

Department of the Treasury Internal Revenue Service Ogden UT 84201
 Notice
 CP211A

 Tax period
 April 30, 2017

 Notice date
 October 23, 2017

 Employer ID number
 02-0703907

 To contact us
 Phone 1-877-829-5500

 FAX 801-620-5555

Page 1 of 1

087505.798309.366198.16650 1 AB 0.403 370

RUTH AND HAL LAUNDERS CHARITABLE TR % JEFFERY J FAIRFIELD 459 HERNDON PKWY BOX 546 HERNDON VA 20170-6220



087505

Important information about your April 30, 2017 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, 2017 Form 990PF.

Your new due date is March 15, 2018.

What you need to do

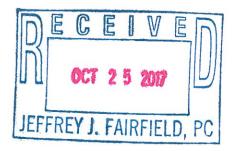
File your April 30, 2017 Form 990PF by March 15, 2018. We encourage you to use electronic filing—the fastest and easiest way to file.

Visit 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
- For tax forms, instructions, and publications, visit www.irs.gov or call 1-800-TAX-FORM (1-800-829-3676).
- Keep this notice for your records.

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



Form **990-PF**

Return of Private Foundation

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

OMB No. 1545-0052

Open to Public Inspection

Department of the Treasury Internal Revenue Service ► Do not enter social security numbers on this form as it may be made public. ► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning , 2016, and ending 20 May 1 April 30 17 Name of foundation A Employer identification number THE RUTH AND HAL LAUNDERS CHARITABLE TRUST 02-0703907 Number and street (or P.O. box number if mail is not delivered to street address) Room/suite **B** Telephone number (see instructions) P. O. BOX 546 703-437-9200 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here ▶ HERNDON, VIRGINIA USA 20172-0546 G Check all that apply: ☐ Initial return Initial return of a former public charity **D** 1. Foreign organizations, check here ▶ ☐ Amended return Final return 2. Foreign organizations meeting the 85% test, ☐ Address change □ Name change check here and attach computation · E If private foundation status was terminated under Check type of organization: Section 501(c)(3) exempt private foundation section 507(b)(1)(A), check here ▶ Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation Fair market value of all assets at J Accounting method: ☐ Cash ☐ Accrual If the foundation is in a 60-month termination end of year (from Part II, col. (c), ✓ Other (specify) Modified Cash under section 507(b)(1)(B), check here line 16) ▶ \$ 44,959,491 (Part I, column (d) must be on cash basis.) Part I Analysis of Revenue and Expenses (The total of (d) Disbursements (a) Revenue and (b) Net investment (c) Adjusted net for charitable amounts in columns (b), (c), and (d) may not necessarily equal expenses per books purposes the amounts in column (a) (see instructions).) (cash basis only) 1 Contributions, gifts, grants, etc., received (attach schedule) 2 Check ► ✓ if the foundation is **not** required to attach Sch. B 3 Interest on savings and temporary cash investments 2320 2320 4 Dividends and interest from securities 251928 251928 5a Gross rents h Net rental income or (loss) 6a Net gain or (loss) from sale of assets not on line 10 9175223 Gross sales price for all assets on line 6a Capital gain net income (from Part IV, line 2) . . 7 9175223 8 Net short-term capital gain 9 Income modifications 10a Gross sales less returns and allowances Less: Cost of goods sold . . . b С Gross profit or (loss) (attach schedule) Other income (attach schedule) 11 188143 188143 Total. Add lines 1 through 11 . . 12 9617614 9617614 Compensation of officers, directors, trustees, etc. 13 172000 86000 86000 Operating and Administrative Expenses 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) 255081 215929 39152 Accounting fees (attach schedule) 9170 4585 4585 Other professional fees (attach schedule) . С 46606 46606 17 8711 8711 18 Taxes (attach schedule) (see instructions) 722637 722637 19 Depreciation (attach schedule) and depletion . . . 20 21 Travel, conferences, and meetings 27141 13570 13571 22 Printing and publications 23 Other expenses (attach schedule) 185371 7259 178112 24 Total operating and administrative expenses. Add lines 13 through 23 1426717 1276150 150567 25 Contributions, gifts, grants paid 638000 638000 26 Total expenses and disbursements. Add lines 24 and 25 2064717 1276150 0 788567 27 Subtract line 26 from line 12: Excess of revenue over expenses and disbursements 7552897 **Net investment income** (if negative, enter -0-) . 8341464

Adjusted net income (if negative, enter -0-)

Page **2**

Form 990-PF (2016)

D۵	rt II	Attached schedules and amounts in the description column	Beginning of year	End o	of year		
Гσ	ЩЧШ	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	(a) Book Value	(b) Book Value	(c) Fair Market Value		
	1	Cash – non-interest-bearing	1317	9315	9315		
	2	Savings and temporary cash investments	1084208	1132702	1132702		
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ►					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other					
		disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶					
		Less: allowance for doubtful accounts ▶					
S	8	Inventories for sale or use					
Assets	9	Prepaid expenses and deferred charges					
ΑS	10a	Investments—U.S. and state government obligations (attach schedule)	3978498				
•	b	Investments—corporate stock (attach schedule)	5823299	4617786	4617786		
	C	Investments—corporate bonds (attach schedule)	3023277	2415626			
	11	Investments—land, buildings, and equipment: basis ► 31962866		2413020	2413020		
	• •	Less: accumulated depreciation (attach schedule) (c) appraisal attached	38767259	31962866	33300000		
	12	Investments—mortgage loans	30707239	31902000	33300000		
	13	Investments—other (attach schedule)	6574542	2404042	2404062		
	14	Land buildings and antique and basis	0374342	3484062	3484062		
	17	Less: accumulated depreciation (attach schedule) ▶					
	15	Other assets (describe ► Tax receivable)			0		
	16	Total assets (to be completed by all filers—see the	6	0	0		
	10	instructions. Also, see page 1, item I)	F / 000400	40,400057	44050404		
	17		56229129	43622357	44959491		
	17	Accounts payable and accrued expenses					
es	18	Grants payable					
Liabilities	19	Deferred revenue					
<u>.</u>	20	Loans from officers, directors, trustees, and other disqualified persons					
Ë	21	Mortgages and other notes payable (attach schedule)	21213941	0			
	22	Other liabilities (describe ►)					
	23	Total liabilities (add lines 17 through 22)	21213941	0			
Ś		Foundations that follow SFAS 117, check here > ✓					
<u>S</u>		and complete lines 24 through 26 and lines 30 and 31.					
<u>a</u>	24	Unrestricted	35015188	43622357			
Ba	25	Temporarily restricted					
ᅙ	26	Permanently restricted					
٦		Foundations that do not follow SFAS 117, check here ▶ □					
Net Assets or Fund Balances		and complete lines 27 through 31.					
0	27	Capital stock, trust principal, or current funds					
Ę	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
SS	29	Retained earnings, accumulated income, endowment, or other funds					
t A	30	Total net assets or fund balances (see instructions)	35015188	43622357			
ē	31	Total liabilities and net assets/fund balances (see					
		instructions)	56229129	43622357			
	rt III	Analysis of Changes in Net Assets or Fund Balances					
1		I net assets or fund balances at beginning of year-Part II, colur					
	end-	of-year figure reported on prior year's return)		1	35015188		
2	Ente	r amount from Part I, line 27a		2	7552897		
3	Othe	er increases not included in line 2 (itemize) ▶		3	1054272		
4		lines 1, 2, and 3		4	43622357		
_	_			_	0		
6	Tota	reases not included in line 2 (itemize) ► Il net assets or fund balances at end of year (line 4 minus line 5)—F	Part II, column (b), line	⇒ 30 6	43622357		

Form 990-PF (2016) Page **3**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	5.14 acres of undeveloped I	and, Fairfax County, Virginia, USA		D	5-2-2006	12-20-2016
b	Publicly traded, marketable	securities		Р	Various	Various
С						
d						
е		1				
	(e) Gross sales price (f) Depreciation allowed (g) Cost or other basis plus expense of sale					n or (loss)) minus (g)
а	16539000			7435059		910394
b	9274188			9202906		7128
<u> </u>						
d						
е	Complete only for coasts sho	wing gain in column (h) and owned by	the foundatio	n on 19/21/60		
	Complete only for assets sno	, , ,				(h) gain minus less than -0-) or
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		ess of col. (i) ol. (j), if any		rom col. (h))
а						
b						
С						
d						
е						
2	Capital gain net income or		so enter in P enter -0- in Pa		2	917522
3		n or (loss) as defined in sections 1 I, line 8, column (c) (see instructi				
	Part I. line 8				2	7100
or op		er Section 4940(e) for Reductions subject to the secondations subject to the secondary secondary.	ed Tax on			7128
or op sect as th	Qualification Undotional use by domestic prison 4940(d)(2) applies, leave the foundation liable for the	er Section 4940(e) for Reductivate foundations subject to the set this part blank. section 4942 tax on the distributa	ed Tax on oction 4940(a) tax on net investo of any year in the b	Income ment income.)	
or op sect 'as th	Qualification Undotional use by domestic prison 4940(d)(2) applies, leave the foundation liable for the s," the foundation does not	er Section 4940(e) for Reductivate foundations subject to the set this part blank.	ed Tax on ction 4940(a ble amount on) tax on net investo of any year in the be this part.	Income ment income.) pase period?	
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or op sect as th 'Yes 1	Qualification Undotional use by domestic prison 4940(d)(2) applies, leave the foundation liable for the street, appropriate among the control of the control	er Section 4940(e) for Reductivate foundations subject to the set this part blank. section 4942 tax on the distributate qualify under section 4940(e). Dopunt in each column for each years (b) Adjusted qualifying distributions	ed Tax on action 4940(action 4	of any year in the beethis part. ructions before ma (c) of noncharitable-use as	Income ment income.) pase period? aking any entries. col. (b) col.	☐ Yes ☑ No (d) ribution ratio livided by col. (c))
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Part	VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see i	nstru	ctior	าร)
1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check	16	6829	28
-	here ▶ □ and enter 1% of Part I, line 27b	10	0027	20
С	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-)		0	00
3	Add lines 1 and 2	16	6829	28
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0	16	6829	28
6	Credits/Payments:			
а	2016 estimated tax payments and 2015 overpayment credited to 2016 6a 0 00			
b	Exempt foreign organizations—tax withheld at source 6b			
С	Tax paid with application for extension of time to file (Form 8868) . 6c 171622 00			
_d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d	17	1622	00
8	Enter any penalty for underpayment of estimated tax. Check here _ if Form 2220 is attached _ 8			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶ 9 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶ 10		6829	28
10 11	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶ 10 Enter the amount of line 10 to be: Credited to 2017 estimated tax ▶ 4792,72 Refunded ▶ 11		4792	72
	VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it		Yes	No
	participate or intervene in any political campaign?	1a		√
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		√
	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.			
С	Did the foundation file Form 1120-POL for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ (2) On foundation managers. ▶ \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of			
4-	incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		√
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		√
ь 5	If "Yes," has it filed a tax return on Form 990-T for this year?	4b 5		√
3	If "Yes," attach the statement required by General Instruction T.			_
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that			
	conflict with the state law remain in the governing instrument?	6	✓	
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	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G? If "No," attach explanation</i>	8b	√	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or	OD	•	
9	4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes,"			
10	complete Part XIV	9		✓
10	names and addresses	10		✓

Par	VII-A Statements Regarding Activities (continued)		-	
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the		Yes	No
	meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	✓	
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		1
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ rhlct.org			
14		03-437	9200	
	Located at ► 459 Herndon Parkway, Suite 14, Herndon, VA ZIP+4 ►	20170-6	222	
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			▶ [
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authorit	V	Yes	No
	over a bank, securities, or other financial account in a foreign country?	16	1	1
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of			
	the foreign country ▶			
Par	VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a			
	disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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.)			
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)?	1b		1
	Organizations relying on a current notice regarding disaster assistance check here	1.5		·
С	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 2016?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			•
а	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and			
_	6e, Part XIII) for tax year(s) beginning before 2016?			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)			
_	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to			
	all years listed, answer "No" and attach statement—see instructions.)	2b		
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
	► 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise			
	at any time during the year?			
b	If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or			
D	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 2016.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		1
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its	Tu		Ť
-	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		1
	<u> </u>			

Form 990-PF (2016) Page 6 Statements Regarding Activities for Which Form 4720 May Be Required (continued) Part VII-B **5a** During the year did the foundation pay or incur any amount to: (2) Influence the outcome of any specific public election (see section 4955); or to carry on, **V** No (3) Provide a grant to an individual for travel, study, or other similar purposes? ✓ No (4) Provide a grant to an organization other than a charitable, etc., organization described in **V** 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? 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)? 5b Organizations relying on a current notice regarding disaster assistance check here 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? No If "Yes," attach the statement required by Regulations section 53.4945-5(d). Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b If "Yes" to 6b, file Form 8870. **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors List all officers, directors, trustees, foundation managers and their compensation (see instructions). (c) Compensation (If not paid, enter -0-) (d) Contributions to employee benefit plans (b) Title, and average (e) Expense account, (a) Name and address hours per week other allowances devoted to position and deferred compensation See statement Compensation of five highest-paid employees (other than those included on line 1-see instructions). If none, enter

"NONE."				<i>5</i> ,, 5,
(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
No employees. NONE.				
Total number of other employees paid over \$50,000			•	0

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Part VIII Information About Officers, Directors, Trustees, Foundary and Contractors (continued)	ation Managers, Highly Paid Em	ployees,
3 Five highest-paid independent contractors for professional services (se	ee instructions). If none, enter "NON	E."
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Pennoni Associates, Inc., 13880 Dulles Corner Lane, Suite 100, Herndon, VA 20171		
	Civil engineering and land planning	279134
Jeffrey J. Fairfield, P.C., 459 Herndon Pkwy., Suite 14, Herndon, VA 20170		
	Legal and fiduciary services	240831
Hunton & Williams LLP, 2200 Pennsylvania Avenue, N.W., Washington DC 20037		
Note: these legal services have been capitalized to the taxpayer's land assets	Legal land use and zoning services	90064
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 organizations and other beneficiaries served, conferences convened, research papers produced, e		Expenses
1 None.		
2		
3		
4		
Part IX-B Summary of Program-Related Investments (see instruction Describe the two largest program-related investments made by the foundation during the tax year	,	Amount
1 None.	on lines I and 2.	Amount
2		
All other program-related investments. See instructions. 3		
Total. Add lines 1 through 3	<u>.</u> >	0

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Part		gn foui	ndations,
	see instructions.)		
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes:		
а	Average monthly fair market value of securities	1a	12625772
b	Average of monthly cash balances	1b	922351
С	Fair market value of all other assets (see instructions)	1c	1123876
d	Total (add lines 1a, b, and c)	1d	
е	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation)		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14671999
4	Cash deemed held for charitable activities. Enter 11/2% of line 3 (for greater amount, see		
	instructions)	4	220080
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14451919
6	Minimum investment return. Enter 5% of line 5	6	722596
Part		oundat	ions
	and certain foreign organizations check here ▶ □ and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	722596
2a	Tax on investment income for 2016 from Part VI, line 5		
b	Income tax for 2016. (This does not include the tax from Part VI.) 2b		
С	Add lines 2a and 2b	2c	166829
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	555767
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	555767
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,		
	line 1	7	555767
Part	XII Qualifying Distributions (see instructions)		
ı aı c			
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	788567
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc.,		
	purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	788567
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.		
	Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	788567
	Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating	g wheth	ner the foundation
	qualifies for the section 1910(a) reduction of tay in those years		

	30 11 (2010)				rage 3
Part	VIII Undistributed Income (see instruction	ons)			·
	Distributable assessmt for 0010 from Bort VI	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1	Distributable amount for 2016 from Part XI, line 7	Сограз	rears prior to 2010	2010	
2	Undistributed income, if any, as of the end of 2016:				555767
a	Enter amount for 2015 only			594389	
b	Total for prior years: 20 ,20 ,20		0	374307	
3	Excess distributions carryover, if any, to 2016:		Ü		
а	From 2011				
b	From 2012				
С	From 2013				
d	From 2014				
е	From 2015				
f	Total of lines 3a through e	0			
4	Qualifying distributions for 2016 from Part XII,				
	line 4: ▶ \$				
a	Applied to 2015, but not more than line 2a.			594389	
D	Applied to undistributed income of prior years (Election required—see instructions)				
С	Treated as distributions out of corpus (Election		0		
·	required—see instructions)	0			
d	Applied to 2016 distributable amount	0			194178
e	Remaining amount distributed out of corpus	0			174170
5	Excess distributions carryover applied to 2016	O O			0
	(If an amount appears in column (d), the same				
	amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
а	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
С	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
е	Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2016. Subtract lines				
	4d and 5 from line 1. This amount must be				
	distributed in 2017				361589
7	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			
8	Excess distributions carryover from 2011 not	Ü			
	applied on line 5 or line 7 (see instructions) .	0			
9	Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
а	Excess from 2012				
b	Excess from 2013				
С	Excess from 2014				
d	Excess from 2015				
<u>e</u>	Excess from 2016				- 000 PF

Form 990-PF (2016) Page 10 Private Operating Foundations (see instructions and Part VII-A, question 9) Part XIV Not applicable 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5) Enter the lesser of the adjusted net Tax year Prior 3 years (e) Total income from Part I or the minimum (a) 2016 **(b)** 2015 (c) 2014 (d) 2013 investment return from Part X for each year listed 85% of line 2a Qualifying distributions from Part XII, line 4 for each year listed **d** Amounts included in line 2c not used directly for active conduct of exempt activities . . . Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c 3 Complete 3a, b, or c for the alternative test relied upon: "Assets" alternative test-enter: (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . "Support" alternative test-enter: (1) Total support other than gross investment income dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public exempt or more organizations as provided in section 4942(j)(3)(B)(iii) (3) Largest amount of support from an exempt organization (4) Gross investment income Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.) **Information Regarding Foundation Managers:** 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. List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. None 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here ▶ ✓ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d. The name, address, and telephone number or e-mail address of the person to whom applications should be addressed: The form in which applications should be submitted and information and materials they should include: Any submission deadlines: d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

	Part XV Supplementary Information (continued) 3 Grants and Contributions Paid During the Year or Approved for Future Payment							
				ture Payment				
	Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount			
	Name and address (home or business)	or substantial contributor	recipient	33.11.24.13.1				
а	Paid during the year							
See at	tached list of grants and grantees							
					+			
	Total				3a			
b	Approved for future payment							
None.								
	Total			>	3b			

Form 990-PF (2016) Page **12**

_		Analysis of Income-Producing Ac	1		le como o	510 510 514	
Ente	r gro	ess amounts unless otherwise indicated.	Unrelated bu	siness income	Excluded by section	on 512, 513, or 514	(e)
			(a)	(b)	(c)	(d)	Related or exempt function income
	_		Business code	Amount	Exclusion code	Amount	(See instructions.)
1		gram service revenue:					
	a L						
	b						
	С						
	d						
	e						
	Τ.						
	_	Fees and contracts from government agencies					
2		mbership dues and assessments					
3		rest on savings and temporary cash investments			14	2320	
4		idends and interest from securities			14	251928	
5		rental income or (loss) from real estate:					
		Debt-financed property					
_		Not debt-financed property					
6		rental income or (loss) from personal property					
7		er investment income					
8		n or (loss) from sales of assets other than inventory			18	9175223	
9		income or (loss) from special events					
10		ss profit or (loss) from sales of inventory					
11		er revenue: a Proffer Cost Recovery			18	188000	
		Class Action Securities Litigation Recoveries			18	143	
	C .						
	d .						
	е						
		ototal. Add columns (b), (d), and (e)				9617614	
13	Tot	al. Add line 12, columns (b), (d), and (e)				9617614 13	9617614
13 (See	Tot	al. Add line 12, columns (b), (d), and (e) ksheet in line 13 instructions to verify calculation	s.)				
13 (See	Tot work	al. Add line 12, columns (b), (d), and (e)ksheet in line 13 instructions to verify calculationVI-B Relationship of Activities to the A	 ıs.) ıccomplishm	ent of Exemp	ot Purposes	13	9617614
13 (See Par Lin	Tota work it X\ e No.	al. Add line 12, columns (b), (d), and (e)ksheet in line 13 instructions to verify calculationVI-B Relationship of Activities to the A	 ıs.) ıccomplishm	ent of Exemp	ot Purposes	13	9617614
13 (See Par Lin	Tot work	al. Add line 12, columns (b), (d), and (e) ksheet in line 13 instructions to verify calculation VI-B Relationship of Activities to the A Explain below how each activity for which accomplishment of the foundation's exempt pur	 ıs.) ıccomplishm	ent of Exemp	ot Purposes	13	9617614
13 (See Par Lin	Tota work it X\ e No.	al. Add line 12, columns (b), (d), and (e)ksheet in line 13 instructions to verify calculationVI-B Relationship of Activities to the A	 ıs.) ıccomplishm	ent of Exemp	ot Purposes	13	9617614
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Information Regarding Transfers To and Transactions and Relationships With Noncharitable Part XVII **Exempt Organizations** Yes No Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political Transfers from the reporting foundation to a noncharitable exempt organization of: 1a(1) 1a(2) Other transactions: (1) Sales of assets to a noncharitable exempt organization . . . 1b(1) (2) Purchases of assets from a noncharitable exempt organization . 1b(2) (3) Rental of facilities, equipment, or other assets 1b(3) (4) Reimbursement arrangements 1b(4) 1b(5) (6) Performance of services or membership or fundraising solicitations . . . 1b(6) Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line no. Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations **b** If "Yes," complete the following schedule. (a) Name of organization (c) Description of relationship (b) Type of organization 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. Sign May the IRS discuss this return with the preparer shown below Here Managing Co-Trustee (see instructions)? ✓ Yes ☐ No Signature of officer or trustee Date Print/Type preparer's name Preparer's signature Date **Paid** Check if

Jeffrey J. Fairfield, Esquire

Firm's name ► Jeffrey J. Fairfield, P.C.

Firm's address ► 459 Herndon Parkway, Suite 14, Herndon, VA 20170-6222

Preparer

Use Only

54-1256617

703-437-9200

P02139011

self-employed

Firm's EIN ▶

Phone no.

1 01111 501	011 (20			-										90 . •
Part	XVII		n Regarding Tra ganizations	nsfers To a	and Trans	actio	ns and	Relationsh	ips W	/ith M	Noncha	ritabl	le	
_	Distal			anasas in a		Harris	a with an		nizotio	n da	aaribad		Yes	No
			directly or indirectly										165	NO
			ne Code (other than	section 501	(c)(3) organ	nization	is) or in s	ection 527,	relatin	g to p	ooliticai			
	organ	izations?												
а	Trans	fers from the rep	porting foundation t	o a nonchari	itable exem	pt org	anization	of:						
						(a) (c) (d)						1a(1)		1
	S-75 . 75													1
			* * * * *									1a(2)		
		transactions:												
	(1) Sa	ales of assets to	a noncharitable ex	empt organiz	zation .							1b(1)		✓
	(2) PL	irchases of asse	ets from a nonchari	table exempt	t organizati	on .						1b(2)		1
	95: 5:		, equipment, or oth									1b(3)		1
			rrangements								At 81	1b(4)		1
	15151		170								* *			7
		ans or loan gua										1b(5)	-	
	(C)		ervices or members	8	1000							1b(6)		1
C	Sharir	ng of facilities, e	quipment, mailing I	ists, other as	ssets, or pa	id emp	oloyees					1c		✓
d	If the	answer to any	of the above is "Ye	es." complete	e the follow	vina so	chedule.	Column (b)	should	alwa	ays sho	w the	fair m	arket
			ther assets, or serv											
			on or sharing arrang											
) Amount involved			10 - 10 - 10 - 10 - 10 - 10 - 10 - 10 -			ription of transfe	-		V.C.			
(a) Line	no. (t) Amount involved	(c) Name of none	charitable exemp	ot organization	1	(a) Desc	ription of transfe	ers, trans	saction	is, and sna	aring arri	angeme	nis
	_													
	_													
•														
				~										
											••			
			ectly or indirectly a											
	descri	ibed in section 5	501(c) of the Code (other than se	ection 501(d	c)(3)) o	r in section	on 527? .			· · [] Yes	✓	Vo
b	If "Yes	s," complete the	following schedule	€.										
		(a) Name of organi		T	Type of organ	ization			(c) Des	cription	of relatio	nship		
	Under	penalties of periury. I	declare that I have examin	ed this return, inc	luding accomp	anying so	chedules and	statements, and	to the b	est of i	my knowled	ige and I	oelief, it	is true.
Sign			aration of preparer (other th											-
-		VISIO	D	12	9 10	N					May the I			
Here	_	12	1	3	-1-10		naging Co	o-Trustee			(see instru			
	Signa	ture of officer or trus	stee	Da	ate	Title								
Doid		Print/Type preparer	's name	Preparer's si	ignature ^			Date		Check	☐ if F	PTIN		
Paid		Jeffrey J. Fairfiel	d Esquire		SKAP			3-9-			nployed	pna	13901	1
Prepa	II CI			(- 1-									<u>-</u>
Use C	nly -		Jeffrey J. Fairfield, P						Firm's			54-125		
	لــَـــ	Firm's address ▶	459 Herndon Parkwa	ıy, Suite 14, H	lerndon, VA	20170	-6222		Phone	no.		3-437-		
											F	orm 99	0-PF	(2016)

			a ome/Expense Per Books	ı	b Net Investment Income	c Adjusted Net Income		d Charitable Purposes		Total
Part I, line 11, Other Inco	ome									
	Zoning proffer cost recovery Class action securities litigation settlement distributions	\$ \$	188,000 143		188,000 143				\$ \$	188,000 143
Part I, line 16a, Legal Fee	es									
	Jeffrey J. Fairfield, P.C Legal Services Jerome L. Lonnes, P.C Legal Services	\$ \$	207,327 47,754		198,435 17,494		\$ \$	8,892 30,260		207,327 47,754
	Total	\$	255,081	\$	215,929		\$	39,152	\$	255,081
Part I, line 16b, Accounti	ng Fees									
	Beck & Company, CPAs, P.C Accounting Services	\$	9,170	\$	4,585		\$	4,585	\$	9,170
Part I, line 16c, Other Pro	ofessional Fees									
	Alliance Berstein LP - Investment Management Fees	\$	46,606	\$	46,606				\$	46,606
Part I, line 18, Taxes										
	Real Estate Taxes Levied by the County of Fairfax, Virginia on Parcels 1, 2, 4, 5, 6, 7, 8 & 9, Arrowbrook Centre Herndon, Fairfax County, Virginia	\$	722,637	\$	722,637				\$	72,237
Part I, line 23, Other exp			·		·					ŕ
	Non Real Estate Expenses									
	Association Dues Bank Charges Books and Publications Copy and Office Products	\$ \$ \$ \$	750 232 5,176 353	\$	155 3,468 237		\$ \$ \$ \$	750 77 1,708 116	\$ \$	750 232 5,176 353
	Courier and Delivery Expenses D & O Liability Insurance	\$ \$	1,470 1,250	\$	985 625		\$ \$		\$	1,470 1,250
	Fiduciary Education Postage Grant Administration	\$ \$ \$	1,290 98 1,000		426 32		\$ \$ \$	66	\$ \$ \$	1,290 98 1,000
	Web Site Design and Support	\$	2,340	\$	772		\$	1,568	\$	2,340
	Real Estate Expenses									
	Advertising Bank Charges Contract Labor	\$ \$ \$	14,500 235 381	\$ \$	14,500 235 381				\$ \$ \$	14,500 235 381
	Fire and Casualty Insurance Liability Insurance Licenses Describe and Disc Files Food	\$ \$ \$	2,454 2,050 100	\$ \$	2,454 2,050 100				\$ \$ \$	2,454 2,050 100
	Permit and Plan Filing Fees Real Estate Assessments Other Real Estate Expenses (Title Insurance) Utilities	\$ \$ \$ \$	25,627 121,288 1,700 3,077	\$ \$	25,627 121,288 1,700 3,077				\$ \$ \$ \$	25,627 121,288 1,700 3,077
	Total	\$	185,371	\$	178,112		\$	7,259	\$	185,371

Part II, line 10b, corporate stock

Book Value (b)

Quantity Security Symbol Cost Market Value (c) Accrued Income

4,314.	SPDR S&P 500 ETF TRUST	SPY	\$ 841,197	\$ 1,027,077	\$ -
52,141.364	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	SIMTX	\$ 850,868	\$ 856,683	\$ -
6,760.	ISHARES MSCI EAFE ETF	EFA	\$ 464,309	\$ 431,288	\$ -

Book Value (b)

Quantity	Security	Symbol	Cost	Market Value (c)	Accrued Income
5,036.487	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	SNEMX	\$ 137,448	\$ 142,130	\$ -
7,882.769	AB DISCOVERY GRWTH FUND- ADV	CHCYX	\$ 74,794	\$ 82,611	\$ -
6,960.338	AB SMALL CAP CORE PORTFOLIO ADV CL	SCRYX	\$ 72,582		
3,645.335	AB DISCOVERY VALUE FUND- ADV	ABYSX	\$ 73,913	\$ 81,473	\$ -
2,004.	ISHARES MSCI EMERGING MARKET	EEM	\$ 88,102	\$ 80,280	\$ -
	APPLE INC	AAPL	\$ 60,072		\$ -
	FACEBOOK INC-A	FB	\$ 42,759	\$ 62,204	\$ -
	ALPHABET INC-CL C	GOOG	\$ 31,510		
	BANK OF AMERICA CORP	BAC	\$ 34,273		
	MICROSOFT CORP	MSFT	\$ 31,375	\$ 46,621	\$ -
	COMCAST CORP-CLASS A	CMCSA	\$ 33,480	\$ 40,836	
	HOME DEPOT INC	HD	\$ 24,589		
	WELLS FARGO & COMPANY	WFC	\$ 35,890	\$ 37,580	,
	VISA INC - CLASS A SHARES	V	\$ 28,877	\$ 36,579	
	ALTRIA GROUP INC	MO	\$ 	\$ 33,952	
	JOHNSON & JOHNSON	JNJ	\$ 23,092		
	EXXON MOBIL CORP	XOM	\$ 35,096	\$ 32,660	
	EDISON INTERNATIONAL	EIX	\$ 25,458		
	US BANCORP	USB	\$ 28,107	\$ 31,845	
	ORACLE CORP	ORCL	\$ 25,748		
	PEPSICO INC	PEP	\$ 25,649	\$ 29,793	
	UNITEDHEALTH GROUP INC	UNH	\$ 19,934	\$ 29,030	
	HONEYWELL INTERNATIONAL INC	HON	\$ 24,529	\$ 28,589	\$ -
	AMERICAN ELECTRIC POWER	AEP	\$ 24,583		
	CVS HEALTH CORP	CVS	\$ 30,191	\$ 25,309	
	EDWARDS LIFESCIENCES	EW	\$ 21,461	\$ 25,114	
	PROCTER & GAMBLE CO/THE	PG	\$ 26,017	\$ 24,889	
	EOG RESOURCES INC	EOG	\$ 19,331	\$ 24,605	
	STARBUCKS CORP	SBUX	\$ 16,706	\$ 24,144	
	L3 TECHNOLOGIES INC	LLL	\$ 17,405		
	AMERICAN INTERNATIONAL GROUP	AIG	\$ 20,289	\$ 23,207	\$ -
	EATON CORP PLC	ETN	\$ 19,405	\$ 22,768	
	KROGER CO	KR GILD	\$ 24,353	\$ 22,208	
	GILEAD SCIENCES INC NORTHROP GRUMMAN CORP	NOC	\$ 31,609 15,047		
	SCHLUMBERGER LTD	SLB	\$ 22,563		
	VERIZON COMMUNICATIONS INC	VZ	\$ 24,136		
	AETNA INC	AET	\$ 17,855	\$ 21,611	
	PFIZER INC	PFE	\$ 21,968	\$ 21,607	\$ -
	INTEL CORP	INTC	\$ 19,253		
	CISCO SYSTEMS INC	CSCO	\$ 19,517	\$ 21,294	
	XILINX INC	XLNX	\$ 14,311	\$ 20,448	
	JPMORGAN CHASE & CO	JPM	\$ 	\$ 20,445	
	HP INC	HPQ	\$ 16,389		
	PRICELINE GROUP INC/THE	PCLN	\$ 12,711	\$ 20,315	
	WALT DISNEY CO/THE	DIS	\$ 18.871	\$ 20,230	
	ALLSTATE CORP	ALL	\$ 16,280	\$ 20,160	
	GOLDMAN SACHS GROUP INC	GS	\$ 21,373		
	COSTCO WHOLESALE CORP	COST	\$ 16,368	\$ 19,527	\$ -
	NORFOLK SOUTHERN CORP	NSC	\$ 18,959		
	GENERAL ELECTRIC CO	GE	\$ 20,140	\$ 18,496	\$ -
	DOW CHEMICAL CO/THE	DOW	\$ 15,370		
	FISERV INC	FISV	\$ 10,982		
224.	TEXAS INSTRUMENTS INC	TXN	\$ 15,515		
274.	TYSON FOODS INC-CL A	TSN	\$ 17,383		
112.	CIGNA CORP	CI	\$ 14,831	\$ 17,513	\$ -
108.	INTL BUSINESS MACHINES CORP	IBM	\$ 16,712	\$ 17,311	
275.	MERCK & CO. INC.	MRK	\$ 15,987	\$ 17,141	
510.	EBAY INC	EBAY	\$ 14,056		
20.	INTUITIVE SURGICAL INC	ISRG	\$ 12,478	\$ 16,717	
427.	CONAGRA BRANDS INC	CAG	\$ 17,370	\$ 16,559	\$ 85
414.	PROGRESSIVE CORP	PGR	\$ 13,548		
359.	DELTA AIR LINES INC	DAL	\$ 14,470	\$ 16,313	\$ -
173.	DR PEPPER SNAPPLE GROUP INC	DPS	\$ 14,463	\$ 15,855	\$ -

						Во	ok Value (b)		
	Quantity	Security	Symbol		Cost	Ма	rket Value (c)	Accrued In	ncome
						_			
		BIOGEN INC	BIIB	\$	18,654	\$	15,730	\$	-
		NIKE INC -CL B	NKE	\$	15,184	\$	15,238	\$	-
		ROSS STORES INC	ROST	\$	12,828	\$	14,690	\$	-
		HESS CORP	HES	\$	15,937	\$	14,161	\$	-
		NISOURCE INC	NI	\$	13,700	\$	13,847	\$	100
		MCDONALD'S CORP	MCD	\$	13,060	\$	13,013	\$	-
		CBS CORP-CLASS B NON VOTING	CBS MCK	\$	12,701	\$	12,913	\$	-
	93.	MCKESSON CORP	IVICK	Ф	19,228	\$	12,861	\$	-
						Bo	ok Value (b)		
	Quantity	Security	Symbol		Cost		rket Value (c)	Accrued In	ncome
	Quantity	Security	Symbol		COST	ivia	rket value (e)	Accidedii	icome
	308.	NIELSEN HOLDINGS PLC	NLSN	\$	15,705	\$	12,668	\$	-
	196.	DISCOVER FINANCIAL SERVICES	DFS	\$	11,500	\$	12,268	\$	-
	168.	DOLLAR GENERAL CORP	DG	\$	13,224	\$	12,215	\$	-
	1,680.	XEROX CORP	XRX	\$	11,389	\$	12,079	\$	-
		SEALED AIR CORP	SEE	\$	13,765	\$	11,401	\$	-
	85.	ADOBE SYSTEMS INC	ADBE	\$	8,317	\$	11,368	\$	-
	132.	CAPITAL ONE FINANCIAL CORP	COF	\$	11,412	\$	10,610	\$	-
	548.	HEWLETT PACKARD ENTERPRIS	HPE	\$	7,430	\$	10,209	\$	-
	81.	UNITED TECHNOLOGIES CORP	UTX	\$	8,596	\$	9,638	\$	-
		SYNCHRONY FINANCIAL	SYF	\$	9,432	\$	9,591	\$	-
	141.	T-MOBILE US INC	TMUS	\$	6,499	\$	9,485	\$	-
		OSHKOSH CORP	OSK	\$	7,296	\$	9,298	\$	-
	71.	ALEXION PHARMACEUTICALS INC	ALXN	\$	8,740	\$	9,072	\$	-
		MAGNA INTERNATIONAL INC	MGA	\$	11,714	\$	9,022	\$	-
							2 2 4 2	•	-
	98.	OMNICOM GROUP	OMC	\$	8,396	\$	8,048	5	-
		OMNICOM GROUP DEVON ENERGY CORPORATION	OMC DVN	\$	8,396 8,113	\$	8,048 6,871	\$	
					8,113		6,871	\$	-
	174.			\$		\$		\$	
Part II, lin	174.	DEVON ENERGY CORPORATION		\$	8,113	\$	6,871	\$	-
Part II, lin	174. TOTALS	DEVON ENERGY CORPORATION		\$	8,113	\$ \$	6,871	\$	-
Part II, lin	174. TOTALS	DEVON ENERGY CORPORATION		\$	8,113	\$ \$	6,871 4,616,481	\$	- 1,305
Part II, lir	174. TOTALS ne 10c, corporate	DEVON ENERGY CORPORATION bonds	DVN	\$	8,113 4,205,794	\$ \$	6,871 4,616,481 ook Value (b)	\$ \$ 1	- 1,305
Part II, lir	174. TOTALS ne 10c, corporate Quantity	DEVON ENERGY CORPORATION bonds	DVN	\$	8,113 4,205,794	\$ \$	6,871 4,616,481 ook Value (b)	\$ \$ 1	- 1,305
Part II, lir	TOTALS ne 10c, corporate Quantity 63,016.915	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	DVN	\$ \$	8,113 4,205,794 <i>Cost</i>	\$ \$ <i>Bo</i> <i>Ma</i>	6,871 4,616,481 ook Value (b) rket Value (c)	\$ 1	- 1,305
Part II, lir	TOTALS ne 10c, corporate Quantity 63,016.915	bonds Security BERNSTEIN INTERMEDIATE DURATION	DVN	\$ \$	8,113 4,205,794 <i>Cost</i>	\$ \$ <i>Bo</i> <i>Ma</i>	6,871 4,616,481 ook Value (b) rket Value (c)	\$ 1 Accrued In	- 1,305
Part II, lir	174. TOTALS ne 10c, corporate Quantity 63,016.915 86,423.676	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	Symbol SNIDX	\$ \$	8,113 4,205,794 <i>Cost</i> 855,254	\$ \$ Bo Mai	6,871 4,616,481 nok Value (b) rket Value (c) 830,563	\$ 1 Accrued In	- 1,305 ncome
Part II, lir	174. TOTALS ne 10c, corporate Quantity 63,016.915 86,423.676 58,375.153	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1)	Symbol SNIDX ANAYX	\$ \$	8,113 4,205,794 <i>Cost</i> 855,254 731,039	\$	6,871 4,616,481 nok Value (b) rket Value (c) 830,563 729,416	\$ 1 Accrued In	- 1,305 ncome 675 1,507
Part II, lin	174. TOTALS ne 10c, corporate Quantity 63,016.915 86,423.676 58,375.153 28,943.158	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1) AB HIGH INCOME-ADV(1)	Symbol SNIDX ANAYX AGDYX	\$ \$ \$ \$	8,113 4,205,794 <i>Cost</i> 855,254 731,039 502,308	\$ BO Ma. \$ \$ \$ \$	6,871 4,616,481 nok Value (b) rket Value (c) 830,563 729,416 521,290	\$ Accrued In \$	- 1,305 ncome 675 1,507
Part II, lin	174. TOTALS ne 10c, corporate Quantity 63,016.915 86,423.676 58,375.153 28,943.158 4,835.154	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1) AB HIGH INCOME-ADV(1) AB BOND INFLATION STRATEGY CLASS 1(1)	Symbol SNIDX ANAYX AGDYX	\$ \$ \$ \$	8,113 4,205,794 <i>Cost</i> 855,254 731,039 502,308 311,359	\$ BO Mai \$ \$ \$ \$ \$ \$ \$ \$	6,871 4,616,481 nok Value (b) rket Value (c) 830,563 729,416 521,290 312,297	\$ 1 Accrued II \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	- 1,305 ncome 675 1,507 2,553
Part II, lir	174. TOTALS ne 10c, corporate Quantity 63,016.915 86,423.676 58,375.153 28,943.158 4,835.154 4,315.666	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1) AB HIGH INCOME-ADV(1) AB BOND INFLATION STRATEGY CLASS 1(1) FNMA 30 YR#MA1771	Symbol SNIDX ANAYX AGDYX	\$ \$ \$ \$ \$	8,113 4,205,794 <i>Cost</i> 855,254 731,039 502,308 311,359 5,088	\$ BO Mai \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	6,871 4,616,481 sok Value (b) rket Value (c) 830,563 729,416 521,290 312,297 5,107	\$ 1 Accrued II \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	- 1,305 ncome 675 1,507 2,553 - 15
Part II, lir	174. TOTALS ne 10c, corporate Quantity 63,016.915 86,423.676 58,375.153 28,943.158 4,835.154 4,315.666 3,960.37	DEVON ENERGY CORPORATION bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1) AB HIGH INCOME-ADV(1) AB BOND INFLATION STRATEGY CLASS 1(1) FNMA 30 YR#MA1771 FGLMC 30 YR#Q16644	Symbol SNIDX ANAYX AGDYX	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	8,113 4,205,794 Cost 855,254 731,039 502,308 311,359 5,088 4,308	\$ BO Ma. \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	6,871 4,616,481 sok Value (b) rket Value (c) 830,563 729,416 521,290 312,297 5,107 4,461	\$ 1 Accrued In \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	- 1,305 ncome 675 1,507 2,553 - 15 12
Part II, lin	174. TOTALS the 10c, corporate Quantity 63,016.915 86,423.676 58,375.153 28,943.158 4,835.154 4,315.666 3,960.37 1,581.99	DEVON ENERGY CORPORATION bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1) AB HIGH INCOME-ADV(1) AB BOND INFLATION STRATEGY CLASS 1(1) FNMA 30 YR#MA1771 FGLMC 30 YR#Q16644 FNMA 30 YR#AU2933	Symbol SNIDX ANAYX AGDYX	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	8,113 4,205,794 Cost 855,254 731,039 502,308 311,359 5,088 4,308 3,991	\$ BO Ma. \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	6,871 4,616,481 sok Value (b) rket Value (c) 830,563 729,416 521,290 312,297 5,107 4,461 4,121	\$ 1 Accrued II \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	- 1,305 ncome 675 1,507 2,553 - 15 12 11 6 4
Part II, lir	174. TOTALS the 10c, corporate Quantity 63,016.915 86,423.676 58,375.153 28,943.158 4,335.164 4,335.166 3,960.37 1,581.99 1,057.352	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1) AB HIGH INCOME-ADV(1) AB BOND INFLATION STRATEGY CLASS 1(1) FNMA 30 YR#MA1771 FGLMC 30 YR#Q16644 FNMA 30 YR#AU2933 FNMA 30 YR POOL#9316	Symbol SNIDX ANAYX AGDYX	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	8,113 4,205,794 Cost 855,254 731,039 502,308 311,359 5,088 4,308 3,991 1,772 571 729	\$ Bo Mail	6,871 4,616,481 sok Value (b) rket Value (c) 830,563 729,416 521,290 312,297 5,107 4,461 4,121 1,707	\$ Accrued In \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	- 1,305 ncome 675 1,507 2,553 - 15 12 11 6
Part II, lir	174. TOTALS the 10c, corporate Quantity 63,016.915 86,423.676 58,375.153 28,943.158 4,335.164 4,335.166 3,960.37 1,581.99 1,057.352	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1) AB HIGH INCOME-ADV(1) AB BOND INFLATION STRATEGY CLASS 1(1) FNMA 30 YR#MA1771 FGLMC 30 YR#Q16644 FNMA 30 YR#AU2933 FNMA 30 YR POOL#9316 FGLMC 30 YR#Q02576	Symbol SNIDX ANAYX AGDYX	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	8,113 4,205,794 Cost 855,254 731,039 502,308 311,359 5,088 4,308 3,991 1,772 571	\$ BOO Man. \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	6,871 4,616,481 and Value (b) rket Value (c) 830,563 729,416 521,290 312,297 5,107 4,461 4,121 1,707 1,143	\$ 1 Accrued In \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	- 1,305 ncome 675 1,507 2,553 - 15 12 11 6 4
Part II, lin	174. TOTALS the 10c, corporate Quantity 63,016.915 86,423.676 58,375.153 28,943.158 4,835.154 4,315.666 3,960.37 1,581.99 1,057.352 683.149	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1) AB HIGH INCOME-ADV(1) AB BOND INFLATION STRATEGY CLASS 1(1) FNMA 30 YR#MA1771 FGLMC 30 YR#Q16644 FNMA 30 YR#AU2933 FNMA 30 YR POOL#9316 FGLMC 30 YR#Q02576	Symbol SNIDX ANAYX AGDYX	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	8,113 4,205,794 Cost 855,254 731,039 502,308 311,359 5,088 4,308 3,991 1,772 571 729	\$ BO Mail	6,871 4,616,481 and Value (b) rket Value (c) 830,563 729,416 521,290 312,297 5,107 4,461 4,121 1,707 1,143 737	\$ 1 Accrued In \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	- 1,305 ncome 675 1,507 2,553 - 15 12 11 6 4 2
	174. TOTALS the 10c, corporate Quantity 63,016.915 86,423.676 58,375.153 28,943.158 4,835.154 4,315.666 3,960.37 1,581.99 1,057.352 683.149	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1) AB HIGH INCOME-ADV(1) AB BOND INFLATION STRATEGY CLASS 1(1) FNMA 30 YR#MA1771 FGLMC 30 YR#Q16644 FNMA 30 YR#Q16644 FNMA 30 YR POOL#9316 FGLMC 30 YR#Q02576 FNMA 30 YR#Q02576 FNMA 30 YR#AU6902	Symbol SNIDX ANAYX AGDYX	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	8,113 4,205,794 Cost 855,254 731,039 502,308 311,359 5,088 4,308 3,991 1,772 571 729	\$ BO Mail	6,871 4,616,481 and Value (b) rket Value (c) 830,563 729,416 521,290 312,297 5,107 4,461 4,121 1,707 1,143 737	\$ 1 Accrued In \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	- 1,305 ncome 675 1,507 2,553 - 15 12 11 6 4 2
	174. TOTALS the 10c, corporate Quantity 63,016.915 86,423.676 58,375.153 28,943.158 4,835.154 4,315.666 3,960.37 1,581.99 1,057.352 683.149 TOTALS the 13, investment	bonds Security BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1) AB GLOBAL BOND FUND- ADV(1) AB HIGH INCOME-ADV(1) AB BOND INFLATION STRATEGY CLASS 1(1) FNMA 30 YR#MA1771 FGLMC 30 YR#Q16644 FNMA 30 YR#AU2933 FNMA 30 YR POOL#9316 FGLMC 30 YR#Q02576 FNMA 30 YR#AU6902	Symbol SNIDX ANAYX AGDYX ABNOX	\$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	8,113 4,205,794 Cost 855,254 731,039 502,308 311,359 5,088 4,308 3,991 1,772 571 729 2,416,420	\$ Bo Mail \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	6,871 4,616,481 sok Value (b) rket Value (c) 830,563 729,416 521,290 312,297 5,107 4,461 4,121 1,707 1,143 737 2,410,842	Accrued III \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	1,507 2,553 15 11 6 4 2 1,784
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SAOTX

SBOTX

357,796 \$

\$ 3,515,406 \$ 3,484,062 \$

359,045 \$

226,591.737 OVERLAY A PORTFOLIO CLASS 2

TOTALS

33,649.93 OVERLAY B PORTFOLIO CLASS 2

Recapitulation: Part II, lines 10b, 10c & 13

Part II, line10l	Corporate Stock (including accrued income)	\$	4,207,099	\$	4,617,786	
Part II, line10d	Corporate Bonds (including accrued interest)	\$	2,421,204	\$	2,415,626	
Part II, line 13	Other Investments	\$	3,515,406	\$	3,484,062	
Totals Part II,	nes 10b, 10c & 13	\$	10,143,709	44	10,517,474	Excludes cash equivalents

All marketable securities are carried on the books at market value as the end of the fiscal year

Part III, line 3, Other increases not included in line 2

Total	\$ 1,054,272
Federal Excise Tax Withheld	\$ (6)
Refund of investment fee overcharges	\$ 115
Refund of federal excise tax	\$ 22,386
Unrealized capital gain or (loss)	\$ 1,031,777

Part VII-A, line 11

The taxpayer, through its wholly owned subsidiary, Arrowbrook Centre, LLC, (a Virginia limited liability company) and a disregarded entity for purposes of federal taxation, owns 100% of the outstanding capital stock of Arrowbrook Management Corporation, a Virginia stock corporation. Arrowbrook Management Corporation ("AMC") is a property owners' association organized for the sole purpose of repairing and maintaining the common areas associated with Parcel 1-10, Arrowbrook Centre, Fairfax County, Virginia including its streets, sidewalks, pedestrian areas and related common area landscape. Pursuant to a Declaration of Covenants, AMC annually levies an assessment against the above-referenced parcels in an amount minimally sufficient to defray the expenses of such repair and maintenance in addition to reasonable sums to fund a capital reserve fund. The AMC organizational documents, in addition to the above-referenced Declaration of Covenants, require AMC to be operated as non-profit enterprise. In the event of its dissolution, its assets pass to the owners of the above-referenced land. The taxpayer's ownership in AMC is not an excess business holding because AMC does not operate a trade or business.

As the owner of some of the land subject to the AMC assessment authority, the taxpayer, through its wholly owned subsidiary, Arrowbrook Centre, LLC, paid assessments to AMC in the total sum of \$121,228.42 in quarterly installments, during the tax year and itemized as follows:

07/18/2016	3Q 2016 Assessment - Parcel 1, Arrowbrook Centre	\$ 6,007.74
07/18/2016	3Q 2016 Assessment - Parcel 2, Arrowbrook Centre	\$ 32,056.53
07/18/2016	3Q 2016 Assessment - Parcel 3, Arrowbrook Centre	\$ 10,573.23
10/13/2016	3Q 2016 Assessment - Parcel 1, Arrowbrook Centre	\$ 6,007.74
10/13/2016	3Q 2016 Assessment - Parcel 2, Arrowbrook Centre	\$ 32,056.53
10/13/2016	3Q 2016 Assessment - Parcel 3, Arrowbrook Centre	\$ 10,573.23
01/24/2017	1Q 2017 Assessment - Parcel 2, Arrowbrook Centre	\$ 10,577.11
01/24/2017	1Q 2017 Assessment - Parcel 9, Arrowbrook Centre	\$ 1,429.60
04/25/2017	2Q 2017 Assessment - Parcel 2, Arrowbrook Centre	\$ 10,577.11
04/25/2017	2Q 2017 Assessment - Parcel 9, Arrowbrook Centre	\$ 1,429.60

Totals \$ 121,288.42

Part VIII, List of Officers, Directors, Trustees, Foundation Managers and their compensation

a	b	С		d	e
Name and Address	Title & Average Hours Per Week	Con	npensation	Employee Benefit Plan;	Expense Account
Jeffrey J. Fairfield 459 Herndon Parkway, Suite 14, Herndon, Virginia 20170	Managing Co-Trustee Secretary- Treasurer <i>6 hours</i>	\$	55,500	None	None
Jerome L. Lonnes 9801 Harmony Woods Way, Suite 118, Richmond, Virginia 23233	Co-Trustee	\$	23,500	None	None
3001 Harmony woods way, Juice 118, Nicilifolia, Vilginia 23233	Assistant	Ţ	23,300	None	None
	Grant Administrator				
	3 hours				

Rebecca F. Fehrs 4141 Henderson Road, Unit 16, Arlington, Virginia 22203	Co-Trustee 2 hours	\$ 19,500	None	None
Eugenie W. Maine				
368 Gooseberry Road, Wakefield, Rhode Island 02879	Co-Trustee Grant Administrator 4 hours	\$ 32,500	None	None
John H. Webb				
5688 Santiago Circle, Boca Raton, Florida 33570	Co-Trustee 2 hours	\$ 19,500	None	None
Catherine P. Whelan	Co-Trustee			
530 Old Post Road # 3	Chairman			
Greenwich, Connecticut 06830	of the Board			
	3 hours	\$ 21,500	None	None

Total Compensation \$ 172,000

Part XI, line 1c, Fair market value of all other assets

All Other Assets	Value
a Undeveloped Land (See attached ruling)	\$ 906,247
b Accrued Interest	\$ 6,089
C Escrow Account	\$ 211,540
Total	\$ 1.123.876

Per Private Letter Ruling dated February 10, 2014 effective as of May 1, 2012. (copy of Private Letter Ruling is attached)

The Lease Agreement dated May 1, 2012 remains in effect as amended. By an amendment dated October 21, 2015 ("the First Amendment"), the Lease Agreement was amended to add contiguous land containing 14.02 acres to the land subject to the Lease Agreement. The First Amendment also permits either party to the Lease Agreement terminate the lease as to the land covered by the Lease Agreement, either in whole or I part, on 60 days' written notice. (copy of the lease agreement as amended is attached)

By written notice dated September 29, 2016, the taxpayer lessor notified the lessee of its election to terminate the Lease Agreement, in part, as to 5.14 acres of land subject to the Lease Agreement and covered by the Private Letter Ruling in anticipation of the sale of this land so removed to a third party purchaser on December 20, 2016. The notice specified the land so described in the notice (5.14 acres) would be removed from the scope of the Lease Agreement on December 1, 2016. (copy of the notice is attached)

The land deleted from the scope of the Lease Agreement effective as of December 20, 2016 consisting of approximately 5.14 acres, was therefore not exempt from the asset base of the taxpayer for purposes of computing the minimum investment return under IRC section 4942(a)(1) for 20 days beginning on December 1, 2016 and ending on December 20, 2016.

The gross contract price of the land deleted from the Lease Agreement on December 1, 2016 was \$16,539,000. This sales contract was the result of an arms-length transaction with an unrelated purchaser and is thusa reliable indicator of market value. The market value of the land removed from the Lease Agreement and sold 20 days later on December 20, 2016 is therefore the gross contract sales price of \$16,539,000 divided by 365 days and the resulting quotient then multiplied by 20 days, or \$906,247.

The remaining land is still subject to the Lease Agreement dated May 1, 2012, as amended, and it is therefore not an asset of the taxpayer for purposes of computing the minimum investment return under IRC section 4942(a)(1).

- b Accrued interest on fixed-yield investment securities through April 30, 2017.
- The escrow account is valued at its April 30, 2017 amount, which was its highest value during the 4 months and value during the 4 months and 20 days of its existence in the 2016-17 fiscal year. The escrow account was created and funded on December 21, 2016 to secure payment of zoning proffer costs associated with the sale of the land referenced in note a above.



The Ruth and Hal Launders Charitable Trust FEIN:02-0703907 FORM 990PF Year ending April 30, 2017

Part X, Line 1c DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE WASHINGTON, D.C. 20224



Date:

FEB 1 0 2014

The Ruth and Hal Launders Charitable Trust c/o Jeffrey J. Fairfield, Managing Co-Trustee Jeffrey J. Fairfield, P.C. P. O. Box 546 Herndon, VA 20172

Contact Person:
James Zelasko
Identification Number:
782262
Telephone Number:
(202) 317-8553

Employer Identification Number: 02-0703907

Legend:

<u>LLC</u> = Arrowbrook Centre, LLC

<u>Grantor</u> = Joseph H. Launders (also known as Hal Launders)
<u>Trust</u> = Joseph H. Launders Revocable Declaration of Trust

<u>C</u> = Fairfax County Park Authority

 $\underline{x} = 20,000,000$

 $\underline{y} = 20$ $\underline{z} = 5$

D = Mr. and Mrs. David I. Meiselman

Dear Sir or Madam:

This letter is in response to the May 23, 2012, letter from your authorized representative, requesting a ruling on the proper treatment of certain undeveloped real estate for purposes of determining your minimum investment return under I.R.C. § 4942.

Facts:

You have been recognized as exempt under § 501(a) as an organization described in § 501(c)(3). You are a private foundation described in § 509(a). You were formed by \underline{Trust} , which was formed by $\underline{Grantor}$. You are authorized to make distributions to such charitable organizations recognized as exempt under § 501(c)(3) as you determine. Pursuant to this authorization, you have made distributions to various public charities, including, but not limited to, \underline{C} , a government instrumentality of a political subdivision.

 \underline{LLC} is a limited liability company wholly owned by you as its sole member and is a disregarded entity for purposes of federal income taxation. You made a distribution to \underline{LLC} in the form of a park built by you. This park land and the associated park improvements were conveyed to \underline{C} by means of a deed of dedication, which is recorded in the public land records.

You currently hold approximately \underline{x} in cash and securities, and approximately \underline{y} acres in undeveloped real estate. You hold title to the undeveloped real estate in the name of <u>LLC</u>. Of the approximately \underline{y} acres of land owned by the <u>LLC</u>, you are under a legal obligation, pursuant to a zoning condition, in addition to an express written agreement with \underline{C} , to dedicate

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The Ruth and Hal Launders Charitable Trust

approximately \underline{z} acres to \underline{C} at a future date following expiration of a life estate in favor of \underline{D} contained within the \underline{z} acre parcel. This parcel will also contain a site that is the final resting place of $\underline{Grantor}$ and his wife, together with historical marker, tombstone, and associated graveside improvements. The remainder of the undeveloped real estate is held for investment.

You state that all of the economic value of the undeveloped land you own through the <u>LLC</u> derives from development rights approved by the locality and located on the \underline{y} acres. The portion of land that is held for investment, which you refer to as the "development site," has been appraised by a qualified independent appraiser. The balance of the land generates no income, and it has no economic value. This is because it either is subject to future dedication to \underline{C} , has been constructed as streets, sidewalks, or other common areas encumbered by a public use and access easement, or is the site of the graves of Grantor and his wife.

You state that the development site has declined in value due to the economic turndown that began in 2008. You plan to hold the development site indefinitely, but will eventually sell it when economic conditions are more favorable. Given present economic conditions, you anticipate holding the development site for several more years. The development site produces no income and, as noted, has significantly depreciated in market value since 2008. The development site has been appraised by means of a certified, independent appraisal made in writing by a qualified person who is neither a disqualified person with respect to, nor an employee of, you. The appraisal contains a statement that, in the opinion of the appraiser, the values placed on the assets appraised were determined in accordance with valuation principles regularly employed in making appraisals of such property using all reasonable valuation methods. You have retained a copy of the independent appraisal for your records. You are presently relying upon this appraisal in determining the fair market value of your land holdings for tax reporting purposes.

In the past, you have allowed \underline{C} to cut hay on the land. You have now entered into a written lease with \underline{C} , whereby \underline{C} will cut hay on the development site and use this hay to feed livestock at a historical working farm park located at a facility owned and operated by \underline{C} . The amount paid by \underline{C} under the lease will not exceed \$1 per year. Under the lease, \underline{C} will own any hay it cuts on the development site, and you will not count any such hay as a distribution under \S 4942. This lease will benefit \underline{C} , as there is no other hay available within a reasonable distance from the facility. You will renew the lease annually for so long as \underline{C} wishes to harvest hay from the development site or until such time as you decide to market the development site for sale, whichever occurs first.

Ruling Requested:

The land comprising the development site, when under lease to <u>C</u> at a nominal or no cost, may be excluded from the aggregate fair market value of all of your assets used in computing the minimum investment return under § 4942(e)(1).

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The Ruth and Hal Launders Charitable Trust

Law:

- I.R.C. §§ 501(a) and 501(c)(3) provide exemption from federal income tax for organizations that are organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual.
- I.R.C. § 4942(a) imposes a tax of 30 percent on the undistributed income of a private foundation for any taxable year, which has not been distributed before the first day of the second (or any succeeding) taxable year following such taxable year.
- I.R.C. § 4942(c) provides that, for purposes of § 4942, the term "undistributed income" means, with respect to any private foundation for any taxable year as of any time, the amount by which the distributable amount for such taxable year, exceeds the qualifying distributions made before such time out of such distributable amount.
- I.R.C. § 4942(d) provides that, for purposes of § 4942, the term "distributable amount" means, with respect to any foundation for any taxable year, an amount equal to (1) the sum of the minimum investment return plus the amounts described in subsection (f)(2)(C), reduced by (2) the sum of the taxes imposed on such private foundation for the taxable year under Subtitle A and § 4940.
- I.R.C. § 4942(e)(1) provides that, in general, for purposes of § 4942(d), the minimum investment return for any private foundation for any taxable year is 5 percent of the excess of (A) the aggregate fair market value of all assets of the foundation other than those which are used (or held for use) directly in carrying out the foundation's exempt purpose, over (B) the acquisition indebtedness with respect to such assets (determined under § 514(c)(1) without regard to the taxable year in which the indebtedness was incurred).

Treas. Reg. § 53.4942(a)-2(c)(3)(ii)(f) provides an illustration of assets which are "used (or held for use) directly in carrying out the foundation's exempt purpose." One example is any property leased by a foundation in carrying out its charitable, educational, or other similar exempt purpose at no cost (or at a nominal rent) to the lessee or for a program-related purpose (within the meaning of § 4944(c)), such as the leasing of renovated apartments to low-income tenants at a low rental as part of the lessor foundation's program for rehabilitating a blighted portion of a community.

Treas. Reg. § 53.4942(a)-2(c)(4)(iv)(b) provides, in part, that if its requirements are met, the fair market value of any interest in real property, including any improvements thereon, may be determined on a 5-year basis. Such value must be determined by means of a certified, independent appraisal made in writing by a qualified person who is neither a disqualified person with respect to, nor an employee of, the private foundation. The appraisal is certified only if it contains a statement at the end thereof to the effect that, in the opinion of the appraiser, the values placed on the assets appraised were determined in accordance with valuation principles regularly employed in making appraisals of such property using all reasonable valuation methods. The foundation shall retain a copy of the independent appraisal for its records. If a valuation made pursuant to the provisions of this subdivision in fact falls within the range of

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The Ruth and Hal Launders Charitable Trust

reasonable values for the appraised property, such valuation may be used by the foundation for the taxable year for which the valuation is made and for each of the succeeding 4 taxable years. Any valuation made pursuant to the provisions of this subdivision may be replaced during the 5-year period by a subsequent 5-year valuation made in accordance with the rules set forth in this subdivision, or with an annual valuation made in accordance with subdivision (iv)(a) of this subparagraph, and the most recent such valuation of such assets shall be used in computing the foundation's minimum investment return.

Rev. Rul. 71-529, 1971-2 C.B. 234, holds that an organization that is performing an essential function for charitable organizations for a charge that is substantially below cost is performing a charitable activity within the meaning of § 501(c)(3).

Rev. Rul. 75-207, 1975-1 C.B.A 361, describes an organization formed to further conservation, education, and the arts, which owns and maintains an uninhabited island (except for a small professional staff) off the coast of the United States. The organization is dedicated to the preservation of the island in its present state. To do that, it restricts general public access. The organization's researchers are invited to the island, and their findings are published and disseminated to the general public. The revenue ruling holds that the island is being used directly to carry out the organization's exempt purposes in the manner indicated in § 53.4942(a)-2(c)(3), and that the organization may exclude the value of the island in computing its minimum investment return under § 4942(e).

Analysis:

Generally, § 4942(a) imposes an excise tax on any private foundation that fails to satisfy the minimum distribution requirement. In order to determine the amount a private foundation must distribute to avoid the excise tax under § 4942(a), it is necessary for a private foundation to determine its minimum investment return. A private foundation's minimum investment return, generally, is five percent of its net assets, with the exception of assets it uses directly to carry out its exempt purpose(s). Whether a private foundation uses an asset for its exempt purpose(s) is a question of fact.

For purposes of § 4942(e), the term "minimum investment return" takes into account the aggregate fair market value of all assets of a foundation other than those which are used (or held for use) directly in carrying out the foundation's exempt purpose.

Your principal charitable purpose is to make distributions to such charitable organizations as you determine. You currently hold approximately \$\frac{x}{2}\$ in cash and securities, and approximately \$\frac{y}{2}\$ acres in undeveloped real estate. You state that the larger part of this land, the development site, generates no income. Given the current economic conditions, you anticipate holding the site for several more years. The development site has been appraised by means of a certified, independent appraisal made in writing by a qualified person who is neither a disqualified person with respect to, nor an employee of, you. The appraisal is certified because it contains a statement at the end thereof to the effect that, in the opinion of the appraiser, the values placed on the assets appraised were determined in accordance with valuation principles regularly employed in making appraisals of such property using all reasonable valuation methods. You have retained a copy of the independent appraisal for your records. You are presently relying

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The Ruth and Hal Launders Charitable Trust

upon this appraisal in determining the fair market value of your land holdings for tax reporting purposes. This meets the approval guidelines set forth in § 53.4942(a)-2(c)(4)(iv)(b) for the development site.

You have allowed \underline{C} to cut hay on the development site in the past, and you have now entered into a written lease with C, whereby C will cut hay on the development site and use this hay to feed livestock at its historical working farm park located at a facility owned and operated by C. The amount paid by C under the lease will not exceed \$1 annually. C will own any hay it cuts under the lease, and you will not count any such hay as a distribution under § 4942. This lease will benefit C, you state, because there is no other hay available to C within a reasonable distance from its facility. This is similar to the situation presented in Rev. Rul. 75-207. In that ruling, we determined that a private foundation's ownership and maintenance of an island, dedicated to preserve the natural ecosystems and historical and archaeological remains on the island, that has no residential use, and to which present access is limited to invited public and private researchers, may be excluded from the foundation's minimum investment return under § 4942(e). The ruling stated that limiting access to the island was uniquely essential to the fulfillment of the foundation's educational and charitable purpose, and thus, the island was found to be used directly in carrying out the foundation's exempt purposes. See also Rev. Rul. 71-529 (where we held that a nonprofit organization that provides assistance in the management of participating colleges' and universities' endowment or investment funds for a charge substantially below cost qualifies for exemption under § 501(c)(3)).

Your leasing activity is consistent with the situations presented in the revenue rulings described above. You will renew the lease annually for so long as \underline{C} wishes to harvest hay from the development site or until such time as you decide to market the development site for sale, whichever occurs first. Since your charitable purpose is to support other charitable organizations, leasing the development site to C to permit C to grow and harvest hay will be use for an exempt purpose, in the same manner as the situation described in § 53.4942(a)-2(c)(3)(ii)(f).

Ruling:

The land comprising the development site, when under lease to \underline{C} at a nominal or no cost, may be excluded from the aggregate fair market value of all of your assets used in computing your minimum investment return under \S 4942(e)(1).

This ruling will be made available for public inspection under § 6110 after certain deletions of identifying information are made. For details, see enclosed Notice 437, *Notice of Intention to Disclose.* A copy of this ruling, with deletions, that we intend to make available for public inspection is attached to Notice 437. If you disagree with our proposed deletions, you should follow the instructions in Notice 437.

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The Ruth and Hal Launders Charitable Trust

This ruling is directed only to the organization that requested it. Section 6110(k)(3) provides that it may not be used or cited by others as precedent.

This ruling is based on the facts as they were presented and on the understanding that there will be no material changes in these facts. This ruling does not address the applicability of any section of the Code or regulations to the facts submitted other than with respect to the sections described. Because it could help resolve questions concerning your federal income tax status, this ruling should be kept in your permanent records.

If you have any questions about this ruling, contact the person whose name and telephone number are shown in the heading of this letter.

We are sending a copy of this letter to your other co-trustee.

Enclosure: Notice 437

Sincerely yours,

Ronald & Shoemaker

Manager, Exempt Organizations
Technical Group 2

LEASE AGREEMENT

THIS LEASE AGREEMENT, referred to as "the Agreement" or "this Agreement", is made on this 1st day of May, 2012, by and between **ARROWBROOK CENTRE, LLC,** a Virginia limited liability company, referred to as "Lessor"; and the **FAIRFAX COUNTY PARK AUTHORITY**, a body politic established by ordinance of Fairfax County, Virginia, pursuant to state enabling legislation, referred to as "Lessee".

Recitals

- 1. Lessor is the wholly owned subsidiary of The Ruth and Hal Launders Charitable Trust, a tax-exempt private foundation pursuant to the tax regulations set forth forth in Part II of Subchapter F, Chapter 1, and Subchapter A of Chapter 42 of the Internal Revenue Code of 1986, as amended ("the Code").
- 2. Lessee is a governmental entity and owns and operates, *inter alia*, within the geographic limits of the county, a public park facility commonly known as Frying Pan Farm Historical Park, exclusively for public purposes ("Frying Pan Farm Park").
- 3. Lessor owns certain real property located in Dranesville Magisterial District, Fairfax County, Virginia ("County"), denoted as Parcel 3A, Arrowbrook Centre, as more fully described in a certain Deed of Division dated 4 November 2010 and recorded on 8 November 2010 in Deed Book 21355 at page 373 among the land records of the County ("Parcel 3A"). A legal description of Parcel 3A is contained in the Schedule attached to this Agreement. A plat of Parcel 3A is also attached as an exhibit to this Agreement.
- 4. Parcel 3A is unimproved land except for street and sidewalk improvements commonly referred to as Arrowbrook Centre Drive and Field Point Road and its adjacent and parallel sidewalks, in addition to the gravesite of Mr. and Mrs. Joseph H. Launders.

- 5. A portion of Parcel 3A was formerly dedicated to an agricultural use and includes land which was largely used in the past for grazing cattle. From time to time over the past few years Lessee has, with the knowledge and consent of Lessor, entered upon portions of unimproved land owned by Lessor, or its predecessor, for the purpose of harvesting hay to be used to feed livestock at Frying Pan Farm Park. Such use and occupancy of the land owned by Lessor, or by its predecessor, has never been documented by a written lease agreement.
- 6. Lessor and Lessee wish to enter into this Agreement for the purpose of formalizing the aforesaid use of the Lessor's land for harvesting hay for use in feeding livestock at Frying Pan Farm Park.

NOW THEREFORE, in consideration of the mutual promises and undertakings expressed in this Agreement, in addition to other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

I. Acknowledgment of Recitals.

The parties to this Agreement stipulate to the material accuracy of the recitals and such are hereby incorporated into this Agreement.

II. Scope and Term of Lease.

Lessor does hereby lease and demise unto Lessee, and Lessee does hereby take and accept from Lessor, a leasehold estate in that portion of Parcel 3A not improved with streets, sidewalks, or the gravesite of Mr. and Mrs. Joseph H. Launders. The area of the leasehold estate granted to Lessee is outlined in red on the plat attached to this Agreement. The term of such leasehold estate shall commence on 1 May 2012 and shall end on 30 April 2013. The term of the leasehold estate, however, shall automatically be extended and renewed for successive periods of one (1) year each, commencing on the first day of May of 2013 and each succeeding year, unless either party notifies the other party of its intention not to extend the term of such leasehold estate, and which notice must be given to the other party no later than sixty (60) days prior to the end of the term of the leasehold estate.

III. Rent.

No rent shall be due for the leasehold estate conveyed by this Agreement. To the extend rent is required for the leasehold estate to be legally binding between the parties, it is agreed the annual rent shall be One Dollar and No Cents (\$1.00), the receipt of which is hereby acknowledged by Lessor.

IV. <u>Use</u>.

The use granted to Lessor by this Agreement shall be exclusive as to Lessee, but it shall be limited to the use, occupancy, and possession of the portion of Parcel 3A subject to the terms of this Agreement and for the sole and limited purpose of harvesting grass, hay, or other vegetation for use in feeding livestock located at Frying Pan Farm Park and exhibited for a public purpose in accordance with the Lessee's exempt governmental purpose. Lessee may engage in any other use incidental to the foregoing described primary use as long as such is lawful and not in contravention of the express terms of this Agreement. Lessee shall enter upon and gain access to the portion of Parcel 3A subject to the leasehold granted by this Agreement via the established street abutting such land known as Arrowbrook Centre Drive and accessible via Centreville Road. At such time as the entrance to Field Point Road from Sunrise Valley Drive is open for public usage, Lessee may access the portion of Parcel 3A subject to this leasehold estate by means of Field Point Road. Lessee shall not damage any portion of the improvements consisting of street, curb or sidewalk in the course of its use authorized by this Agreement. Nothing in this Agreement shall serve to impose any liability upon Lessee for its failure to mow any of the portion of Parcel 3A subject of the leasehold estate should Lessee because of weather, labor shortages, mechanical breakdowns or other causes be unable to harvest hay on a periodic basis during the term of the leasehold estate granted by this Agreement. Lessee does not by this Agreement assume or accept any duty or obligation to mow any areas of the portion of Parcel 3A subject to the leasehold estate granted by this Agreement.

V. Lessor's Negative Covenant.

Lessor agrees not to lease, market, sell, develop, or otherwise improve any portion of Parcel 3A which is subject to the leasehold estate granted by this Agreement at any time during its initial term or any extension thereof in accord with this Agreement.

VI. Notices.

Except as otherwise expressly provided herein, any notice permitted or required to be given pursuant to this Agreement shall be in writing and may be delivered in person, by hand, via United States Postal Service certified mail, return receipt requested, or by any recognized overnight delivery service which generates and preserves a written record of the time, date, and recipient of its deliveries. In the absence of a contrary written directive from one party to the other party, which directive shall be delivered in accord with the provisions of this section, each party may rely upon the following addresses for the delivery of all such notices. The date of the delivery of a notice shall be, in the case of delivery by hand, the date of delivery; or, in the case of a delivery by certified mail or overnight courier, one (1) business day after the date of posting of the notice with the United States Postal Service or its entrustment to a recognized overnight delivery service.

If to Lessor:

Arrowbrook Centre, LLC 459 Herndon Parkway Suite 14 Herndon, Virginia 20170

or

P. O. Box 546 Herndon, Virginia 20172-0546 Attn: Jeffrey J. Fairfield, Co-Manager

If to Lessee:

Fairfax County Park Authority 12055 Government Center Parkway 9th Floor Fairfax, Virginia 22035 Attn: Director

with a copy to:

Office of the County Attorney County of Fairfax 12000 Government Center Parkway Room 549 Fairfax, Virginia 22035 Attn: County Attorney

VII. Other Provisions.

- A. Neither Lessor nor Lessee may assign its rights or obligations under this Agreement without the prior written consent of the other. Nevertheless, all of the rights, responsibilities and obligations of the parties as expressed in this Agreement shall be fully binding upon, and enforceable against, their respective grantees, assigns, and successors-in-interest.
- B. The Agreement shall be governed by the laws of the Commonwealth of Virginia.
- C. The Agreement embodies the entire agreement and understanding between the parties. No oral promise, statement, or expression which is in conflict with the terms and conditions of the Agreement shall be binding upon the parties.

- D. No amendment to the Agreement shall be legally binding and effective unless in writing and signed by each of the parties hereto. In the event any such written amendment is signed by the parties, its provisions shall prevail and control over any contrary provision expressed in this document.
- E. Each of the parties to the Agreement shall execute such other and further written assurances as may be reasonably necessary to the exercise, execution, and performance of the respective rights and obligations of the parties arising under this Agreement.
- F. The Agreement is being executed in three (3) counterparts, each of which shall be deemed an original but all of which shall constitute but one contract.

IN WITNESS WHEREOF, the parties have executed this Agreement, and placed their respective hands and seals, on this Agreement, as of the date indicated next to their signatures.

[SIGNATURES APPEAR ON THE FOLLOWING PAGES]

Lessor:

ARROWBROOK CENTRE, LLC
a Virginia limited liability company

a Virginia limited liability company

By:

Jeffrey J. Fairfield Co-Manager

Bv:

erome L. Lonnes Co-Manager

Lessee:

FAIRFAX COUNTY PARK AUTHORITY

By:

Name: Tawny/Hammond

Title: General Manager, Frying Pan Farm Park, Fairfax County Park Authority

By:

Name: Paul Nicholson

Title: Farm Manager, Frying Pan Farm Park, Fairfax County Park Authority

FIRST AMENDMENT TO LEASE AGREEMENT

THIS FIRST AMENDMENT TO LEASE AGREEMENT, referred to as "this First Amendment" is made on this 21st day of October, 2015, by and between ARROWBROOK CENTRE, LLC, a Virginia limited liability company, referred to as "Lessor"; and the FAIRFAX COUNTY PARK AUTHORITY, a body politic established by ordinance of Fairfax County, Virginia, pursuant to state enabling legislation, referred to as "Lessee".

Recitals

- 1. Lessor is the wholly owned subsidiary of The Ruth and Hal Launders Charitable Trust, a tax-exempt private foundation pursuant to the tax regulations set forth in Part II of Subchapter F, Chapter 1, and Subchapter A of Chapter 42 of the Internal Revenue Code of 1986, as amended ("the Code").
- 2. Lessee is a governmental entity and owns and operates, *inter alia*, within the geographic limits of the county, a public park facility commonly known as Frying Pan Farm Historical Park, exclusively for public purposes ("Frying Pan Farm Park").
- 3. By a certain Lease Agreement dated 1 May 2012 ("the Lease") Lessor has leased to Lessee certain real property located in Dranesville Magisterial District, Fairfax County, Virginia ("County"), denoted as Parcel 3A, Arrowbrook Centre, as more fully described in a certain Deed of Division dated 4 November 2010 and recorded on 8 November 2010 in Deed Book 21355 at page 373 among the land records of the County ("Parcel 3A"), subject to the terms, and for the uses so prescribed, in the Lease. The Lease remains in full force and effect.
- 4. Lessor has contracted to purchase certain real property contiguous to Parcel 3A denoted as Parcels 1 and 2, Arrowbrook Centre, as more fully described in a certain Deed of Boundary Line Adjustment dated 17 April 2007 and recorded on 20 April 2007 in Deed Book 19272 at page 1880 among the land records of the County, less and except certain portions of such parcels dedicated to the County after the recordation of the

aforesaid Deed of Boundary Line Adjustment, by deeds recorded in the chain of title, and to which reference is made ("Parcels 1 and 2").

- 5. Lessor also intends to enter into one or more contracts for the sale of a portion of Parcel 3A and a portion of Parcel 2 for residential development, but which contracts are not expected to close until the end of 2016 or later.
- 6. By this First Amendment Lessor and Lessee wish to amend the terms of the Lease (1) to expand the land area subject of the Lease to include not only Parcel 3A but also Parcel 1 and 2 effective upon the recordation of a deed vesting title to Parcel 1 and 2 in the name of Lessor, (2) to clarify that any action by Lessor to market any portion of Parcel 1, 2, or 3A for sale or to enter into any contract for the sale of Parcel 1, 2, or 3A, or any portion of any of these parcels of land, will not constitute a breach of the Lease, (3) to clarify that neither any action taken by any contract purchaser of Lessor to conduct soil geotechnical tests, nor any action taken by Lessor to cut or remove trees, shrubs, bushes, weeds or other vegetation from Parcels 1, 2, or 3A, will not constitute a breach of the Lease provided no such actions impede, limit, or restrict the ability of the Lessee to use and occupy Parcels 1, 2 and 3A for the uses and purposes described in the Lease, and (4) to provide for an early termination of the term of the Lease, as to all or any portion of the land subject of the Lease, such termination to be as of a future specified date but no earlier than 1 November 2016.

NOW THEREFORE, in consideration of the mutual promises and undertakings expressed in this Agreement, in addition to other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

I. Acknowledgment of Recitals.

The parties to this First Amendment stipulate to the material accuracy of the recitals, and such are hereby incorporated into this First Amendment.

II. Addition of Parcels 1 and 2 To The Area of the Lease.

Effective immediately upon the recordation among the land records of the County of Fairfax, Virginia of a deed vesting title to Parcel 1 and Parcel 2 in the name of the Lessor, the area subject of the Lease shall be expanded to include not only Parcel 3A but also all of Parcel 1 and all of Parcel 2.

III. Lessor May Conduct Certain Activities.

Lessor may market for sale any of the land subject of the Lease, and it may enter into any contract for the sale of any area of the land subject to the Lease. Lessor may also permit and allow any employees, agents, or contractors of either Lessor, or of any contract purchaser of Lessor, to enter onto, and to conduct any inspections or tests, including soil borings, test pits, and other geotechnical tests and investigations. Lessor may also cut or remove trees, shrubs, bushes, weeds or other vegetation from Parcels 1, 2, or 3A. None of the foregoing actions shall be deemed a breach of Section IV. or Section V. of the Lease, and such sections are hereby amended and modified to expressly permit and authorize Lessor to commit, or to allow the commission of, any of the foregoing described actions. Notwithstanding the foregoing, Lessor shall not act to interfere or prevent Lessee from its use and occupancy of the land subject to the Lease for the use described in Section IV. of the Lease.

IV. Early Termination of the Lease In Whole or in Part.

Section II. of the Lease is amended to permit either Lessor or Lessee, upon not less than sixty (60) days prior written notice to the other party, to terminate the term of the leasehold estate granted by the Lease, either as to all, or as to any portion, of the land subject of the Lease, effective as of a date specified in such notice but which date shall not be any earlier than sixty (60) days following the date of the delivery of such notice, or 1 November 2016, whichever occurs last. The notice given pursuant to this section shall state whether the termination of the Lease applies to the entirety of the land subject of the Lease, or to only part of such land, and if it applies only to a part of such land then such notice shall describe such part with specificity. Upon the effective date of any such termination of the Lease, whether in whole or in part, the portion of the land specified in such notice, or the entirety of the land subject to this Lease if the notice applies to the entirety, will stand free and discharged of all of the obligations of the Lease.

V. Lease Reaffirmed In All Other Respects.

The terms of this First Amendment amend and supersede all contrary provisions of the Lease. However, to the extent the other terms and conditions of the Lease are not inconsistent with the terms of this First Amendment, the Lease, as modified by this First Amendment, remains in full force and effect.

IN WITNESS WHEREOF, the parties have executed this First Amendment and placed their respective hands and seals on this First Amendment as of the date indicated next to their signatures.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

	Lesso	r:		
		OWBROOK CENTRE, LLC ginia limited liability company		
Ву:		y J. Fairfield anager	Date: October 23, 201	-
Ву:	1 1	e L. Lonnes anager	Date: Oct. 21, 2015	
		e: See next page for Lessee's	signatures	
	Ву:	Name: Tawny Hammond Title: General Manager, Frying Pan Farm Park. Fairfax County Park Authority	Date:	
	Ву:	Name: Paul Nicholson Title: Farm Manager Frying Pan Farm Park. Fairfax County Park Authority	Date:	

Lessor:	
ARROWBROOK CENTRE, LLC a Virginia limited liability company	
Jeffrey J. Fairfield	Date:
Co-Manager	
Jerome L. Lonnes Co-Manager	Date:
Lessee:	
By: Mame: Yvonne Johnson Title: General Manager, Frying Pan Farm Park. Fairfax County Park Authority	Date:
By: Name: Paul Nicholson Title: Farm Manager Frying Pan Farm Park. Fairfax County Park Authority	Date: 11-16-2015



FAIRFIELD LAW FIRM

JEFFREY J. FAIRFIELD, P.C.

459 HERNDON PARKWAY, SUITE 14
POST OFFICE BOX 546
HERNDON, VIRGINIA 20172-0546

TELEPHONE: (703) 437-9200 FAX: (703) 481-3765 email: jeff@jjfpc.com

September 29, 2016

Fairfax County Park Authority 12055 Government Center Parkway 9th Floor Fairfax, Virginia 22035 Attn: Director

VIA UNITED STATES CERTIFIED MAIL RETURN RECEIPT REQUESTED Certified Mail Receipt Number 7015 3010 0001 5678 3375

Office of the County Attorney County of Fairfax 12000 Government Center Parkway Room 549 Fairfax, Virginia 22035 Attn: County Attorney

VIA UNITED STATES CERTIFIED MAIL
RETURN RECEIPT REQUESTED
Certified Mail Receipt Number 7015 3010 0001 5678 3412

Re: Lease Agreement dated 5-1-2012 as amended;

Lessor: Arrowbrook Centre, LLC; Lessee: Fairfax County Park Authority

Dear Sirs:

I represent Arrowbrook Centre, LLC, the lessor under a lease agreement dated May 1, 2012 as amended with the Fairfax County Park Authority (the "Lease"). Since 2012 under the authority of the Lease, and for years earlier under an informal arrangement, my client has been pleased to permit the Park Authority to cut, bale, and harvest hay at the former Launders Farm (Arrowhead Farm) in Herndon for its use in feeding livestock at Frying Pan Historical Park. However, Arrowbrook Centre, LLC is under contract to sell approximately 5 acres of the farm land to a residential developer. We expect to close on this land sale late this year.

Fairfax County Park Authority September 29, 2016 page two

To prepare for closing, Arrowbrook Centre, LLC is contractually obliged to exercise its right under the Lease to terminate its scope as to the land it is about to sell. Accordingly, I enclose a notice to accomplish this partial lease termination as to this area covered by the Lease. The partial termination is effective December 1, 2016. The Park Authority and its staff at Frying Pan Historical Park may, under the authority of the Lease, cut, bale, and harvest the entirety of the Launders Farm through the end of November. In addition, after November 2016 until further notice, the Lease continues in full force and effect for the balance of the farm land consisting of approximately 20.7 acres for the charitable exempt use stated in the Lease.

Please let me know if you have any questions.

Very truly yours,

JEFFREY J. FAIRFIELD

Co-Manager

Arrowbrook Centre, LLC

JJF:lm Enclosure

cc: Paul Nicholson, Farm Manager, Frying Pan Historical Park Jerome L. Lonnes, Co-Manager, Arrowbrook Centre, LLC

NOTICE OF EARLY TERMINATION OF LEASE AS TO A PORTION OF THE LAND AREA SUBJECT TO LEASE

To: FAIRFAX COUNTY PARK AUTHORITY, Lessee

Fairfax County Park Authority 12055 Government Center Parkway 9th Floor Fairfax, Virginia 22035 Attn: Director

VIA UNITED STATES CERTIFIED MAIL RETURN RECEIPT REQUESTED Certified Mail Receipt Number 7015 3010 0001 5678 3375

Office of the County Attorney County of Fairfax 12000 Government Center Parkway Room 549 Fairfax, Virginia 22035 Attn: County Attorney

VIA UNITED STATES CERTIFIED MAIL RETURN RECEIPT REQUESTED Certified Mail Receipt Number 7015 3010 0001 5678 3412

YOU ARE HEREBY NOTIFIED that pursuant to Section II. of a Lease Agreement dated May 1, 2012, as amended by Section IV. of a certain First Amendment to Lease Agreement dated October 21, 2015, by and between Arrowbrook Centre, LLC as Lessor and the Fairfax County Park Authority as Lessee, hereafter referred to as "the Lease" and to which Lease reference is hereby made, Lessor hereby gives notice of its election to terminate the term of the Lease but only as to a portion of the land subject to the Lease.

The portion of the land subject of the Lease, to which this notice applies, and the term of which will be terminated prior to its scheduled termination, consists of approximately 5.13521 acres, as more particularly described in the legal description attached as exhibit 1 to this notice, as depicted by the land area bounded in red ink on the plat attached as exhibit 2 to this notice, both of which exhibits are hereby incorporated into this notice by reference.

The early termination of the term of the Lease accomplished by this Notice does not extend to the entirety of the land subject of the Lease but rather only to the portion of such land as described in the preceding paragraph.

The effective date of the early termination of the term of the Lease as to the portion of the land described in this notice is December 1, 2016. As of such date, and pursuant to the provisions of the Lease, the portion of the land subject of the Lease described in this notice shall be stand, as of and at all times after such effective date, free and discharged of all obligations of the Lease.

Except as otherwise stated in this Notice, the remainder of the land subject of the Lease, not part of the portion of such land described in this notice, which consists of approximately 20.7 acres, remains subject to the terms of the Lease.

ARROWBROOK CENTRE, LLC Lessor By Counsel

JEFFREY J. FAIRFIELD, A PROFESSIONAL CORPORATION 459 Herndon Parkway Suite 14 P. O. Box 546 Herndon, Virginia 20172-0546 (703) 437-9200

By:

Jeffrey J. Fairfield, Esquire

Counsel for Arrowbrook Centre, LLC, Lessor

Date: 29 September 2016

Certificate of Mailing

I, Jeffrey J. Fairfield, have this 29th day of September, 2016 deposited this notice with the United States Postal Service for delivery to the above-stated Lessee directed to the addresses indicated above via United States certified mail, return receipt requested, and with the certified mail receipt number as indicated above.

Jeffrey J. Fairfield



208 Church Street, SE Leesburg, VA 20175 T: 703-777-3616 F: 703-777-3725

www.pennoni.com

EXHIBIT 1

Description of
Parcel 3 and a portion of Parcel 2
Arrowbrook Centre Subdivision
Dranesville Magisterial District
Fairfax County, VA

Beginning at a point on the northern line of Parcel 10 Arrowbrook Centre Subdivision, as depicted on the attached Exhibit 2 labeled "Subdivision Plat Arrowbrook Centre Dranesville Magisterial District, Fairfax County, Virginia" dated June 29, 2016 and prepared by Roger E. Harris LS, Pennoni Associates, Inc., said point also being on the southern line of Parcel 2 Arrowbrook Centre Subdivision; thence with the northern and western line of said Parcel 10 Arrowbrook Centre Subdivision the following two (2) courses:

N 62°37'35" W passing through the southwest corner of said Parcel 2 Arrowbrook Centre Subdivision at a distance of 68.01' and continuing for a total distance of 391.34' to a point and S 27°22'25" W 150.26'

to a point on the eastern line of Parcel A2-A COPT Sunrise, LLC;

thence with the eastern lines of said Parcel A2-A COPT Sunrise, LLC the following two (2) courses:

N 62°38'48" W 242.00' to a point and

N 27°21'05" E 446.04'

to a point marking the southwest corner of Parcel 4 Arrowbrook Centre Subdivision;

thence with the southern line of said Parcel 4 Arrowbrook Centre Subdivision and continuing with the southern line of proposed Parcel 7 Arrowbrook Centre Subdivision;

S 62°37'35" E passing through the northwest corner of the aforementioned Parcel 2 Arrowbrook at 565.51' and continuing for a total distance of 633.52'

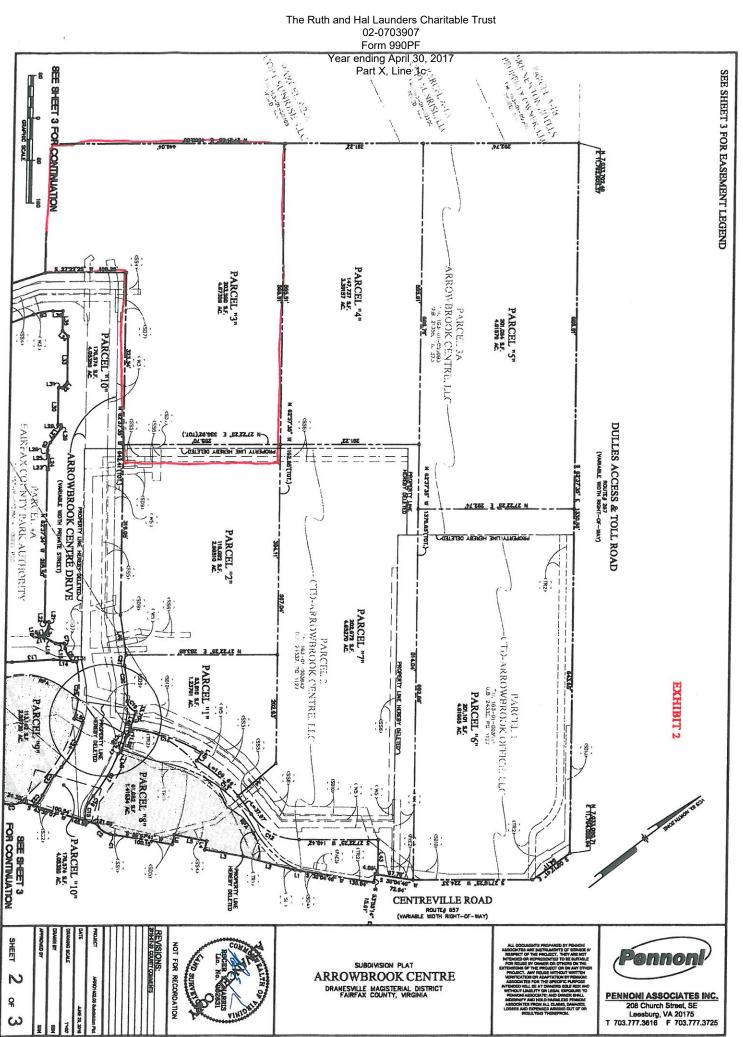
to a point on the southern line of said Parcel 7 Arrowbrook Centre Subdivision and the northern line of said Parcel 2 Arrowbrook Centre Subdivision;

thence running through said Parcel 2 Arrowbrook Centre Subdivision;

S 27°22'25" W 295.70'

to the point of beginning containing 223,690 square feet or 5.13521 acres of land more or less.

The Ruth and Hal Launders Charitable Trust



\$0.00

09/29/2016

PostOffice of the Fairfax County Attorney

12000 Greenment Center Pkwy

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Madult Signature Required

Room 549

Adult Signature Restricted Delivery \$

Tota County of Fairfax

Fairfax, VA 22035

City, State, 219-4County Attorney

PS Form 3800, April 2015 PSN 7530-02-000-9047

DAN CHOKE 21 Form 990PF HERNDON Year ending April 30, 2017 VA Part X, Line 1c 20170-9998 5142120190 09/29/2016 (800)275-8777 12:19 PM Product Sale Final Description Qty Price First-Class \$0.68 Mail Letter (Domestic) (FAIRFAX, VA 22035) (Weight: 0 Lb 1.40 0z) (Expected Delivery Day) (Saturday 10/01/2016) Certified \$3.30 (USPS Certified Mail #) (70153010000156783375) Return \$2.70 Receipt (USPS Return Receipt #) (9590940216696053452515) Non Mach. \$0.21 Surch. First-Class 1 \$0.68 Mail Letter (Domestic) (FAIRFAX, VA 22035) (Weight: 0 Lb 1.40 0z) (Expected Delivery Day) (Saturday 10/01/2016) Certified \$3.30 (USPS Certified Mail #) (70153010000156783412) Return \$2.70 Receipt (USPS Return Receipt #) (9590940212715246674436) Non Mach. \$0.21 Surch. Total \$13.78 Credit Card Remitd \$13.78 (Card Name: VISA) (Account #:XXXXXXXXXXXXXXXX7617) (Approval #:07441G)

02-0703907

Text your tracking number to 28777 (2USPS) to get the latest status. Standard Message and Data rates may apply. You may also visit USPS.com USPS Tracking or call 1-800-222-1811.

(Transaction #:164)

In a hurry? Self-service klosks offer

The Ruth and Hal Launders Charitable Trust 02-0703907 Form 990PF SENDER: COMPLETE THIS SECTION COMPLETEY SHIS SRITTY CAN ON DELIVERY A. Signature Complete items 1, 2, and 3. ☐ Agent Print your name and address on the reverse ☐ Addressee so that we can return the card to you. B. Received by (Printed Name) C. Date of Delivery Attach this card to the back of the mailpiece, or on the front if space permits. D. Is delivery address different from item 1?

Yes Office of the Fairfax County Attorney If YES, enter delivery address below: ☐ No County of Fairfax 12000 Government Center Play Room 549 Fairfax, VA 22035 Attn: County Attorney Service Type ☐ Priority Mail Express® ☐ Adult Signature ☐ Registered Mail Adult Signature Restricted Delivery Registered Mall Restricted Delivery

Return Receipt for ☐ Adult Signature Restricted Delive

Certified Mail®

☐ Certified Mail Restricted Delivery 9590 9402 1271 5246 6744 36 Collect on Delivery
 Collect on Delivery
 Collect on Delivery Restricted Delivery Merchandise

☐ Signature Confirmation™ 2. Article Number (Transfer from service label) Signature Confirmation 7015 3010 0001 5678 3412 lail Restricted Delivery Restricted Delivery

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

Domestic Return Receipt

SENDI	ER: (сомР	LETE	THIS .	SECTIOI	V

- 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:

Fairfax County Park Authority 12055 Government Center Pkwy 9th Floor Fairfax, VA 22035

Attn: Director



9590 9402 1669 6053 4525 15

2. Article Number (Transfer from service label)

7015 3010 0001 5678 3375

COMPLETE THIS SECTION ON DELIVERY

A. Signature	MARI
X Jacob Schools	☐ Agent ☐ Addressee
B. Received by (Printed Name)	C. Date of Delivery

☐ Yes D. Is delivery address different from Item 1? If YES, enter delivery address below:

Service Type

☐ Adult Signature
☐ Adult Signature Restricted Delivery
☐ Certified Mail®
☐ Certified Mail Restricted Delivery

☐ Collect on Delivery
☐ Collect on Delivery Restricted Delivery

Mall Mall Restricted Delivery

☐ Priority Mail Express® ☐ Registered Mail

Registered Mail Restricted Delivery ☐ Return Receipt for Merchandise
☐ Signature Confirmation™

☐ Signature Confirmation

Restricted Delivery

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

Domestic Return Receipt

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	Tax Status
Adirondack Foundation PO Box 288 Lake Placid, NY 12942 www.generousact.org	\$10,000	This grant will be used to help build the Adirondack Loon Legacy Fund at the Adirondack Foundation. It will help provide annual general operating support for the Loon Conservation Center, which conducts research on Common Loons, provide education and outreach programming and conduct conservation and management projects to protect the loon population.	28-Nov-2016	PC
Alice's Kids Inc P.O. Box 60 Mount Vernon, VA 22121 aliceskids.org	\$10,000	This grant will be used to pay for yearbook fees, summer camp, glasses, soccer shoes, clothes and many other inexpensive items that are out of reach for children in need as identified by a referral base of teachers, social workers and counselors.	7-Feb-2017	РС
Antioch University New England 40 Avon Street Keene, NH 03431 www.antioch.edu	\$2,500	The grant will be used for the Horace Mann Spirit of Service Scholarship Fund that provides funds for students in need who have won victories for humanity through their work or volunteerism.	2-Aug-2016	PC
Arlington Food Assistance Center 2708 S. Nelson Street Arlington, VA 22206 www.afac.org	\$2,500	Funding will be used to support our core mission of feeding the hungry. We will provide services for over 10,000 low income individuals.	28-Nov-2016	PC
Arlington Thrive, Inc. P.O. Box 7429 Arlington, VA 22207 www.emergencyneeds.org	\$7,500	This grant will be used for general operating support to help Arlington residents financial assistance to pay their rent, utilities, medical and dental bills, prescriptions, and work-related transportation payments.	2-Aug-2016	PC
Arc of Loudoun dba Paxton Campus 601 Catoctin Circle, NE Leesburg, VA 20176 www.paxtoncampus.org	\$10,000	This grant will be used for general operations to allow us to further our mission and continue to provide direct services to children and adults with intellectual and development disabilities.	7-Feb-2017	PC
Arlington Free Clinic 2921 11th Street South Arlington, VA 22204 www.arlingtonfreeclinic.org	\$10,000	This grant is to support our primary goals: (A) fortifying the mental/behavioral health counseling program; (B) expanding our dental program; and (C) strengthening patient case management and enhancing care coordination with community partners.	28-Nov-2016	PC
Boca Helping Hands, Inc. 1500 N.W. 1st Court Boca Raton, FL 33432 www.bocahelpinghands.org	\$100,000	The purpose of this grant is to underwrite the capital expenses for establishing a training center in the annex building.	17-Aug-2016	PC
Boca Helping Hands, Inc. 1500 N.W. 1st Court Boca Raton, FL 33432 www.bocahelpinghands.org	\$15,000	This grant will be used for general operations. BHH continues to reach those in need through our Food Programs and our Job Mentoring Programs.	13-Feb-2017	PC

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	Tax Status
Boca Helping Hands, Inc. 1500 N.W. 1st Court Boca Raton, FL 33432 www.bocahelpinghands.org	\$50,000	The purpose of this grant is to underwrite the capital expenses for establishing a training center in the annex building.	7-Feb-2017	PC
Brightfocus Foundation 22512 Gateway Center Dr. Clarksburg, MD 20871 www.brightfocus.org	\$5,000	The grant will be used to support investigator-initiated research for a cure for macular degeneration.	17-Aug-2016	PC
Carleton College One N College St. Northfield, MN 55057-4001 www.carleton.edu	\$2,500	This grant will support the mission of the Philosophy Department by providing support for student travel to national conferences to present their work. The funding will also support travel of faculty to attend professional conferences.	17-Aug-2016	PC
Center for Children's Advocacy, Inc. 65 Elizabeth Street Harford, CT 06105 www.kidcounsel.org	\$7,500	This grant is restricted to the Arnold Rutkin Scholars Fund, which will support intensive, focused legal advocacy by CCA's Bridgeport staff attorney for two clients transitioning from DCF care who have demonstrated motivation and perseverance.	28-Nov-2016	PC
Committee for Dulles Community Outreach 45969 Nokes Blvd, Suite 100 Dulles, VA 20166 www.committeefordulles.org/outreach	\$10,000	This grant will be used to provide relief to the poor and underprivileged in the area of Dulles, Virginia, to provided scholarships to people associated with Dulles International Airport, and to support various ministries that serve the poor, distressed or underprivileged at Dulles Airport, Dulles, Virginia.	17-Aug-2016	PC
Commonwealth Public Broadcasting 23 Sesame Street Richmond, VA 23235 www.ideastations.org	\$7,500	\$5,000 of the grant will support delivery of public broadcasting content to 300,000 in Central Virginia. \$2,500 will support production of a national documentary for which WCVE is the presenting station partner with PBS titled Pearl Harbor in HD to air on the 75th anniversary of Pearl Harbor on December 7, 2016.	17-Aug-2016	PC
Conservation Law Foundation 55 Dorrance Street Providence, RI 02903 www.clf.org	\$10,000	Grant funds will be used for the CLF's Farm and Food Initiative within the state of Rhode Island.	2-Aug-2016	PC
Dollywood Foundation 2700 Dollywood Parks Blvd Pigeon Forge, TN 37863 www.dollyfoundations.com	\$15,000	This grant will be used to maintain and continue to expand our existing childhood literacy program to reach more eligible children in the Herndon 20170 and 20171 zip codes.	28-Nov-2016	PC
Doorways for Women and Families P.O. Box 100185 Arlington, VA 22210 www.doorwaysva.org	\$10,000	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.	7-Feb-2017	PC

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	Tax Status
Elden Street Players, Inc. PO Box 5006 Herndon, VA 20172 www.nextstoptheatre.org	\$10,000	This grant will be used to support the general operations of the organization in the pursuit of its exempt charitable purpose.	28-Nov-2016	PC
Emily Catherine Fedorko Foundation P.O. Box 72 Cos Cob, CT 06807 www.emsway.org	\$15,000	The grant will be used to help fund a free life-vest giveaway to children and young adults at the Emsway Walk for Safety. It also will help educate people in boating awareness.	2-Aug-2016	PC
Fairfax County Park Foundation 12055 Government Center Parkway Suite 404 Fairfax, VA 22035 www.fairfaxparkfoundation. org	\$20,000	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.	13-Feb-2017	PC
Fairfax County Park Foundation 12055 Government Center Parkway Suite 404 Fairfax, VA 22035 www.fairfaxpark foundation.org	\$20,000	This grant will be used to underwrite the cost of performers booked for the 2018 Arrobrook Park Summer Concert Series.	13-Feb-2017	PC
FeedMore Inc. 1415 Rhoadmiller Street Richmond, VA 23220 www.feedmore.org	\$10,000	This grant will be used to support the BackPack Program that provides chronically hungry children with additional nutritional support by supplying a weekend's worth of food each Friday. FeedMore will improve the quality of lunch and dinner entrees and include fresh fruit in each BackPack.	17-Aug-2016	PC
Grace Episcopal Church Food Pantry 116 W. Washington Avenue Madison, WI 53704 www.gracechurchmadison.org/grace-food- pantry	\$2,500	The grant will be used to purchase food and necessitates for infants, toddlers and young children. Necessities include diapers, wipes, infant formula and hygiene items.	2-Aug-2016	PC
Kingston Chamber Music Festival PO Box 1733 Kingston, RI 02881 www.kingstonchambermusic.org	\$2,500	The grant will provide support of our special winter concert on March 17, 2017.	7-Feb-2017	PC
Komera PO Box 1491 Jamaica Plain, MA 02130 www.komera.org	\$10,000	This grant is for general operations in furtherance of the organization's exempt charitable purpose.	5-Dec-2016	PC
LifePath Hospice 12470 Telecom Dr., Suite 300. Temple Terrace, FL 33637 www.chaptershealth.org	\$10,000	This grant will be used to provide hospice care for which we are not reimbursed, as well as bereavement services for which we receive no reimbursement.	11-Nov-2016	PC

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	Tax Status
Media4Good Inc 209 Anacapa Street Santa Barbara, CA 93101 www.media4good.org	\$10,000	This grant will be used as a match grant for our end of year appeal & general operations in furtherance of our organization's exempt charitable purpose.	5-Dec-2016	PC
Michigan State University 535 Chestnut Road, Room 200 East Lansing, MI 48824 www.ath.msu.edu	\$20,000	putting and practice balls for the new indoor facility and the outdoor driving range; Sam Putt Lab for Trackman Room, Titleist ProVI practice balls for new indoor facility and for outdoordriving range and equipment for new golf	2-Aug-2016	PC
Misioneros Del Camino, Inc. P.O. Box 557722 Miami, FL 33255 www.misionerosdelcamino.org	\$15,000	The grant will be used to enhance the existing services at the Neurological Center. It will provide additional neurological, psychological evaluations and medications to patients that have no financial means to obtain them without our assistance.	13-Feb-2017	PC
Mixed Magic Theatre 560 Mineral Spring Avenue Pawtucket, RI 02860 www.mmtri.com	\$7,500	The funds will be used to help cover the cost associated with presenting performances of Reflections: Growing Up A Black Man in America to groups and audiences in the South County Region of Rhode Island.	2-Aug-2016	PC
Monhegan Artists' Residency Corporation 6 Stoneledge Drive Portland, ME 04102 www.monheganartistsresidency.org	\$2,500	This grant will be used to help with general operating expenses, which include exclusive use of studio and living quarters on Monhegan Island for the three Fellows, plus a \$150 per week stipend for living expenses and supplies.	28-Nov-2016	PC
Musica Dolce 30 Juniper Circle Jamestown, RI 02835 www.musicadolce.org	\$3,000	This grant will be used to supplement the income received from ticket sales for our public chamber music concerts, and to make it possible to offer free outreach concerts for schools, libraries, ad senior residences.	2-Aug-2016	PC
Northern Virginia Therapeutic Riding Program, Inc. 6429 Clifton Rd. Clifton, VA 20124 www.nvtrp.org	\$7,500	The grant would be used as a general operating grant to support the following programs: Therapeutic Horsemanship, Hippotherapy, Community Outreach Program, Supported Employment Program and Community Lessons.	11-Nov-2016	PC
Offender Aid and Restoration of Arlington 1400 N. Uhles Street, Suite 704 Arlington, VA 22201 www.oaronline.org	\$7,500	This grant will support the Intensive Reentry Program, our new evidence-based approach to helping individuals successfully transition back home from incarceration.	2-Aug-2016	PC
Phoenix Houses of the Mid-Atlantic 521 North Quincy Street Arlington, VA 22203 www.phoenixhouse.org	\$7,500	This grant will be used for general operations. The funds would help pay for operating costs, including medical services, prescription costs, school expenses, equipment and materials.	28-Nov-2016	PC

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	Tax Status
Positive Vibe Foundation 1207 Bridle Lane Richmond, VA 23229 www.positiveviberva.com	\$5,000	The grant will be used for general operations to further our exempt charitalbe purpose to train and hire people with disablities.	17-Aug-2016	PC
Project Akilah 195 Plymouth Street Suite 2/4 Brooklyn, NY 11201 www.akilahinstitute.org	\$5,000	This grant will be used to support general operations during our 2017 fiscal year.	5-Dec-2016	PC
Rhode Island Public Radio One Union Station Providence, RI 02903 www.ripr.org	\$10,000	This grant will be used to create a digital public square that is trustworthy, comprehensive and features consistent journalism about our region that enlivens civic engagement.	5-Dec-2016	PC
St Joseph's Elementary School 750 Peachtree Street Herndon, VA 20170 www.sjcherndon.org/SJS	\$100,000	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 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.	23-Sep-2016	PC
Shelter for the Homeless 137 Henry Street Suite 205 Stamford, CT 06902 www.wmga.com	\$2,500	This grant will be used by the high school students to buy the food that will be served as meals at Pacific House shelter.	28-Nov-2016	PC
South County Health 100 Kenyon Avenue Wakefield, RI 02879 www.southcountyhealth.org	\$5,000	This grant will be used for the general operations to make healthcare possible for all who enter our facilities, regardless of their ability to pay.	7-Feb-2017	PC
The Community Tax Law Project 5206 Markel Road Suite 100-B Richmond, VA 23230 www.ctlp.org	\$5,000	The grant will be used for general operational support, with an emphasis on expanding the clinic's educational programs in the Greater Richmond, VA area. Plans are to more than double its educational and outreach efforts directed to low-income and ESL taxpayers and to service providers to these groups.	17-Aug-2016	PC
The Contemporary Theater Company 327 Main Street Wakefield, RI 02879 www.thecomtemporarytheater.com	\$15,000	This grant will provide the final money for the down payment and will be used for legal fees, engineering, financing costs, title transfer and other costs associated with subdividing the land and closing on the purchase of the theater.	5-Dec-2016	PC
University of Richmond (Boatwright Society) 28 Westhampton Way Richmond, VA 23173 www.richmond.edu	\$2,500	This grant is designated specifically to the Boatwright Society Scholarship at the University of Richmond for educational purposes in support of academic scholarships.	17-Aug-2016	PC

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	Tax Status
University of Richmond (Welsh Scholarship) 28 Westhampton Way Richmond, VA 23173 www.richmond.edu	\$5,000	This grant is to the University of Richmond for the John D. Welsh Scholarship Fund.	13-Feb-2017	PC
Virginia Repertory Theatre 114 West Broad Street Richmond, VA 23220 www.va-rep.org	\$5,000	Funds will be used to support the general operations of the organization.	17-Aug-2016	PC
Virginia Repertory Theatre 114 West Broad Street Richmond, VA 23220 www.va-rep.org	\$10,000	This grant will be used for general operations, and in memory of John D. (Jack) Welsh.	13-Feb-2017	PC
YWCA Richmond 6 North 5th Street Richmond, VA 23230 www.ywcarichmond.org	\$2,500	Funds will support programmatic costs including counseling, case management, hospital accompaniment, workforce development, private emergency shelter apartments and rapid rehousing.	17-Aug-2016	PC
Total Grants Distributed:	\$638,000			

FAIRFIELD LAW FIRM

JEFFREY J. FAIRFIELD, P.C.

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7 March 2018

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

VIA UNITED STATES CERTIFIED MAIL—RETURN RECEIPT REQUESTED Certified Mail Receipt Number 7017 2680 0000 9652 3615

Re:

The Ruth and Hal Launders Charitable Trust

FEIN: 02-0703907 2016 990PF

Dear Sirs:

I serve as the Managing Co-Trustee and the Secretary-Treasurer 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 2016 IRS Form 990-PF for the tax year ending on 30 April 2017 together with its various attachments. I have signed and dated page 13. of the return in my capacity as the managing co-trustee and secretary-treasurer of the taxpayer. Please note the original filing date of 15 September 2017 was extended to 15 March 2018. I have attached to the front of the return the IRS notice dated 23 October 2017 approving the application extension request and setting the extended filing deadline of 15 March 2018.

The enclosed 990-PF return indicates there is an overpayment of the excise tax due. If you have any questions, please let me know.

Very truly yours,

JEFFREY J. FAIRFIELD

Managing Co-Trustee and Secretary-Treasurer The Ruth and Hal Launders Charitable Trust

JJF:lm Enclosure

cc: Office of the Attorney General of Virginia

FAIRFIELD LAW FIRM

JEFFREY J. FAIRFIELD, P.C.

459 HERNDON PARKWAY, SUITE 14
POST OFFICE BOX 546
HERNDON, VIRGINIA 20172-0546

TELEPHONE: (703) 437-9200 FAX: (703) 481-3765 email: jeff@jjfpc.com

7 March 2018

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 7017 2860 0000 9652 3622

Re: The Ruth and Hal Launders Charitable Trust 2016 990-PF Tax Return

Dear Mr. Attorney General:

I serve as the Managing Co-Trustee and the Secretary-Treasurer 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 2016 Form 990-PF filed by the Trust for the tax year which ended on 30 April 2017. 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

Managing Co-Trustee and Secretary-Treasurer
The Ruth and Hal Launders Charitable Trust

JJF:lm Enclosure

U.S. Postal Service™ U.S. Postal Service™ CERTIFIED MAIL® RECEIPT CERTIFIED MAIL® RECEIPT 361 П 362 For delivery information, visit our website at www.usps.com® For delivery information, visit our website at www.usps.com UGDEN, UT 84201 П S Certified Mall Fee \$3.45 _ 0190 Certified Mail Fee \$3.45 4 Extra Services & Fees (check box, add fee 08 as appropriate) 00 Return Receipt (hardcopy) Extra Services & Fees (check box, add fi as appropriate Return Receipt (electronic) \$0.00 Return Receipt (hardcopy) 000 Certified Mail Restricted Delivery Return Receipt (electronic) \$0.00 \$0.00 Adult Signature Required Certified Mail Restricted Delivery \$0.00 \$0.00 Adult Signature Restricted Deliv Adult Signature Required \$0.00 80 Adult Signature Restricted Delivery \$ 80 Postage \$ Total Postage and Fees ទីដី និដី D \$2.68 26 N Total Postage and Fees 7 017 HON MARK R HERRING DEPT OF THE TREA ORNEY GENERAL OF VERGINI IRS SERVICE CENTER 900 EAST MAIN STREET City, State, ZIPOGDEN UT 84201-002 City, State CHMOND, VIRGINIA 23219 PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions COMPLETE THIS SECTION ON DELIVERY SENDER: COMPLETE THIS SECTION A. Signature ■ Complete items 1, 2, and 3. ☐ Agent Print your name and address on the reverse X ☐ Addressee so that we can return the card to you. B. Received by (Printed Name) C. Date of Delivery Attach this card to the back of the mailpiece, or on the front if space permits. D. Is delivery address different from item 1?

If YES, enter delivery address below: ☐ Yes 1. Article Addressed to: □ No DEPT OF THE TREASURY IRS SERVICE CENTER MAR 1 2 2018 OGDEN UT 84201-0027 ш Re: The Ruth and Hal Launders Charitable Trust 2016 Form 990-PF Service Type ☐ Priority Mail Express® □ Priority Man Express®
 □ Registered Mail™
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☐ Collect on Delivery Restricted Delivery 2. Article Number (Transfer from service label) ed Mail Mail Restricted Delivery \$500) Restricted Delivery 7017 2680 0000 9652 3615 PS Form 3811, July 2015 PSN 7530-02-000-9053 Domestic Return Receipt

appled Present	
SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
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, VIRGINIA 23219 Re: The Ruth and Hal Launders Charitable III 2016 990-PF	A. Signature X
9590 9402 2503 6306 4927 03 2. Article Number (<i>Transfer from service label</i>)	3. Service Type □ Adult Signature TORNEY GENERY □ Adult Signature Restricted Delivery □ Certified Mail Restricted Delivery □ Collect on Delivery □ Collect on Delivery □ Collect on Delivery □ Restricted Delivery

Domestic Return Receipt