

**Policy and Guidelines As Adopted by the Board of Trustees of
The Ruth and Hal Launders Charitable Trust
With Respect to Trustee Succession and Continuity Planning**

The following policies and guidelines were adopted by the unanimous resolution of the Board of Trustees of The Ruth and Hal Launders Charitable Trust (“the Trust”) at a regular meeting held on 30 January 2012 at which all of the Co-Trustees of the Trust were present and voting. These policies and guidelines shall be considered and applied in the course of the exercise of the discretion of the Co-Trustees of the Trust to fill a vacancy on the Board of Directors pursuant to Article VI of the By-Laws of the Trust. The following policies and guidelines do not amend the governing documents of the Trust including the Trust Declaration or the Trust By-Laws, and they shall be applied and administered in accordance with the terms of the Trust Declaration and the Trust By-Laws in addition to applicable law.

General Principles.

1. All incumbent Co-Trustees serving on the Board of Trustees of the Trust on the date of the adoption of the aforesaid resolution, i.e. on 30 January 2012, are deemed to be legacy trustees. Any co-trustee elected to the Board of Trustees after 30 January 2012 is deemed to be a successor trustee.
2. The composition of the Board of Trustees should continue to be comprised of both family and non-family members. For these purposes, family members consist of the class of persons who are lineal descendants of either Michael Launders or Alice Johnson, parents of Joseph Harold Launders, except that persons who are spouses of any legacy trustee shall also be deemed to be a family member. Non-family members consist of a class comprising all other persons.
3. A majority of co-trustees should be family members. A Board of Trustees consisting of seven (7) persons with four (4) of being family members and three (3) non-family members is optimal. In the course of electing any person to fill a vacancy on the Board of Trustees, this ideal size and composition of the Board should be considered to be a paramount objective.
4. Members of the family of Ruth C. Launders shall not be considered family members. However, in recognition of Ruth C. Launders as a co-founder of the Trust, a perpetual grant in her honor is established effective with the fiscal year commencing on 1 May 2012. Such grant shall be made annually, in an amount not to exceed \$25,000 per year, and distributed to a charitable grantee in the Herndon, Virginia area.

Successor Trustees.

5. Successor trustees should be elected for terms of three (3) years commencing on the date of admission to the Board of Trustees. Admission is deemed to be the date on which the Successor Trustee takes the oath of office.
6. A successor trustee may be re-elected for one additional term of three (3) years. After service on the Board of Trustees for two (2) consecutive terms, the service of a successor trustee should end, but such successor trustee may be re-elected to the Board of Trustees after a continuous period of non-service as a trustee in excess of twelve (12) months.
7. Successor trustees should have the same voting privileges on the Board of Trustees as legacy trustees.
8. If the Board of Trustees continues its trustee discretionary grant policy first adopted on 8 November 2009, the annual grant allowance allotted to a successor trustee may be less than the allowance for a legacy trustee. The annual discretionary grant allowance allotted to each successor trustee may be increased each year to eventually reach parity with the allowance for a legacy trustee.
9. Fiduciary compensation paid to successor trustees may vary and may be less than the fiduciary compensation allowed a legacy trustee. Fiduciary compensation for a successor trustee should be fixed in light of the responsibilities and expectations for the fiduciary service of a successor trustee dependent upon the circumstances presented at that time.

Identification, Evaluation, and Election of Successor Trustees.

10. Any incumbent trustee, whether legacy or successor, serving on the Board of Trustees may identify an individual for potential selection as a successor trustee. With the consent of the Board of Trustees, any person so identified as a potential prospective successor trustee may be invited to attend a meeting of the Board of Trustees. Only one such person so identified as a potential prospective successor trustee should be invited to a meeting of the Board of Trustees at any given time. Absent a resolution adopted by The Board of Trustees, following the advice and counsel of the Trust's Tax Advisor, the Trust should not reimburse any such person for his or her expenses incurred in the course of attending any meeting of the Board of Trustees.
11. Any incumbent trustee, whether legacy or successor, serving on the Board of Trustees, may, in contemplation of his or her resignation from the Board of Trustees,

- identify a person as a proposed successor trustee to fill the vacancy resulting from his or her resignation.
12. Any incumbent trustee, whether legacy or successor, serving on the Board of Trustees, may submit to the Secretary of the Trust a statement in writing identifying a person whom such incumbent trustee wishes to fill a vacancy on the Board of Trustees resulting from the death or incapacity of such incumbent trustee. An incumbent trustee who files any such statement with the Secretary may, but need not, disclose such fact to the members of the Board of Trustees. Upon request of any member of the Board of Trustees, however, the Secretary shall disclose the existence of, and provide a copy of, any such statement which has been filed with the Secretary. A template for use in submitting any such statement is attached. Such template may, but need not, be used to submit such a statement to the Secretary.
 13. At the sole discretion of the Board of Trustees, any person who has been identified as a potential prospective successor trustee, through one or more of the methods described above, may be interviewed by the members of the Board of Trustees. Such interview may take place either at a meeting of the Board of Trustees, or outside any such meeting, albeit only after notice to all members of the Board of Trustees, and at such time and place as the Board of Trustees prescribe. Following any such interview or series of interviews, the Board of Trustees may take an informal vote on whether to recommend the person so interviewed for election to the Board of Trustees to fill any vacancy. The trustee who identified the person interviewed as a potential successor trustee, may be present, but he or she shall not cast a vote, on any such recommendation. Any such vote taken by the Board of Trustees should be informal and not be binding.
 14. If any vote taken by the Board of Trustees in accord with the preceding paragraph no. 13 results in an affirmative endorsement and recommendation of a candidate for election to the Board of Trustees, then the Board of Trustees should proceed to act to fill any vacancy on the Board of Trustees, if any such vacancy in fact exists, in accord with the applicable provisions of Article VI of the Trust's By-Laws.
 15. Following election, but before taking the oath of office for service as a trustee, a successor trustee should participate in a trustee orientation process. Such process should be designed and implemented by a committee to be appointed by the Board of Trustees. At a minimum such process should include distribution to such successor trustee of a set of documents including the Trust's governing documents, written policies, in addition to a primer on the most important principles of fiduciary service on the Board of Trustees.
 16. No successor trustee is considered to be a member of the Board of Trustees, nor may any successor trustee vote on any matter before the Board of Trustees, until he or she has taken the following oath:

“I, (name of successor trustee), hereby acknowledge my election to the Board of Trustees of The Ruth and Hal Launders Charitable Trust (“The Trust”), and I do hereby accept such trusteeship without reservation or condition. I do hereby solemnly swear and affirm that I will faithfully discharge and perform the fiduciary duties and responsibilities of a co-trustee of The Ruth and Hal Launders Charitable Trust, and that I shall act in accordance with the governing Trust Declaration, By-Laws, and established policies of the Trust, in addition to applicable federal and state law, in good faith and to the best of my knowledge and ability.”

The oath is to be administered by the Secretary of the Trust unless the incumbent Secretary is not qualified to administer oaths under applicable local law, in which case such oath should be taken in the presence of any such officer so qualified under local law to administer oaths.

Adopted by Resolution of the Board of Trustees on 30 January 2012

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

Date:

To: Jeffrey J. Fairfield, Secretary
The Ruth and Hal Launders Charitable Trust
P. O. Box 546
Herndon, Virginia 20172-0546

Dear Secretary:

Pursuant to the policy and guidelines of The Ruth and Hal Launders Charitable Trust ("the Trust") with respect to trustee succession, as adopted by the Board of Trustees of the Trust on 30 January 2012, I hereby wish to designate and identify the following person as my successor as a co-trustee in the event of my death, resignation or incapacity. I realize that such designation is not binding on the Board of Trustees but will be taken into account in the event the Board acts to fill any vacancy on the Board of Trustees resulting from my death, resignation, or incapacity.

The name and contact information for the person I wish to designate as my potential successor is:

Insert :

Name
Address
State City Zip
Telephone
E-mail Address:

Very truly yours,

Name and Signature of Co-Trustee