiscal year. For purposes of this by-law, the term "Trust business" refers to any activity authorized by the Board of Trustees in which a co-trustee engages in a fiduciary capacity in furtherance of the charitable purpose of the Trust and is both reasonable and necessary to the discharge of the charitable mission of the Trust. The following is an illustrative, but not exhaustive, list of activities which include Trust business: (1) attendance at a convention or seminar sponsored by the Council on Foundations, Association of Small Foundations, or by some other sponsor providing educational services to the managers of a charitable private foundation, (2) consultation with an investment advisor or manager for the Trust, or an interview or other meeting with a prospective investment advisor or manager for the Trust held outside of a duly notice and convened meeting of the Board of Trustees, (3) site visits to a charitable organization which is an actual or prospective grantee of the Trust, (4) participation in the business of a committee including attendance at a committee meeting, or (5) representation of the Trust at civic event or gathering in which the Trust's mission, or the memory of Hal or Ruth Launders, is a point of focus. A co-trustee shall be presumed to be engaging in Trust business in a fiduciary capacity unless such co-trustee is also a licensed professional authorized to perform professional services for the Trust and is in fact engaging in such Trust business in the capacity as a professional. A co-trustee is not engaged in Trust business as a

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professional unless he or she could have properly delegated the Trust business to a professional licensed to provide the same services as those which such co-trustee is licensed to provide, and who is not a co-trustee of the Trust.

(b.) Effective as of the fiscal year commencing on 1 May 2012 and continuing in each successive fiscal year until modified or adjusted by resolution of the Board of Trustees, a co-trustee who also serves as Chairman of the Board of Trustees, whether acting or not, shall be entitled to receive, in addition to any supplemental annual stipend paid in accord with the preceding paragraph (a.), an annual stipend of Two Thousand Dollars (\$2,000). Furthermore, effective as of the fiscal year commencing on 1 May 2013 and continuing in each successive fiscal year until modified or adjusted by resolution of the Board of Trustees and for so long as the Trust chooses not to employ a salaried director or other chief executive officer, and elects to self-manage its affairs, a managing co-trustee who serves as the Secretary and Treasurer of the Board of Trustees shall be entitled to receive, in addition to any supplemental annual stipend paid in accord with the preceding paragraph (a.), an annual stipend of Thirty-Six Thousand Dollars (\$36,000). Such annual stipend shall be deemed compensation for fiduciary services rendered in the discharge of the responsibilities of a co-trustee who serves as Chairman, as the Secretary and Treasurer, or as a managing co-trustee, as the case may be, of the Board of Trustees as such duties are set forth in Article II of the By-laws.

(c.) Effective with the fiscal year commencing on 1 May 2019 but only if on such date the Trust has an Executive Director, then during such fiscal year and during each successive fiscal year until modified or adjusted by resolution of the Board of Trustees, neither the preceding

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paragraphs (a.) and (b.) of this section shall apply, and instead each person serving as a Legacy Co-trustee shall be entitled to receive an annual supplemental stipend of Twenty Thousand Dollars (\$20,000), and each person not serving as a Legacy Co-trustee shall be entitled to receive an annual supplemental stipend of Five Thousand Dollars (\$5,000.00), if such person, in addition to his or her preparation for and attendance at each regular and special meeting of the Trust, devotes at least one hundred (100) hours to Trust business, which time may be expended consecutively or cumulatively over more than one day, and which time is expended during the course of the fiscal year. For purposes of this section, a person who was a co-trustee of the Trust on 30 April 2019 shall be deemed to be a "Legacy Co-Trustee". In addition, for purposes of this section, the term "Trust business" shall include any activity of a co-trustee undertaken in a fiduciary capacity in furtherance of the charitable purpose of the Trust and which is both reasonable and necessary to the discharge of the charitable mission of the Trust. The following is an illustrative, but not exhaustive, list of activities which include Trust business: (1) attendance at a convention or seminar sponsored by the Council on Foundations, Exponent Philanthropy formerly known as the Association of Small Foundations, or by some other sponsor providing educational services to the managers of a charitable private foundation, (2) consultation with an investment advisor or manager for the Trust, or an interview or other meeting with a prospective investment advisor or manager for the Trust held outside of a duly notice and convened meeting of the Board of Trustees, (3) site visits to a charitable organization which is an actual or prospective grantee of the Trust, (4) participation in the business of a committee including attendance at a committee meeting, or (5) representation of the Trust at civic event or gathering in which the Trust's mission, or the memory of Hal or Ruth Launders, is a point of focus. A co-

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trustee shall be presumed to be engaging in Trust business in a fiduciary capacity unless such co-trustee is also a licensed professional authorized to perform professional services for the Trust and is in fact engaging in such Trust business in the capacity as a professional. A co-trustee is not engaged in Trust business as a professional unless he or she could have properly delegated the Trust business to a professional licensed to provide the same services as those which such co-trustee is licensed to provide, and who is not a co-trustee of the Trust.

Section 7. Periodic Payment and Adjustment of Annual Stipends. The Trust may pay any annual stipend for fiduciary compensation, as such are prescribed in the preceding sections 5. and 6., in such installments and at such times as the Board of Trustees may direct. Nothing shall prevent the payment of the annual stipend, or any portion thereof, as described in any of the paragraphs in the preceding section 6, to a co-trustee who expresses an intention to engage in Trust business during the course of any fiscal year and prior to the performance of Trust business but subject to reconciliation to actual experience after the close of such fiscal year. The Board may, from time to time, adjust the amount of any of the annual stipends prescribed in the preceding sections by resolution including the determination of the amount of any annual stipend allowed to a person who is a co-trustee but is not a Legacy Co-Trustee. Furthermore, the Board may by resolution, from time to time, prescribe the amount of an annual stipend of supplemental fiduciary compensation due a co-trustee, if any, who serves as the Grant Administrator under an appointment made pursuant to the following section 10 of this article. Effective as of the fiscal year commencing on 1 May 2013 and continuing in each successive fiscal year until modified or adjusted by resolution of the Board, the amount of such annual stipend of supplemental fiduciary

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compensation payable to one or more co-trustees appointed to the position of Grant Administrator pursuant to the following section 10. of this article shall be Eighteen Thousand Dollars (\$18,000) with such sum to be allocated among such co-trustees as prescribed by resolution adopted by the Board. Subject to the requirement that no compensation for fiduciary service shall exceed the sums prescribed by the preceding sections 5., 6., and this section, no payment of fiduciary compensation shall be made except in accordance with the provisions of Article IV of the By-laws unless any of them conflict with the preceding sections 5., 6., or this section in which instance such sections shall control over the conflicting provision. In no event, however, shall the aggregate amount of fiduciary compensation paid to the Trustee, or to the collection of co-trustees, in any given fiscal year exceed the ceiling on maximum fiduciary compensation which is prescribed and permitted by the provisions of paragraph J. of Article XVIII of the Joseph H. Launders Declaration of Trust dated 10 January 1991, and recited in the Fourth Amendment dated 9 August 1996, as further amended by a certain Order of the Circuit Court of Fairfax County, Virginia entered on 8 January 2010, or as such ceiling may from time to time be adjusted in accordance with the annual reconciliation provisions of section 4. of Article IV of these By-laws.

Section 8. *Outside Review to Insure Best Practices.* The managing co-trustee or co-trustees, if any, or otherwise the Executive Director shall, from time to time, and as circumstances warrant, engage on behalf of the Trust a person or firm having no pecuniary interest or stake in the Trust, and who has demonstrable experience in evaluating the reasonableness of compensation policies and practices in the private foundation arena, to evaluate the compensation

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policies and practices of the Trust and to insure that they comply with all applicable requirements governing the Trust and charitable private foundations, where arising under the terms of the Declaration of Trust, the Code, any regulation promulgated pursuant to the Code, or other applicable law. The findings of such an outside contractor, which may, but need not be, an attorney-at-law licensed to practice in any State or in the District of Columbia, shall be reduced to writing and a copy shall be distributed by the managing trustee or co-trustee, if any, or by the Executive Director, as the case may be, to all members of the Board of Trustees, and a copy of such writing shall be placed among the records of the Trust. The expense of such an engagement and the preparation of such writing shall be an expense of the Trust.

Section 9. *Conflicts of Interest and Self-Dealing.* Effective with the adoption of this by-law and retroactive to the inception of the Ruth and Hal Launders Charitable Trust on 2 May 2006, the Trust adopts a Conflict of Interest and Avoidance of Self-Dealing Policy, a copy of which is attached to this by-law. Each co-trustee, by virtue of his or her service on the Board of Trustees, agrees in writing to acknowledge receipt of the aforesaid policy and to promise to abide by its provisions. Each co-trustee shall, from time to time, and as may be appropriate, re-affirm such agreement in writing.

Section 10. *Charitable Grant Administration.* No grant for charitable purposes shall be disbursed from the corpus of the Trust except with the approval of the Board of Trustees. The Board of Trustees may however from time to time adopt a policy for establishing a discretionary grant allowance to be allotted to each co-trustee, upon such terms and conditions as the Board shall prescribe, for the disbursement of grants to eligible organizations selected by such trustee,

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subject however to ratification and approval by the Board of Trustees. All aspects of grantmaking in discharge of the Trust's charitable mission, including the terms, conditions, scope, and purpose of all grants, are reserved to the judgment of the Board of Trustees. Unless the Board of Trustees has employed an Executive Director, in which case the Executive Director shall perform the functions of the Grant Administrator, the Board of Trustees may by resolution choose to appoint one or more co-trustees to the position of Grant Administrator to assist in the administration of grants. If so appointed, the Grant Administrator shall have primary responsibility for (i) reviewing grant applications for completeness and sufficiency, (ii) forwarding them to the Tax Advisor/Consultant designated by the Joseph H. Launders Declaration of Trust, or if such Tax Advisor/Consultant has resigned, is deceased or is incapacitated, then to such other appropriate resource, internal or external, for review and determination of tax compliance, and (iii) referring them when complete, and approved for tax compliance, to the Board of Trustees for disposition. If the Trust chooses to rely upon an Internet-based provider for the submittal and review of grant applications, or for archival and related functions, or both, the Grant Administrator shall have primary responsibility for the administration and maintenance of such Internet-based grant application site, including software training and support, and shall also insure that a record of all grants made by the Trust become part of an historic archive retrievable at such site. If requested, the Grant Administrator shall make an annual report to the Board of Trustees, which report need not be in writing. The Board of Trustees may by resolution designate one or more co-trustees to assist in grant administration by performing such necessary administrative tasks as composing and transmitting grant checks, receipts and other confirmatory documentation.

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Section 11. Trustee Advisory Body. The Board of Trustees may by resolution duly adopted create a Trustee Advisory Body, also known as the "TAB", to function as an advisory body to the Board of Trustees. The Board of Trustees shall appoint the members of the TAB in accord with such rules and practices as it shall prescribe. Members of the TAB shall serve at the pleasure of the Board of Trustees. The TAB shall provide such advice and guidance to the Board of Trustees as the Board shall request. All activities and actions taken by the TAB shall be subject to the purview and oversight of the Board of Trustees. Members of the TAB are not co-trustees of the Trust, shall not have any fiduciary duty or exercise any fiduciary responsibility. The Board of Trustees may establish policies and practices for the reimbursement of expenses reasonably and necessarily incurred by members of the TAB in the course of their activities. Any expense reimbursement made to members of the TAB shall comply, in all material respects, with the applicable provisions of section 5. of article IV. of these by-laws.

#### **ARTICLE VIII. TRUSTEES EMERITI.**

**[Adopted 11-9-09.]**

Section 1. Trustees Emeriti. The Board of Trustees may from time to time elect one of its co-trustees as a trustee emeritus, following receipt of notice of resignation of such co-trustee, in recognition of his or her past fiduciary service to the Trust. No person shall be a trustee emeritus while also serving as a member of the Board of Trustees.

Section 2. Term. A trustee emeritus shall serve indefinitely until his or her death, resignation, disability, or removal by action taken by the Board of Trustees. The disability of a

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trustee emeritus shall be determined in the same manner as is the disability of a co-trustee.

Section 3. Powers. A trustee emeritus shall not be a member of the Board of Trustees and may not vote on any matter which comes before, or which is otherwise reserved to, the Board of Trustees for action. A trustee emeritus may, however, attend meetings of the Board of Trustees and participate in debate and discussion on any matter or subject properly before the Board of Trustees. Upon request directed to the Secretary, a trustee emeritus may receive copies of agendas and minutes of meetings, either past or prospective, of the Board of Trustees and may inspect, during reasonable office hours and upon reasonable notice, any of the books and records of the Trust.

Section 4. Compensation and Expenses. A trustee emeritus shall not receive any compensation from the Trust for his or her services as such, and he or she shall not be entitled to reimbursement from the Trust of any of his or her expenses incurred in the course of attending meetings of the Board of Trustees or in otherwise acting as a trustee emeritus.

#### **ARTICLE IX. AMENDMENTS.**

These By-Laws may be altered, amended or repealed, or new by-laws may be adopted, by action of the Board of Trustees at any of its annual or special meetings, *provided however* that no such by-law adopted shall violate or transgress any of the express provisions or directives of the Joseph H. Launders Declaration of Trust dated 10 January 1991, as amended.

These By-Laws were adopted by the Co-Trustees of the Trust on the 3rd day of March, 1997, and were amended on the 12<sup>th</sup> day of March, 2001, on the 18<sup>th</sup> day of May, 2001, the 26<sup>th</sup>

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day of June, 2007, the 30<sup>th</sup> day of October, 2007, the 9<sup>th</sup> day of November, 2009, on the 27<sup>th</sup> day of October, 2010, on the 30<sup>th</sup> day of January, 2012, on the 11<sup>th</sup> day of February, 2013, on the 2<sup>nd</sup> day of November, 2014, on the 29<sup>th</sup> day of October, 2017, and on the 20<sup>th</sup> day of January, 2019.

\* Amendments adopted on 11 February 2013 were subject to a delayed effective date.



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**Jeffrey J. Fairfield, Secretary**

Note: The by-law amendments adopted on 11 February 2013 became effective on 19 April 2013 following receipt by the Secretary of a written opinion from Quatt Associates, Washington, D.C., independent third-party compensation consultant, that the fiduciary compensation payable pursuant to the by-law amendments so adopted is not excessive, unreasonable, or otherwise inconsistent with federal tax law and regulations applicable to private foundations.



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**Jeffrey J. Fairfield, Secretary**

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**Amendment, Restatements and Re-Adoption of By-Laws by the Co-Trustees**

We, the undersigned, being the all of the Co-Trustees of the Joseph H. Launders Trust established under a Declaration of Trust dated 10 January 1991, as amended, do on this 20<sup>th</sup> day of January, 2019 hereby amend, restate, and re-adopt these foregoing By-Laws of the Trust effective as of today.

*/s/ Jeffrey J. Fairfield*

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**Jeffrey J. Fairfield, Trustee**

*/s/ Rebecca F. Fehrs*

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**Rebecca F. Fehrs, Trustee**

*/s/ Jerome L. Lonnes*

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**Jerome L. Lonnes, Trustee**

*/s/ Eugenie W. Maine*

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**Eugenie W. Maine  
also known as Eugenie Maine, Trustee**

*/s/ Catherine Whelan McEvoy*

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**Catherine Whelan McEvoy  
also known as Catherine P. Whelan, Trustee**

[absent, not voting]

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**Jack H. Webb  
also known as John Webb, Trustee**

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THE RUTH AND HAL LAUNDERS CHARITABLE TRUST  
4/30/19

02-0703907  
STATEMENT 19

**PART X, LINE 1A**

PER PRIVATE LETTER RULING 201419017 (2/10/2014) - THE TAXPAYER'S  
UNDEVELOPED LAND, WHEN UNDER LEASE TO FAIRFAX COUNTY PARK AUTHORITY AT  
A NOMINAL OR NO COST, MAY BE EXCLUDED FROM THE AGGREGATE FAIR MARKET  
VALUE OF ASSETS USED IN COMPUTING MINIMUM INVESTMENT RETURN UNDER  
SECTION 4942(E)(1).