



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

OMB No. 1545-0052

2015

Open to Public Inspection

- ▶ 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 2015 or tax year beginning 5/1/2015, and ending 4/30/2016

Name of foundation The Ruth and Hal Launders Charitable Trust			A Employer identification number 02-0703907	
Number and street (or P.O. box number if mail is not delivered to street address) 459 Herndon Parkway, Box 546		Room/suite 14	B Telephone number (see instructions) 703-437-9200	
City or town Herndon	State VA	ZIP code 20172-0546		
Foreign country name	Foreign province/state/country	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 17,490,530		J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis)		
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,528	2,528		
	4 Dividends and interest from securities	344,538	344,538		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	346,724			
	b Gross sales price for all assets on line 6a 5,581,966				
	7 Capital gain net income (from Part IV, line 2)		346,724		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,343	5,343		
	12 Total. Add lines 1 through 11	699,133	699,133	0	
	13 Compensation of officers, directors, trustees, etc.	174,000	57,667		116,333
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	490,204	432,523		57,681
	b Accounting fees (attach schedule)	11,230			11,230
	c Other professional fees (attach schedule)	145,066	137,928		7,138
	17 Interest	13,941	13,941		
	18 Taxes (attach schedule) (see instructions)	410,727	366,396		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	11,168	2,234		8,934
	22 Printing and publications				
	23 Other expenses (attach schedule)	141,521	130,734		10,787
	24 Total operating and administrative expenses. Add lines 13 through 23	1,397,857	1,141,423	0	212,103
	25 Contributions, gifts, grants paid	673,250			673,250
	26 Total expenses and disbursements. Add lines 24 and 25	2,071,107	1,141,423	0	885,353
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,371,974			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2015)

SCANNED DEC 28 2016

931

5

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	-4,113	1,317	1,317
	2	Savings and temporary cash investments	1,949,276	1,084,208	1,084,208
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule)	25,947	3,978,498	3,978,498
	b	Investments—corporate stock (attach schedule)	9,114,706	5,823,299	5,823,299
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment: basis ▶ 38,767,259			
		Less: accumulated depreciation (attach schedule) ▶	16,268,098	38,767,259	28,660
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	10,197,750	6,574,542	6,574,542
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Federal Tax Withheld)	6	6	6
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	37,551,670	56,229,129	17,490,530
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)		21,213,941	
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	21,213,941	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	37,551,670	35,015,188	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30	Total net assets or fund balances (see instructions)	37,551,670	35,015,188	
	31	Total liabilities and net assets/fund balances (see instructions)	37,551,670	56,229,129	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	37,551,670
2	Enter amount from Part I, line 27a	2	-1,371,974
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	36,179,696
5	Decreases not included in line 2 (itemize) ▶ Unrealized Gain/Loss	5	1,164,508
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	35,015,188

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Various Securities	P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,581,966		5,235,242	346,724
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			346,724
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	346,724
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	1,104,710	22,135,736	0.049906
2013	1,197,584	20,124,347	0.059509
2012	1,704,153	21,489,045	0.079303
2011	984,452	31,902,142	0.030858
2010	1,816,089	31,528,690	0.057601

2 Total of line 1, column (d)	2	0.277177
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055435
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	19,204,415
5 Multiply line 4 by line 3	5	1,064,597
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	1,064,597
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	885,353

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
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. ► \$		
e 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? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.rhict.org

14 The books are in care of ► Jeffrey J. Fairfield, P. C. Telephone no. ► 703-437-9200
 Located at ► 459 Herndon Parkway, Box 546 Herndon VA ZIP+4 ► 20172-0546

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

16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

16	Yes	No
		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b 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	N/A	
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	.00	0		
	.00	0		
	.00	0		
	.00	0		
	.00	0		

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Jeffrey J. Fairfield, P. C. P. O. Box 546, Herndon, VA 20172	Legal	120,835
Pennoni Associates, Inc. 13880 Dulles Corner Lane, Herndon, VA 20171	Engineering Consulting	547,169
Hunton & Williams LLP 1750 Pinnacle Drive, Suite 1700, McLean, VA 22102	Legal	340,255
Davis Carter Scott Ltd. 1676 International Drive Suite 500, McLean, VA 23102	Masterplanning Land	165,440
Alliance Bernstein 777 South Flagler Drive, Suite 1601, West Palm Beach, FL 33401	Investment Advisory Fees	67,431
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1	NONE	
2		
3	All other program-related investments See instructions	
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,164,558
b	Average of monthly cash balances	1b	1,325,233
c	Fair market value of all other assets (see instructions)	1c	7,077
d	Total (add lines 1a, b, and c)	1d	19,496,868
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	19,496,868
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	292,453
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,204,415
6	Minimum investment return. Enter 5% of line 5	6	960,221

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	960,221
2a	Tax on investment income for 2015 from Part VI, line 5	2a	
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	960,221
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	960,221
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	960,221

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	885,353
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:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	885,353
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	885,353

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				960,221
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			519,521	
b Total for prior years: 20 11 , 20 12 , 20 13		3,076,577		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$ 885,353				
a Applied to 2014, but not more than line 2a			519,521	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				365,832
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015. (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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		3,076,577		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		3,076,577		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				594,389
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A****1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section☐ 4942(j)(3) or ☐ 4942(j)(5)**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:**b** The form in which applications should be submitted and information and materials they should include:**c** Any submission deadlines:**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Schedule			See Attached Schedule	673,250
Total			3a	673,250
b <i>Approved for future payment</i>				
Total			3b	0

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

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


[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☐ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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


Signature of officer or trustee

12-13-16 Date Title

Managing Co-Trustee
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
Jerome Lonnes

Preparer's signature Thome L. Lowner

Date	12/13/2016
------	------------

Check ☐ if self-employed

PTIN	
P01332352	

Firm's name ▶ Jerome L. Lonnes, P.C.

Firm's address ▶ 9801 Harmony Woods Way, Suite 118, Richmond, VA 23233

Firm's EIN ▶	77-0611421
Phone no.	804-241-8639

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Amount		Totals										Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss			
Long Term CG Distributions		Capital Gains/Losses										Gross Sales		5,235,242		346,724	
Short Term CG Distributions		Other sales										0		0		0	
Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
1 Various Securities		X	Various		P	Various	Various	5,581,966	5,235,242	Market				346,724			

Part I, Line 11 (990-PF) - Other Income

		5,343	5,343	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Vendor Reimbursement	503	503	
2	Misc	184	184	
3	Other	4,656	4,656	

Part I, Line 16a (990-PF) - Legal Fees

		490,204	432,523	0	57,681
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Jeffrey J. Fairfield, P. C.	120,835	105,038		15,799
2	Jerome L. Lonnes, P. C.	29,114	7,434		21,676
3	Hunton & Williams, LLC	340,255	320,051		20,206

Part I, Line 16b (990-PF) - Accounting Fees

		11,230	0	0	11,230
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Beck & Company, CPAs	11,230			11,230

Part I, Line 16c (990-PF) - Other Professional Fees

		145,066	137,928	0	7,138
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Grantmaking Consulting	7,138			7,138
2	Real Estate Assessment	125,449	125,449		0
3	Web Site Design	4,979	4,979		0
4	Real Estate Appraisal Fee	7,500	7,500		0

Part I, Line 18 (990-PF) - Taxes

		410,727	366,396	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20	366,346	366,346		
2	Va Annual Registration Fees	50	50		
3	Foreign Taxes Withheld	0			
4	Sec 4940 Tax	44,181			
5	Tax Penalties	150			

Part I, Line 23 (990-PF) - Other Expenses

		141,521	130,734	0	10,787
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Investment Management Fees	67,431	67,431		
2	Landscaping and Premises Maintenance	6,300	6,300		
3	Contract Labor	9,144	9,144		
4	Books and Publications	2,488	2,488		
5					
6	Utilities (Electric)	2,672	2,672		
7	Utilities (Water)	550	550		
8	Copy and Office Products	0	0		
9	Parking	216	43		173
10	Meals and Food	2,366	473		1,893
11	Bank Charges	418	280		138
12	Postage	194	0		194
13	Dues	750	0		750
14	Telephone	420	84		336
15	Courier Charges	1,286	514		772
16	Dulles Metrorail	15,000	15,000		
17	Supplies	0	0		
18					
19	Civil Engineering Fees	0	0		
20	Insurance: Directors & Officers Liability	1,250	1,250		
21	Insurance: Fire & Casualty	4,413	4,413		
22	Insurance: GL & Property Damage-Parks	13,431	13,431		
23	Meeting & Hotel Expenses	8,164	1,633		6,531
24	Construction Services	5,000	5,000		
25	Grantmaking Consulting		0		
26	Premises and Liability Insurance	28	28		

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local							
		25,947	3,978,498	25,947	3,978,498	25,947	3,978,498			3,978,498	
		0		0		0				0	
Description		Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	State/Local Obligation				
1	See Attached Schedule		25,947	3,978,498	25,947	3,978,498					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

1	Description	Num. Shares/ Face Value	9,114,706		5,823,299		9,114,706		5,823,299	
			Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	See Attached Schedule...		9,114,706	5,823,299	9,114,706	5,823,299	9,114,706	5,823,299	9,114,706	5,823,299

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	See attached schedule			0		0	0

Part II, Line 11 (990-PF) - Investments - Land, Buildings, and Equipment

		38,767,259	0	16,268,098	38,767,259	28,660
		Cost or Other Basis	Accumulated Depreciation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Unimproved Land, Parcel 3, Herndon, VA	16,764,388		16,268,098	16,764,388	7,160
2	Unimproved Land, Parcels 1-2, Herndon, VA	22,002,871		0	22,002,871	21,500

Part II, Line 13 (990-PF) - Investments - Other

		10,197,750		6,574,542		6,574,542	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	FMV	
1	Dynmaic Asset Allocation	FMV	5,787,474	6,567,465	6,567,465		
2	Accrued Interest-Bernstein	FMV	7,033	7,077	7,077		
3	Mutual Funds	FMV	4,403,243	0	0		
4							

Part II, Line 15 (990-PF) - Other Assets

		6	6	6
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Federal Tax Withheld	6	6	6

Part II, Line 21 (990-PF) - Mortgages and Other Notes Payable

21,200,000															0															21,213,941															21,500,000														
Name of Lender				Title	Check "X" if Business	Original Amount	Balance Due Beg. of Year	Balance Due End of Year	Security Provided	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Purpose of Loan	Description	Fair Market Value of Consideration	Relationship																																										
1	Sanford C. Bernstein & Co., LLC				N/A		4,000,000	0	4,013,941	Equities	10/20/2015	None	Variable	0.25%	Purchase of Real Estate	Cash	4,000,000	None																																									
2	CTD Amherbrook Office & Centre, LLC				N/A	X	17,200,000	0	17,200,000	Real Estate	10/19/2015	10/19/2018	Due at Maturity	%	Purchase of real Estate	Cash	17,500,000	None																																									

RUTH & HAL LAUNDERS
CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART VII-A, LINE 11

Name and Address of Controlled Entity	Employer Identification Number	Description of Transfer To Controlled Entity	Amount of Transfer
Arrowbrook Management Corporation 459 Herndon Parkway Suite 14 Herndon, VA 20172-1546	26-1369722	Contractual Assessment	\$125,499.00
TOTAL			\$125,499.00

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
			P O Box 546	Herndon	VA	20172		Managing Co-Trustee	6.00	55,500		
1	Jeffrey J Fairfield											
2	Jerome L. Lornes		9801 Harmony Woods Way, Suite 118	Richmond	VA	23233		Co-Trustee Assistant Grant Admin	3.00	23,500		
3	Rebecca Fehrs		4141 N Henderson Road, Unit 16	Arlington	VA	22203		Co-Trustee	2.00	19,500		
4	Eugenie Maine		368 Gooseberry Road	Wakefield	RI	02879		Co-Trustee Grant Admin	4.00	34,500		
5	John H. Webb		5688 Santiago Circle	Boca Raton	FL	33570		Co-Trustee	2.00	19,500		
6	Catherine P Whelan		530 Old Post Road Number 3	Greenwich	CT	06830		Co-Trustee Chair	2.00	21,500		
										174,000	0	-0

Options (990-PF)

- ☐ Check "X" if the charitable trust became a private foundation by virtue of section 1241(c) of the Pension Protection Act of 2006.
- ☐ Check "X" if Exempt foreign organization.
- ☒ Check "X" if the organization is not required to file Schedule XIV.
- ☐ Check "X" to Rollover the Grantees' names and addresses from last year's return.
-

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return		1 0
2 First quarter estimated tax payment		2 7,462
3 Second quarter estimated tax payment		3 7,462
4 Third quarter estimated tax payment		4 7,462
5 Fourth quarter estimated tax payment		5 7,463
6 Other payments		6
7 Total		7 0

Part VII-A, Line 8a (990-PF) - States With Which a Copy of This Return Is Filed

<input type="checkbox"/> Armed Forces the Americas	<input type="checkbox"/> Louisiana	<input type="checkbox"/> Palau
<input type="checkbox"/> Armed Forces Europe	<input type="checkbox"/> Massachusetts	<input type="checkbox"/> Rhode Island
<input type="checkbox"/> Alaska	<input type="checkbox"/> Maryland	<input type="checkbox"/> South Carolina
<input type="checkbox"/> Alabama	<input type="checkbox"/> Maine	<input type="checkbox"/> South Dakota
<input type="checkbox"/> Armed Forces Pacific	<input type="checkbox"/> Marshall Islands	<input type="checkbox"/> Tennessee
<input type="checkbox"/> Arkansas	<input type="checkbox"/> Michigan	<input type="checkbox"/> Texas
<input type="checkbox"/> American Samoa	<input type="checkbox"/> Minnesota	<input type="checkbox"/> Utah
<input type="checkbox"/> Arizona	<input type="checkbox"/> Missouri	<input checked="" type="checkbox"/> Virginia
<input type="checkbox"/> California	<input type="checkbox"/> Commonwealth of the Northern Mariana Islands	<input type="checkbox"/> U.S. Virgin Islands
<input type="checkbox"/> Colorado	<input type="checkbox"/> Mississippi	<input type="checkbox"/> Vermont
<input type="checkbox"/> Connecticut	<input type="checkbox"/> Montana	<input type="checkbox"/> Washington
<input type="checkbox"/> District of Columbia	<input type="checkbox"/> North Carolina	<input type="checkbox"/> Wisconsin
<input type="checkbox"/> Delaware	<input type="checkbox"/> North Dakota	<input type="checkbox"/> West Virginia
<input type="checkbox"/> Florida	<input type="checkbox"/> Nebraska	<input type="checkbox"/> Wyoming
<input type="checkbox"/> Federated States of Micronesia	<input type="checkbox"/> New Hampshire	
<input type="checkbox"/> Georgia	<input type="checkbox"/> New Jersey	
<input type="checkbox"/> Guam	<input type="checkbox"/> New Mexico	
<input type="checkbox"/> Hawaii	<input type="checkbox"/> Nevada	
<input type="checkbox"/> Iowa	<input type="checkbox"/> New York	
<input type="checkbox"/> Idaho	<input type="checkbox"/> Ohio	
<input type="checkbox"/> Illinois	<input type="checkbox"/> Oklahoma	
<input type="checkbox"/> Indiana	<input type="checkbox"/> Oregon	
<input type="checkbox"/> Kansas	<input type="checkbox"/> Pennsylvania	
<input type="checkbox"/> Kentucky	<input type="checkbox"/> Puerto Rico	

Part VII-A, Line 14 (990-PF) - Books in care of

Name			Person	
Jeffrey J. Fairfield, P. C.			Business	X
Address		Telephone no.		
459 Herndon Parkway, Box 546		703-437-9200		
City	State	Zip code	Foreign Country	
Herndon	VA	20172-0546		

Part VIII, Line 3 (990-PF) - Highest-Paid Independent Contractors for Professional Services

	Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
1.	Name <u>Jeffrey J. Fairfield, P. C</u> Street <u>P. O. Box 546</u> City <u>Herndon</u> ST <u>VA</u> ZIP <u>20172</u> Check if Business <input checked="" type="checkbox"/> Foreign Country <input type="checkbox"/>	Legal	120,835
		Explanation	
2.	Name <u>Pennoni Associates, Inc.</u> Street <u>13880 Dulles Comer Lane</u> City <u>Herndon</u> ST <u>VA</u> ZIP <u>20171</u> Check if Business <input checked="" type="checkbox"/> Foreign Country <input type="checkbox"/>	Engineering Consulting	547,169
		Explanation	
3.	Name <u>Hunton & Williams LLP</u> Street <u>1750 Pinnacle Drive, Suite 1700</u> City <u>McLean</u> ST <u>VA</u> ZIP <u>22102</u> Check if Business <input checked="" type="checkbox"/> Foreign Country <input type="checkbox"/>	Legal	340,255
		Explanation	
4.	Name <u>Davis Carter Scott Ltd.</u> Street <u>1676 International Drive Suite 500</u> City <u>McLean</u> ST <u>VA</u> ZIP <u>23102</u> Check if Business <input checked="" type="checkbox"/> Foreign Country <input type="checkbox"/>	Masterplanning Land	165,440
		Explanation	
5.	Name <u>Alliance Bernstein</u> Street <u>777 South Flagler Drive, Suite 1601</u> City <u>West Palm Beach</u> ST <u>FL</u> ZIP <u>33401</u> Check if Business <input checked="" type="checkbox"/> Foreign Country <input type="checkbox"/>	Investment Advisory Fees	67,431
		Explanation	
		Investment Advisory	

The Ruth and Hal Launderers Charitable Trust
02-0703907
Form 990PF
Year ended April 30, 2016
Part X, Line 1c

Asset	Value
a Undeveloped Land (See attached ruling)	\$0.00
e Accrued Interest	\$7,077.00

Total	\$7,077.00
--------------	-------------------

- a Per Private Letter Ruling Effective May 1, 2012 dated February 10, 2014. Lease Agreement effective May 1, 2012 still in effect and amended in October 2015. Amendment changed only the amount of land in the May 1, 2012 that was subject to the Private Letter Ruling. The other lease provisions approved in the PLR remain in effect. Therefore all the land leased should be excluded from the fair market value of the assets used in computing the minimum investment return under IRC section 4942(e)(1).

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 Launder 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. 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. Launder.

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. Use.

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.

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

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.

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

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.

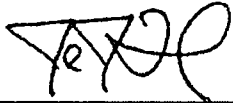
IN WITNESS WHEREOF, the parties have executed this Agreement, and placed their respective hands and seals, on this Agreement, as of the date indicated next to their signatures.

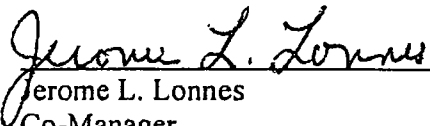
[SIGNATURES APPEAR ON THE FOLLOWING PAGES]

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

Lessor:

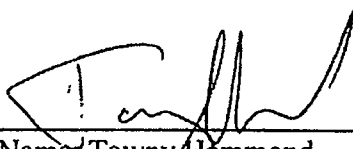
ARROWBROOK CENTRE, LLC
a Virginia limited liability company

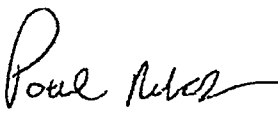
By: 
Jeffrey J. Fairfield
Co-Manager

By: 
Jerome 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

LEGAL DESCRIPTION

Of

Parcel 3A, Arrowbrook Centre
Hunter Mill District, Fairfax County, Virginia

All that certain parcel of land delineated by Fairfax County Tax Parcel 16 3((1)) -39A3 and delineated as Parcel 3A on a boundary line adjustment plat prepared by Patton, Harris, Rust and Associates entitled BOUNDARY LINE ADJUSTMENT ON PARCELS 3 AND 4 ARROWBROOK CENTRE, LLC and dated July 21, 2010 and being more particularly described as follows:

Beginning at a point at the intersection of Parcel 3A and Parcel 4A of Arrowbrook Centre LLC; said point lying in the northerly right of way line of Sunrise Valley Drive, Virginia Route 665 and lying 510 feet more or less west of the intersection of Sunrise Valley drive and Centreville Road, Virginia Route 657; Thence with the right of way of Sunrise Valley Drive the following three courses:

N 61° 40' 30" W for a distance of 97.34 feet to a point;

S 67° 38' 50" W for a distance of 30.18 feet to a point; Thence

N 53° 49' 00" W for a distance of 101.26 feet to a point in the line of A2 of the Dulles Technology Center Venture; Thence departing the right of way of Sunrise Valley Drive and with the said parcel A2 the following.

N 11° 53' 38" E for a distance of 122.45 feet to a point; Thence

N 03° 04' 46" E for a distance of 167.12 feet to a point; Thence

N 09° 27' 58" E for a distance of 190.50 feet to a point; Thence

N 62° 38' 57" W for a distance of 242.00 feet to a point; Thence with the said parcel A2 and continuing with other lands of Dulles Technology Center Venture

N 27° 21' 05" E for a distance of 1000.00 feet to a point in the right of way of the Dulles Access and Toll Road, Virginia Route 267;

Thence departing the lands of Dulles Technology Center and with the right of way of the Dulles Access and Toll Road the following:

S 62° 37' 35" E for a distance of 735.62 feet to a point in Parcel 1 of Arrowbrook Centre, LLC; Thence departing the Dulles Access and Toll Road and with the said Parcel 1 the following:

S 27° 22' 25" W for a distance of 313.45 feet to a point at the intersection of Parcels 1 and 2 of Arrowbrook Centre, LLC; Thence departing the said Parcel 1 and continuing with Parcel two the following:

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

N 62° 37' 35" W for a distance of 162.66 feet to a point; Thence

S 27° 22' 25" W for a distance of 609.00 feet to a point; Thence

S 62° 37' 35" E for a distance of 383.90 feet to the beginning of a curve,

Thence along said curve for 27.33 feet and turning to the left through an angle of 15° 39' 38", having a radius of 100.00 feet, and whose long chord bears S 70° 27' 24" E for a distance of 27.25 feet to the beginning of a non-tangential curve;

Thence along said curve for 63.80 feet and turning to the right through an angle of 17° 32' 00", having a radius of 208.50 feet, and whose long chord bears S 69° 31' 13" E for a distance of 63.56 feet to a point of intersection with a non-tangential line; ; Thence

N 36° 17' 58" E for a distance of 78.59 feet to the beginning of a non-tangential curve,

Thence along said curve for 77.29 feet and turning to the right through an angle of 15° 42' 14", having a radius of 282.00 feet, and whose long chord bears S 51° 18' 31" E for a distance of 77.05 feet to a point of intersection with a non-tangential line; ; Thence

N 46° 32' 36" E for a distance of 49.55 feet to the beginning of a non-tangential curve,

Thence along said curve for 44.32 feet and turning to the left through an angle of 08° 21' 11", having a radius of 304.00 feet, and whose long chord bears N 42° 22' 01" E for a distance of 44.28 feet to the beginning of a non-tangential curve;

Thence along said curve for 211.92 feet and turning to the right through an angle of 50° 35' 34", having a radius of 240.00 feet, and whose long chord bears N 63° 29' 13" E for a distance of 205.10 feet to the beginning of a non-tangential curve;

Thence along said curve for 121.08 feet and turning to the left through an angle of 38° 32' 26", having a radius of 180.00 feet, and whose long chord bears N 69° 30' 47" E for a distance of 118.81 feet to a point of intersection with a non-tangential line in the westerly right of way of Centreville Road, Virginia Route 657; Thence with the right of way of Centreville Road the following:

S 36° 04' 46" W for a distance of 11.02 feet to a point; Thence

S 42° 21' 46" W for a distance of 100.42 feet to a point; Thence

S 36° 47' 41" W for a distance of 72.56 feet to a point; Thence

N 52° 09' 57" W for a distance of 16.49 feet to a point; Thence

PHRA

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

S 38° 48' 06" W for a distance of 61.32 feet to a point; Thence

S 52° 09' 57" E for a distance of 18.64 feet to a point; Thence

S 36° 47' 41" W for a distance of 109.15 feet to the beginning of a non-tangential curve,

Thence along said curve for 9.01 feet and turning to the right through an angle of 00° 35' 23", having a radius of 875.00 feet, and whose long chord bears S 38° 18' 45" W for a distance of 9.01 feet to the beginning of a non-tangential curve;

Thence along said curve for 32.75 feet and turning to the right through an angle of 50° 29' 59", having a radius of 37.16 feet, and whose long chord bears S 64° 07' 16" W for a distance of 31.70 feet to a point of intersection with a non-tangential line; Thence

S 43° 39' 07" W for a distance of 146.59 feet to the beginning of a non-tangential curve;

Thence along said curve for 37.02 feet and turning to the right through an angle of 45° 30' 41", having a radius of 46.61 feet, and whose long chord bears S 25° 45' 20" W for a distance of 36.06 feet to a point of intersection with a non-tangential line;

S 50° 21' 38" W for a distance of 275.96 feet to the beginning of a curve;

Thence along said curve for 94.53 feet and turning to the left through an angle of 03° 41' 46", having a radius of 1465.38 feet, and whose long chord bears S 48° 30' 45" W for a distance of 94.51 feet to a point of intersection with a non-tangential line; Thence

N 42° 29' 39" W for a distance of 11.70 feet to a point; Thence

S 47° 59' 49" W for a distance of 52.25 feet to a point; Thence

S 43° 11' 18" E for a distance of 13.84 feet to the beginning of a non-tangential curve,

Thence along said curve for 59.18 feet and turning to the left through an angle of 02° 18' 50", having a radius of 1465.38 feet, and whose long chord bears S 43° 28' 10" W for a distance of 59.18 feet to a point of intersection with a non-tangential line; Thence

S 42° 18' 45" W for a distance of 41.12 feet to a point at the intersection of the northerly right of way of Sunrise Valley Drive; Thence departing Centreville Road and with Sunrise Valley Drive the following:

N 87° 23' 19" W for a distance of 47.28 feet to a point; Thence

PHRA

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

N 49° 06' 37" W for a distance of 67.79 feet to a point to a point in the line of Parcel 4A of Arrowbrook Centre, L.L.C.; Thence with the said Parcel 4A the following:

N 38° 41' 34" E for a distance of 184.43 feet to a point; Thence

N 36° 14' 14" E for a distance of 76.40 feet to a point; Thence

N 18° 40' 57" E for a distance of 118.83 feet to a point; Thence

N 28° 02' 48" E for a distance of 133.18 feet to a point; Thence

N 24° 03' 25" E for a distance of 76.43 feet to a point; Thence

N 32° 24' 42" E for a distance of 35.28 feet to the beginning of a non-tangential curve; Thence

Thence along said curve for 28.38 feet and turning to the right through an angle of 28° 29' 54", having a radius of 57.07 feet, and whose long chord bears S 85° 46' 08" W for a distance of 28.09 feet to the beginning of a non-tangential curve;

Thence along said curve for 9.86 feet and turning to the right through an angle of 10° 26' 48", having a radius of 54.09 feet, and whose long chord bears N 74° 19' 14" W for a distance of 9.85 feet to a point of intersection with a non-tangential line;

S 27° 04' 49" W for a distance of 15.33 feet to a point; Thence

S 57° 33' 22" W for a distance of 25.20 feet to a point; Thence

S 17° 37' 02" W for a distance of 8.38 feet to a point; Thence

N 72° 22' 58" W for a distance of 3.24 feet to a point; Thence

N 17° 37' 02" E for a distance of 9.60 feet to a point; Thence

N 32° 21' 01" W for a distance of 17.00 feet to a point; Thence

N 62° 37' 34" W for a distance of 9.60 feet to a point; Thence

S 27° 22' 26" W for a distance of 7.74 feet to a point; Thence

N 62° 37' 34" W for a distance of 285.50 feet to a point; Thence

N 27° 22' 26" E for a distance of 1.95 feet to a point; Thence

N 62° 37' 34" W for a distance of 26.21 feet to a point; Thence

S 27° 22' 26" W for a distance of 1.87 feet to a point; Thence

PHRA

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

N 62° 37' 34" W for a distance of 9.93 feet to the beginning of a non-tangential curve;

Thence along said curve for 15.36 feet and turning to the right through an angle of 35° 11' 33", having a radius of 25.00 feet, and whose long chord bears N 45° 01' 48" W for a distance of 15.12 feet to a point of intersection with a non-tangential line;

N 27° 26' 01" W for a distance of 32.85 feet to a point; Thence

N 62° 37' 35" W for a distance of 6.46 feet to a point; Thence

S 27° 22' 25" W for a distance of 6.00 feet to a point; Thence

N 62° 37' 35" W for a distance of 69.61 feet to a point; Thence

N 27° 22' 25" E for a distance of 6.47 feet to a point; Thence

N 18° 07' 13" W for a distance of 13.41 feet to a point; Thence

N 62° 32' 37" W for a distance of 86.78 feet to a point; Thence

S 72° 40' 48" W for a distance of 14.75 feet to a point; Thence

N 62° 31' 10" W for a distance of 37.26 feet to a point; Thence

S 27° 28' 50" W for a distance of 18.08 feet to the beginning of a non-tangential curve.

Thence along said curve for 36.22 feet and turning to the left through an angle of 20° 14' 51", having a radius of 102.50 feet, and whose long chord bears S 17° 14' 59" W for a distance of 36.03 feet to a point of intersection with a non-tangential line; Thence

S 07° 07' 34" W for a distance of 232.82 feet to the beginning of a curve,

Thence along said curve for 92.06 feet and turning to the left through an angle of 51° 27' 43", having a radius of 102.50 feet, and whose long chord bears S 18° 36' 17" E for a distance of 89.00 feet to a point of intersection with a non-tangential line; Thence

S 44° 20' 09" E for a distance of 38.00 feet to a point; Thence

N 45° 39' 51" E for a distance of 7.00 feet to a point; Thence

PHRA

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

S 44° 20' 09" E for a distance of 15.08 feet to a point; Thence

S 45° 39' 51" W for a distance of 7.00 feet to a point; Thence

S 44° 20' 09" E for a distance of 22.50 feet to the beginning of a non-tangential curve;

Thence along said curve for 157.69 feet and turning to the right through an angle of 74° 58' 44", having a radius of 120.50 feet, and whose long chord bears S 06° 50' 47" E for a distance of 146.68 feet and to the **POINT OF BEGINNING** and containing 866,819 square feet or 19.89944 Acres

File: P:\project\09752\116\Survey\Work Area\Legal Descriptions\LE-GAL DESCRIPTION Parcel 3A.dwg

PHRA

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

BK 21265 0358

NOTES:

1. THE PROPERTIES DELINEATED ON THIS PLAN ARE LOCATED ON ASSASSINANT MAP NO. 16-1 (11) PARCELS 2A, 3A AND 4A AND ARE CURRENTLY OWNED BY ARROWBROOK CENTRE, LLC, A VIRGINIA LIMITED LIABILITY COMPANY, AND ARE SHOWN AS BEING PART OF THE LAND RECORDS OF FAYETTE COUNTY, VIRGINIA.
2. THIS PLAN HAS BEEN PREPARED WITHOUT THE BENEFIT OF A TITLE REPORT AND DOES NOT NECESSARILY REPRESENT ALL ENCUMBRANCES ON THE PROPERTY.
3. THE COORDINATE SYSTEM SHOWN HEREON ARE PROJECTIONS BASED ON NAD 83.
4. PARCELS 3 AND 4 WERE CREATED BY DEED OF BOUNDARY LINE ADJUSTMENT AS RECORDED IN DEED BOOK 18771A PAGE 1020 ALONG THE LAND RECORDS OF FAYETTE COUNTY, VIRGINIA.
5. AS SHOWN (SEE 40) AT CORNER DEEDS WHERE AN ATTERNEY (?) IS SHOWN, AN ATTERNEY (?) SHOULD BEEL HOLD SET.

LINE	BEARING	LENGTH
1	S82°11'01"E	37.75'
2	N72°45'48"E	14.75'
3	S82°32'12"E	86.75'
4	S81°07'31"E	13.41'
5	S82°24'23"W	6.57'
6	S82°27'31"E	8.91'
7	N72°45'48"E	8.91'
8	S82°27'31"E	8.46'
9	S82°27'31"E	8.46'
10	S82°27'31"E	8.46'
11	S82°27'31"E	8.46'
12	S82°27'31"E	8.46'
13	S82°27'31"E	8.46'
14	S82°27'31"E	8.46'
15	S82°27'31"E	8.46'
16	S82°27'31"E	8.46'
17	S82°27'31"E	8.46'
18	S82°27'31"E	8.46'
19	S82°27'31"E	8.46'
20	S82°27'31"E	8.46'
21	S82°27'31"E	8.46'
22	S82°27'31"E	8.46'
23	S82°27'31"E	8.46'
24	S82°27'31"E	8.46'
25	S82°27'31"E	8.46'
26	S82°27'31"E	8.46'
27	S82°27'31"E	8.46'
28	S82°27'31"E	8.46'
29	S82°27'31"E	8.46'
30	S82°27'31"E	8.46'
31	S82°27'31"E	8.46'
32	S82°27'31"E	8.46'
33	S82°27'31"E	8.46'
34	S82°27'31"E	8.46'
35	S82°27'31"E	8.46'
36	S82°27'31"E	8.46'
37	S82°27'31"E	8.46'
38	S82°27'31"E	8.46'
39	S82°27'31"E	8.46'
40	S82°27'31"E	8.46'
41	S82°27'31"E	8.46'
42	S82°27'31"E	8.46'
43	S82°27'31"E	8.46'

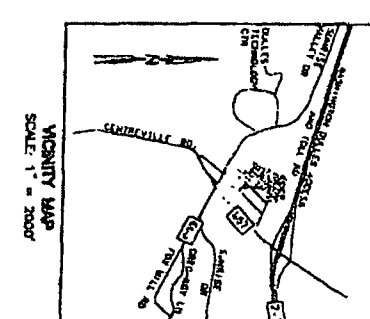
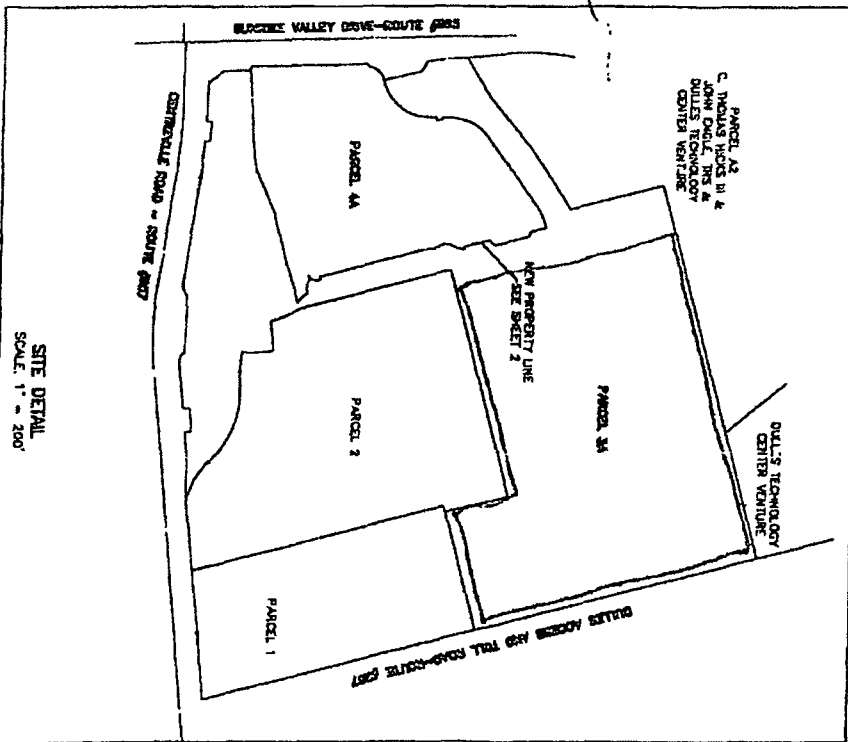
CURVE	RADIUS	LENGTH	DELTA ANGLE	TANGENT	BEARING
C1	23.00'	13.36'	301.13°	2.84'	S10°46'01"E
C2	24.00'	14.00'	107°28'48"	4.84'	S21°07'41"E
C3	57.07'	9.86'	107°28'48"	14.48'	S83°46'04"E
C4	44.50'	20.39'	107°28'48"	14.48'	S83°46'04"E
C5	120.50'	157.80'	74°56'44"	82.43'	S88°36'27"W
C6	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C7	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C8	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C9	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C10	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C11	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C12	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C13	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C14	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C15	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C16	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C17	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E
C18	102.50'	102.50'	107°28'48"	18.30'	S11°28'52"E

AREA TABULATION

DEEDING ADJUSTMENT	444.335 SQ. FT.	ON 15.71467 ACRES
DEEDING ADJUSTMENT	446.628 SQ. FT.	ON 10.45810 ACRES
DEEDING ADJUSTMENT	1,167,294 SQ. FT.	ON 26.54081 ACRES
TOTAL		

AFTER ADJUSTMENT

NEW PARCEL 2A	684,819 SQ. FT.	ON 15.89944 ACRES
NEW PARCEL 3A	290,445 SQ. FT.	ON 6.64286 ACRES
NEW PARCEL 4A	1,167,294 SQ. FT.	ON 26.54081 ACRES



SITE DETAIL
SCALE: 1" = 200'



BOUNDARY LINE ADJUSTMENT
OF
PARCEL 3 AND 4
ARROWBROOK CENTRE, LLC
HUNTER HILL DISTRICT
FAYETTE COUNTY, VIRGINIA

Patton Harris Rust & Associates
Engineers, Surveyors Planners Landscape Architects.

PHR+A

208 Church Street, S.E.
Leesburg, VA 20175
T 703.777.3616
F 703.777.3725

ORDER: 500
CHECKED: 10/11/16
DATE: 10/11/16
SHEET 1 OF 2
FILE NO: 0823-1-0-3

REAL PROPERTY APPRAISAL REPORT

of

ARROWBROOK CENTRE
Parcels 1 & 2
2296 Centreville Road
Herndon, Fairfax County, Virginia 20171
Tax Map No.: 016-3-01-0039-A1, 0039-A2
RPJ No. 15-519

Transmittal Date

October 19, 2015

Value Opinion's Effective Date

October 15, 2015

Prepared For

Mr. Jeffrey J. Fairfield, P.C.
Fairfield Law Firm
459 Herndon Parkway, Suite 14
Herndon, VA 20172

Prepared By

W. Scott Gudely, MAI, and Eric Stauffer
The Robert Paul Jones Company, LLC
11240 Waples Mill Road
Suite 203
Fairfax, VA 22030-6078

THE ROBERT PAUL JONES COMPANY, LLC

11240 Waples Mill Road, Suite 203, Fairfax, Virginia 22030-607
(703) 385-8556/Fax: (703) 385-1978/email: scottgudely@rpjco.com

RUTH & HAL LAUNDERS CHARITABLE TRUST

02-0703907

FORM 990PF

YEAR ENDED APRIL 30, 2016

PART X, LINE 1c

October 19, 2015

Mr. Jeffrey J. Fairfield, P.C.
Fairfield Law Firm
459 Herndon Parkway, Suite 14
Herndon, VA 20172

Re: **ARROWBROOK CENTRE**
Parcels 1 & 2
2296 Centreville Road
Herndon, Fairfax County, Virginia 20171
Tax Map No.: 016-3-01-0039-A1, 0039-A2
RPJ No. 15-519

Dear Mr. Fairfield:

In response to your request, we have completed our appraisal of the captioned property. Attached is a Real Property Appraisal Report of the referenced real estate. The purpose of this appraisal is to estimate the "as is" fee simple market value, of the subject property as of October 15, 2015, the date of inspection and the effective date of appraisal.

This is a Real Property Appraisal Report, which is intended to comply with the reporting requirements set forth under Standards Rule 2-2(a) of the *Uniform Standards of Professional Appraisal Practice 2014-2015* (USPAP) for an Appraisal Report. As such, it presents only summary discussions of the data, reasoning and analyses that were used in the appraisal process to develop our opinion of value. Supporting documentation concerning the data, reasoning and analyses is retained in our office files. The depth of discussion contained in this report is specific to the needs of the client and for the intended use stated herein. We are not responsible for unauthorized use of this report.



W. Scott Gudely, MAI

Real Estate Appraisals/Fensibility Analysis/Consultation

Mr. Jeffrey J. Fairfield, Esquire
October 19, 2015
Page Two

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

Based on our study and analysis and subject to the contingent and limiting conditions contained herein, it is our opinion that the subject has the following "as is" fee simple market value, as of October 15, 2015.

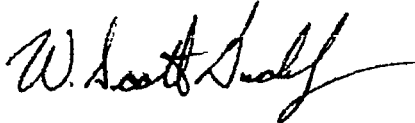
**TWENTY-ONE MILLION FIVE HUNDRED THOUSAND DOLLARS
(\$21,500,000).**

The value reflects exposure and marketing periods of twelve months or less, for the subject property.

Neither this engagement nor the prospect of future employment has been conditioned upon this appraisal producing a specific value or value within a given range.

We appreciate the opportunity to assist you with your appraisal needs.

Respectfully submitted,



W. Scott Gudely, MAI
President
Certification No. 4001-008133



Eric Stauffer
Associate

Attachment

WSG/ESS: attachment

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]

Lessor:

ARROWBROOK CENTRE, LLC
a Virginia limited liability company

By: 
Jeffrey J. Fairfield
Co-Manager

Date: October 23, 2015

By: 
Jerome L. Lonnes
Co-Manager

Date: Oct. 21, 2015

Lessee: See next page for Lessee's signatures

FAIRFAX COUNTY PARK AUTHORITY

By: _____
Name: Tawny Hammond
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: _____

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

Lessor:

ARROWBROOK CENTRE, LLC
a Virginia limited liability company

By: _____
Jeffrey J. Fairfield
Co-Manager

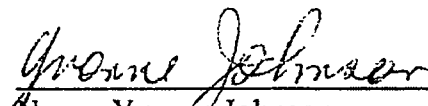
Date: _____

By: _____
Jerome L. Lonnes
Co-Manager

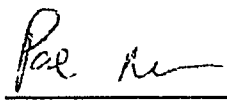
Date: _____

Lessee:

FAIRFAX COUNTY PARK AUTHORITY

By: 
Name: Yvonne Johnson
Title: General Manager,
Frying Pan Farm Park.
Fairfax County Park Authority

Date: 11-16-15

By: 
Name: Paul Nicholson
Title: Farm Manager
Frying Pan Farm Park.
Fairfax County Park Authority

Date: 11-16-2015

SUMMARY APPRAISAL REPORT

of

ARROWBROOK CENTRE
15.567 Acres of Land / Launders Trust
2346 Centreville Road
Herndon, Fairfax County, Virginia 20171
Tax Map No.: 016-3-01-0039-B3
RPJ No. 13-417A

Transmittal Date

October 1, 2013

Value Opinion's Effective Date

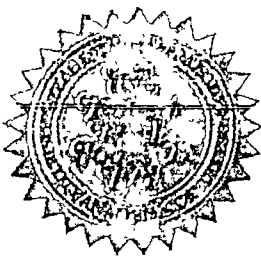
April 30, 2013

Prepared For

Mr. Jeffrey J. Fairfield, P.C.
Fairfield Law Firm
459 Herndon Parkway, Suite 14
Herndon, VA 20172

Prepared By

Robert Paul Jones, MAI, and W. Scott Gudely
The Robert Paul Jones Co., Ltd.
11240 Waples Mill Road
Suite 203
Fairfax, VA 22030-6078



The Robert Paul Jones Company, Ltd.

11240 Waples Mill Road, Suite 203, Fairfax, Virginia 22030-6078
(703) 385-8556/Fax: (703) 385-1978/email: robertjones@rpjco.com

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART X, LINE 1c

October 1, 2013

Mr. Jeffrey J. Fairfield, P.C.
Fairfield Law Firm
459 Herndon Parkway, Suite 14
Herndon, VA 20172

Re: **ARROWBROOK CENTRE**
15.567 Acres of Land / Launders Trust
2346 Centreville Road
Herndon, Fairfax County, Virginia 20171
Tax Map No.: 016-3-01-0039-B3
RPJ No. 13-417A

Dear Mr. Fairfield:

In response to your request, we have prepared a Summary Appraisal Report. The purpose of this appraisal is to estimate the retrospective fee simple market value of the captioned property, as of April 30, 2013, the effective date of appraisal. It is our understanding that this appraisal report will be used by the client as part of an Internal Revenue Service tax return.

This is a Summary Appraisal Report, which is intended to comply with the reporting requirements set forth under Standards Rule 2-2(b) of the *Uniform Standards of Professional Appraisal Practice* (USPAP) for a Summary Appraisal Report. As such, it presents summary discussions of the data, reasoning and analysis that were used in the appraisal process to develop the appraisers' opinion of value. Supporting documentation concerning the data, reasoning and analysis is retained in our office files. The depth of discussion contained in this report is specific to the needs of the client and for the intended use stated herein. The appraisers are not responsible for unauthorized use of this report.

The value conclusion is subject to the definitions, certifications, assumptions and limiting conditions included in the attached report. The appraisal was prepared and reported in compliance with the Appraisal Foundation's USPAP, plus the *Supplemental Standards of Professional Appraisal Practice* and *Code of Professional Ethics* of the Appraisal Institute.



Mr. Jeffrey J. Fairfield, Esquire
October 1, 2013
Page Two

Based on our study and analysis and subject to the contingent and limiting conditions contained herein, it is our opinion that the subject has the following retrospective fee simple market value, as of April 30, 2013.

**SEVEN MILLION ONE HUNDRED SIXTY THOUSAND DOLLARS
(\$7,160,000).**

The reported market value opinion reflects marketing and exposure periods of twelve months, or less, at the property's market value/price level and assumes a transfer for all cash to the seller, or at financial arrangements equivalent to cash.

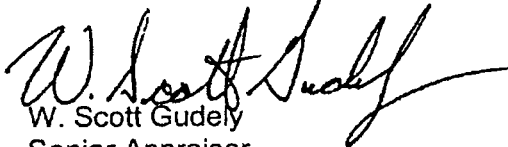
Neither this engagement nor the prospect of future employment has been conditioned upon this appraisal producing a specific value or value within a given range.

We appreciate the opportunity of working with you on this interesting assignment.

Respectfully submitted,



Robert Paul Jones, MAI
President
Certification Number 4001-000333



W. Scott Gudely
Senior Appraiser
Certification Number 4001-008133

RPJ/WSG:jr

Attachment

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
PART II, LINES 2, 10a, 10b & 13

Asset Class	Qty	Holding	Ticker	Market Value	LINE
Bonds	147,896.699	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	SNIDX	\$ 1,978,858	10a
Bonds	136,644.147	AB GLOBAL BOND FUND- ADV(1)	ANAYX	\$ 1,143,712	10a
Bonds	46,644.265	AB BOND INFLATION STRATEGY CLASS 1(1)	ABNOX	\$ 498,627	10a
Bonds	40,082.448	AB HIGH INCOME- ADV(1)	AGDYX	\$ 335,891	10a
Bonds	6,175.076	FNMA 30 YR#MA1771		\$ 6,605	10a
Bonds	4,785.536	FGLMC 30 YR#Q16644		\$ 5,025	10a
Bonds	4,349.273	FNMA 30 YR#AU2933		\$ 4,613	10a
Bonds	2,280.491	FNMA 30 YR POOL#9316		\$ 2,485	10a
Bonds	1,421.131	FGLMC 30 YR#Q02576		\$ 1,552	10a
Bonds	1,037.122	FNMA 30 YR#AU6902		\$ 1,131	10a
Cash Balances	(3994002.59)	CASH		\$ 64,091	2
Dynamic Asset Allocation Overlay	87,304.724	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	SIMTX	\$ 1,127,820	13
Dynamic Asset Allocation Overlay	9,484.277	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	SNEMX	\$ 220,984	13
Dynamic Asset Allocation Overlay	7,320.697	AB DISCOVERY VALUE FUND- ADV	ABYSX	\$ 140,777	13
Dynamic Asset Allocation Overlay	16,493.924	AB DISCOVERY GRWTH FUND- ADV	CHCYX	\$ 140,528	13
Dynamic Asset Allocation Overlay	2,817.157	AB SMALL CAP CORE PORTFOLIO ADV CL	SCRYX	\$ 27,017	13
Dynamic Asset Allocation Overlay	333,584.013	OVERLAY A PORTFOLIO CLASS 2	SAOTX	\$ 3,782,843	13
Dynamic Asset Allocation Overlay	109,147.771	OVERLAY B PORTFOLIO CLASS 2	SBOTX	\$ 1,127,496	13
Stocks	8,463	SPDR S&P 500 ETF TRUST	SPY	\$ 1,892,619	10b
Stocks	11,228	ISHARES MSCI EAFE ETF	EFA	\$ 656,052	10b
Stocks	3,255	ISHARES MSCI EMERGING MARKET	EEM	\$ 111,939	10b
Stocks	1,067	APPLE INC	AAPL	\$ 100,021	10b
Stocks	1,727	MICROSOFT CORP	MSFT	\$ 86,125	10b
Stocks	1,644	WELLS FARGO & COMPANY	WFC	\$ 82,167	10b
Stocks	116	ALPHABET INC-CL C	GOOG	\$ 80,389	10b
Stocks	4,931	BANK OF AMERICA CORP	BAC	\$ 71,795	10b
Stocks	492	HOME DEPOT INC	HD	\$ 65,874	10b
Stocks	499	UNITEDHEALTH GROUP INC	UNH	\$ 65,708	10b
Stocks	549	FACEBOOK INC-A	FB	\$ 64,551	10b

RUTH & HAL LAUNDERS CHARITABLE TRUST

02-0703907

FORM 990PF

YEAR ENDED APRIL 30, 2016

PART II, LINES 2, 10a, 10b & 13

Stocks	785.	VISA INC	V	\$	60,633	10b
Stocks	694.	EOG RESOURCES INC	EOG	\$	57,338	10b
Stocks	1,078.	VERIZON COMMUNICATIONS INC	VZ	\$	54,913	10b
Stocks	903.	COMCAST CORP-CLASS A	CMCSA	\$	54,866	10b
Stocks	545.	CVS HEALTH CORP	CVS	\$	54,773	10b
Stocks	516.	PEPSICO INC	PEP	\$	53,127	10b
Stocks	835.	ALTRIA GROUP INC	MO	\$	52,363	10b
Stocks	1,588.	PFIZER INC	PFE	\$	51,943	10b
Stocks	791.	ALLSTATE CORP	ALL	\$	51,455	10b
Stocks	459.	JOHNSON & JOHNSON	JNJ	\$	51,445	10b
Stocks	772.	AMERICAN ELECTRIC POWER	AEP	\$	49,022	10b
Stocks	598.	DOLLAR GENERAL CORP	DG	\$	48,982	10b
Stocks	372.	L-3 COMMUNICATIONS HOLDINGS	LLL	\$	48,929	10b
Stocks	817.	NIKE INC -CL B	NKE	\$	48,154	10b
Stocks	219.	NORTHROP GRUMMAN CORP	NOC	\$	45,171	10b
Stocks	454.	DANAHER CORP	DHR	\$	43,925	10b
Stocks	425.	WALT DISNEY CO/THE	DIS	\$	43,886	10b
Stocks	476.	DR PEPPER SNAPPLE GROUP INC	DPS	\$	43,273	10b
Stocks	768.	AMERICAN INTERNATIONAL GROUP	AIG	\$	42,870	10b
Stocks	511.	LYONDELLBASELL INDU-CL A	LYB	\$	42,244	10b
Stocks	2,046.	APPLIED MATERIALS INC	AMAT	\$	41,882	10b
Stocks	520.	SCHLUMBERGER LTD	SLB	\$	41,777	10b
Stocks	972.	US BANCORP	USB	\$	41,495	10b
Stocks	1,098.	PPL CORPORATION	PPL	\$	41,329	10b
Stocks	720.	STARBUCKS CORP	SBUX	\$	40,486	10b
Stocks	567.	EDISON INTERNATIONAL	EIX	\$	40,093	10b
Stocks	357.	AETNA INC	AET	\$	40,080	10b
Stocks	307.	MCDONALD'S CORP	MCD	\$	38,832	10b
Stocks	4,039.	XEROX CORP	XRX	\$	38,774	10b
Stocks	650.	HESS CORP	HES	\$	38,753	10b
Stocks	431.	GILEAD SCIENCES INC	GILD	\$	38,019	10b
Stocks	270.	ANTHEM INC	ANTM	\$	38,008	10b
Stocks	1,205.	SYNCHRONY FINANCIAL	SYF	\$	36,837	10b
Stocks	645.	DISCOVER FINANCIAL SERVICES	DFS	\$	36,294	10b
Stocks	1,078.	CF INDUSTRIES HOLDINGS INC	CF	\$	35,649	10b
Stocks	594.	ROSS STORES INC	ROST	\$	33,727	10b
Stocks	451.	CAPITAL ONE FINANCIAL CORP	COF	\$	32,648	10b
Stocks	850.	ITT CORP	ITT	\$	32,615	10b
Stocks	220.	COSTCO WHOLESALE CORP	COST	\$	32,589	10b
Stocks	358.	ANSYS INC	ANSS	\$	32,496	10b

RUTH & HAL LAUNDERS CHARITABLE TRUST

02-0703907

FORM 990PF

YEAR ENDED APRIL 30, 2016

PART II, LINES 2, 10a, 10b & 13

Stocks		791. ORACLE CORP	ORCL	\$	31,529	10b
Stocks		323. ESTEE LAUDER COMPANIES-CL A	EL	\$	30,966	10b
Stocks		112. BIOGEN INC	BIIB	\$	30,799	10b
Stocks		49. INTUITIVE SURGICAL INC	ISRG	\$	30,692	10b
Stocks		291. UNITED TECHNOLOGIES CORP	UTX	\$	30,372	10b
Stocks		825. KROGER CO	KR	\$	29,197	10b
Stocks		362. MEDTRONIC PLC	MDT	\$	28,652	10b
Stocks		249. HONEYWELL INTERNATIONAL INC	HON	\$	28,453	10b
Stocks		288. FISERV INC	FISV	\$	28,143	10b
Stocks		1,228. CITIZENS FINANCIAL GROUP	CFG	\$	28,060	10b
Stocks		575. SEALED AIR CORP	SEE	\$	27,232	10b
Stocks		651. DELTA AIR LINES INC	DAL	\$	27,127	10b
Stocks		20. PRICELINE GROUP INC/THE	PCLN	\$	26,873	10b
Stocks		1,601. HEWLETT PACKARD ENTERPRIS	HPE	\$	26,673	10b
Stocks		468. AMPHENOL CORP-CL A	APH	\$	26,128	10b
Stocks		1,035. EBAY INC	EBAY	\$	25,285	10b
Stocks		442. AMDOCS LTD	DOX	\$	24,991	10b
Stocks		409. VALERO ENERGY CORP	VLO	\$	24,078	10b
Stocks		769. INTEL CORP	INTC	\$	23,285	10b
Stocks		1,887. HP INC	HPQ	\$	23,153	10b
Stocks		522. XILINX INC	XLNX	\$	22,488	10b
Stocks		334. TYSON FOODS INC-CL A	TSN	\$	21,984	10b
Stocks		75. SHERWIN-WILLIAMS CO/THE	SHW	\$	21,548	10b
Stocks		125. MCKESSON CORP	MCK	\$	20,978	10b
Stocks		380. MERCK & CO. INC.	MRK	\$	20,839	10b
Stocks		163. KIMBERLY-CLARK CORP	KMB	\$	20,406	10b
Stocks		636. ONEMAIN HOLDINGS INC	OMF	\$	20,238	10b
Stocks		73. PUBLIC STORAGE	PSA	\$	17,871	10b
Stocks		408. MAGNA INTERNATIONAL INC	MGA	\$	17,144	10b
Stocks		847. JETBLUE AIRWAYS	JBLU	\$	16,762	10b
Stocks		158. ROCKWELL COLLINS INC.	COL	\$	13,934	10b
Stocks		166. HELMERICH & PAYNE	HP	\$	10,976	10b
Stocks		138. SERVICENOW INC	NOW	\$	9,864	10b
Stocks		53. MONSTER BEVERAGE CORP	MNST	\$	7,644	10b
					\$ 5,823,299	
					\$ 16,433,353	

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
Part XV, Line 3a

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
Adirondack Foundation P.O. Box 288 Lake Placid, NY 12942 www.generousact.org	\$10,000	The grant will be used to underwrite the program expenses of the Adirondack Loon Legacy Fund for the preservation and protection of the native Common Loon and its habitat.	12-May-2015	16-1535724	Yes
Aid to Victims of Domestic Abuse, Inc. P.O. Box 6161 Delray Beach, FL 33482 www.avda-fl.com	\$10,000	This grant will be used as general operating support in furtherance of the organization's exempt charitable purpose. It will assist in providing lifesaving services to victims of domestic abuse and their children.	3-Dec-2015	59-2486620	Yes
Alice's Kids Inc. P.O. Box 60 Mount Vernon, VA 22121 aliceskids.org	\$2,500	This grant will be used to provide direct assistance to children in need. It will pay for new clothes, camp registration fees, music lessons, GED exam registration fees and any other items that a child in need cannot afford.	3-Dec-2015	45-2390871	Yes
Antioch University New England 40 Avon Street Keene, NH 03431 www.antioch.edu	\$2,500	The grant will be used for the Horace Mann Scholarship for a scholarship that provides fund for students in need.	3-Dec-2015	31-0536640	Yes
Arlington Food Assistance Center PO Box 6261 Arlington, VA 22206-0261 www.ahaf.org	\$2,500	This grant will be employed directly in our mission to feed our neighbors in need, ensuring these fragile families continue to have access to healthy, nutritious food that they otherwise would be forced to go without.	3-Dec-2015	54-1473207	Yes

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
Part XV, Line 3a

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
Arlington Free Clinic 2921 11th Street South Arlington, VA 22204 www.arlingtonfreeclinic.org	\$10,000	The grant will provide general support to provide patients with primary care & dozens of other services. Services include Specialty Medicine Program, Pharmacy, Mental Health Program, Wellness Program, Oral Health Program, Vaccine Program, and Women's Health Program.	3-Dec-2015	54-1671883	Yes
Brightfocus Foundation 22512 Gateway Center Dr. Clarksburg, MD 20871 www.brightfocus.org	\$5,000	The grant will be used to support research for a cure for macular degeneration, a leading cause of vision loss in the United States.	22-Jul-2015	23-7337229	Yes
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, first of all, for student travel to national conferences to present their work. It will also be used to support travel of faculty to attend professional conferences.	3-Dec-2015	41-0694747	Yes
Casa Verde Home of Home, Inc. 20 Williams Street, Apt B Mount Vernon, NY 10552-2833 casaverdehomeofhope.org	\$5,000	This grant will be used for the general operation of the charity. Funds go to the operation of the house in Colombia and to pay for food, clothing, educational expenses, medical care, and other life needs of the children in the house.	20-Jul-2015	30-0212994	Yes
Foundation for the Catholic Diocese of Arlington FBO St. Joseph Elementary School 200 N. Glebe Rd, Suite 811 Arlington, VA 22203 www.arlingtondiocese/The_Foundation.org	\$200,000	This grant will be used as an endowment for the education program at St. Joseph Elementary School, Herndon VA named in honor of Ruth & Hal Launders	5-Nov-2015	54-1086839	Yes

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
Part XV, Line 3a

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
Colby College 4320 Mayflower Hill Waterville, ME 04901 www.colby.edu	\$15,000	The grant will be used to purchase a yearly software agreement for CampusTap. A community networking platform that will allow Colby to truly leverage the power of its network.	22-Mar-2016	01-0211497	Yes
Commonwealth Public Broadcasting 23 Sesame Street Richmond, VA 23235 www.ideastations.org	\$7,500	This grant is to be used for general operations in furtherance of the exempt charitable purpose. The grantee serves 300,000 viewers and listeners each week, fostering communities that are informed, enriched, and positively engaged in life.	22-Jul-2015	54-0735782	Yes
Conservation Law Foundation 55 Dorrance Street Providence, RI 02903 www.clf.org	\$7,500	The Legal Services Food Hub helps entrepreneurs navigate complicated business issues in order to bring economic stability to the sector, increase regional food production and build a more just food system.	20-Jul-2015	04-6149986	Yes
Cystic Fibrosis Foundation 220 North Main St. Ste 104 Natick, MA 01760 www.cff.org	\$5,000	Grant money will be used for research, drug development and patient care programs funded by the Foundation.	3-Dec-2015	13-1930701	Yes
Dana's Angels Research Trust 15 East Putnam Ave, #117 Greenwich, CT 06830 www.danasangels.org	\$5,000	The grant will be used for medical research and support the development of a pipeline for Niemann-Pick type C therapeutics and the discovery of biomarkers to facilitate clinical testing.	20-Jul-2015	51-6528048	Yes

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
Dollywood Foundation 2700 Dollywood Parks Blvd Pigeon Forge, TN 37863 www.dollyfoundations.com	\$15,000	The charitable goal fostered by this grant is to sustain and expand our existing early childhood literacy program in the Herndon 20170 and 20171 zip code area. This grant will be used to sustain this on-going program with \$10,000 applied to support the program in zip code 20170 and \$5,000 used to support the program in zip code 20171.	22-Jul-2015	62-1348105	Yes
Dollywood Foundation 2700 Dollywood Parks Blvd Pigeon Forge, TN 37863 www.dollyfoundations.com	\$10,000	The charitable goal fostered by this grant is to sustain and expand our existing early childhood literacy program in the Herndon 20170 and 20171 zip code area. This grant will be used to sustain this on-going program with \$7,500 applied to support the program in zip code 20170 and \$2,500 used to support the program in zip code 20171.	22-Mar-2016	62-1348105	Yes
Dumbarton Oaks Park Conservancy PO Box 32080 Washington, DC 20007 www.donark.org	\$7,500	This grant will be used to support the general operations of the organization in the pursuit of its exempt charitable purpose.	22-Jul-2015	27-4197533	Yes

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
Part XV, Line 3a

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
Edesia, Inc. 88 Royal Little Drive Providence, RI 02904 www.edesiaglobal.org	\$12,500	This grant will assist Edesia with purchasing 2 new pieces of equipment, a Stephan Universal Mixer and an Urschel Grinder which are crucial to our new Innovation Center. This equipment will extend our production scope to mix and grind raw materials for new products which will work seamlessly with existing production and packaging equipment.	3-Dec-2015	26-0359866	Yes
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.	42207	54-1503154	Yes
Fairfax County Park Foundation 12055 Government Center Pkwy 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 advertizing, mailings, fees for musicians and other performers, sound system, and technical support.	22-Mar-2016	54-2019179	Yes
Fairfield County Sports Commission, Inc. 1 University Place Stamford, CT 06901 www.fairfieldcountysports.com	\$2,500	The grant will be used to support after school programs designed to educate our county youth on living an active healthy lifestyle and its benefits in preventing childhood obesity.	22-Mar-2016		Yes

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
Part XV, Line 3a

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
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 food to be taken home over the weekend when other programs are not available. Each BackPack contains six balanced meals that are shelf stable, fully cooked and easily prepared.	22-Jul-2016	54-1150923	Yes
Foundation Fighting Blindness, Inc. 7168 Columbia Gateway Dr, Suite 100 Columbia, MD 21046 www.fightblindness.org	\$5,000	This grant will be used to support the general operations of the organization in the pursuit of its exempt charitable purpose.	22-Jul-2015	23-7135845	Yes
Friends of Clarendon House 3141 N. 10th St. Arlington, VA 222012 www.arlingtonva.us	\$7,500	The grant funds will be used to assist consumers of the Clarendon House program with their medical and dental needs. Staff will asset consumers to negotiate the medical system, get to appointments, support consumers with medical and dental issues, educated consumers on the effects of high blood pressure, teeth infections and diabetes.	3-Dec-2015	54-1644438	Yes
Grace Episcopal Church Food Pantry 1116 W. Washington Avenue Madison, WI 53704 www.gracechurchmadison.org	\$2,500	The grant will be used to purchase food and necessities for infants, toddlers and young children. Necessities include diapers, wipes, infant formula and hygiene items.	20-Jul-2015		Yes
Greenwich Emergency Medical Service, Inc. 1111 E. Putnam Avenue Riverside, CT 06878 www.greenwichems.org	\$5,000	This grant will allow GEMS to target large segments of the population who traditionally miss the opportunity to learn CPR. It will underwrite the cost of training manikins and certified instructors.	20-Jul-2015	22-2721171	Yes

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
Part XV, Line 3a

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
Herndon - Reston Fish, Inc. 336 Victory Drive Herndon, VA 20170 www.herndonrestonfish.org	\$10,000	This grant will be used to support the general operations in the pursuit of its exempt charitable purpose. FISH provides short-term emergency assistance for our neighbors as a vital first-responder to avert crises such as evictions, homelessness, illness or lack of utilities.	22-Jul-2015	54-1037615	Yes
Media4Good Inc 209 Anacapa Street Santa Barbara, CA 93101 www.media4good.org	\$20,000	This grant for general support will serve to remunerate quality mentors for the spring & fall grant period. Mentors are the cornerstone of the Youth Interactive program	22-Mar-2016	26-0603721	Yes
Northern Virginia Therapeutic Riding Program, Inc. 6429 Clifton Rd. Clifton, VA 20124 www.nvtrp.org	\$12,000	As a general operating grant, the funds will support the following core NVTRP programs: Therapeutic Horsemanship, Hippotherapy, Community Outreach Program, Supported Employment Program and Community Lessons.	20-Jul-2015	54-1897241	Yes
Phoenix Bikes 4200 S. Four Mile Run Drive Arlington, VA 22206 www.phoenixbikes.org	\$7,500	This grant will support our primary mission: Educating Youth on how to repair bikes, promoting bicycling, and building community.	3-Dec-2015	20-8842260	Yes
Phoenix Houses of the Mid-Atlantic 521 North Quincy Street Arlington, VA 22203 www.phoenixhouse.org	\$7,500	PHMA's capital campaign will provide a much needed renovation and expansion of our Boys Recovery Lodge, a program for adolescent boys ages 14 to 17 and build a new health and fitness center that will allow us to better integrate regular exercise into our treatment programs.	3-Dec-2015	54-0805530	Yes

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
Part XV, Line 3a

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
Positive Vibe Foundation 1207 Bridle Lane Richmond, VA 23229 www.positiveviberva.com	\$2,500	The grant will be used for the Foundation's exempt charitable purposes that helps to prepare people with cognitive and/or physical disabilities for paid employment in the food service business.	22-Jul-2015	80-0016181	Yes
Preserve Rhode Island 957 North Main Street Providence, RI 02904879 www.preserveri.org	\$2,500	This grant will be for the purpose of Preserve Wakefield's project to enhance the character of historic Wakefield Village.	3-Dec-2015	05-6012417	Yes
Producers Club of Maryland P.O. Box 13246 Baltimore, MD 21203 www.mdrpg.com/film-office/producers-club/	\$20,000	The grant will be used to underwrite capital expenditures incident to the restoration of the Parkway Theater, Charles Street and North Avenue, Baltimore, Maryland to be renamed as the Stavros Niarchos Foundation Parkway Film Center.	22-Mar-2016		Yes
Quinnipiac University 275 Mount Carmel Avenue Hamden, CT 06518 www.quinnipiac.edu	\$12,500	The grant will be used to offset costs of the Nicaragua Law & Service Project that would be passed on to student participants. This grant will also support the work we do in Central America. It helps ensure the continuity and sustainability of the project, and the society at the law school.	20-Jul-2015	06-0646701	Yes
Quinnipiac University 275 Mount Carmel Avenue Hamden, CT 06518 www.quinnipiac.edu	\$10,000	The grant will be used to offset costs of the Nicaragua Law & Service Project that would be passed on to student participants. This grant will also support the work we do in Central America. It helps ensure the continuity and sustainability of the project, and the society at the law school.	22-Mar-2016	06-0646701	Yes

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
Rhode Island Public Radio One Union Station Providence, RI 02903879 www.ripr.org	\$5,000	This grant will help start a project to create a new public commons for Rhode Island, overseen, verified, and moderated by RIPM's recognized experts in public service journalism.	22-Mar-2016	05-0498502	Yes
Shelter for the Homeless 137 Henry Street Suite 205 Stamford, CT 06902 www.wmga.com	\$10,000	This grant will be used to underwrite the expenses of the gala which is the agency's primary fundraiser for operating expenses. It will also be used for the operating expenses.	22-Mar-2016	06-1144355	Yes
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.	18-Sep-2015	54-1086839	Yes
St. Stephen's School Corporation 15 Gramercy Park South New York, NY 10003 www.ststephens-rome.com	\$20,000	This grant will be used to establish an endowment to be named the Pope-Ullman Scholarship Fund for Trips that will provide financial assistance to qualified students desiring to participate in service related trips.	20-Jul-2015	98-0013401	Yes

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

RUTH & HAL LAUNDERS CHARITABLE TRUST
02-0703907
FORM 990PF
YEAR ENDED APRIL 30, 2016
Part XV, Line 3a

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
The Children's Healing Institute 1199 W. Lantana Rd, Cottage 10 Lantana, FL 3346202 www.childrenshelinginstitute.org	\$10,000	The grant will continue to support our Parent Aide Mentoring Program by supporting the trained mentors who provide the services in the home.	22-Mar-2016	65-0071524	Yes
The Community Tax Law Project 5206 Markel Road Suite 100-B Richmond, VA 23230 www.ctlp.org	\$5,000	This grant is for general operations to fulfill our mission of representing and educating low-income taxpayers. The grant will help to satisfy the matching funding requirement of our federal LITC grant.	22-Jul-2015	54-1644435	Yes
The Contemporary Theater Company 327 Main Street Wakefield, RI 02879 www.southsideclt.org	\$5,000	The grant will be used as a challenge grant to help raise funds to secure a new space to be used for rehearsals, workshops, classes and storage of our props, costumes, building materials and furniture.	20-Jul-2016	20-4955082	Yes
Vecinos Unidos Neighbors United PO Box 552 Herndon, VA 20172 www.vecinosunidos.org	\$7,500	This grant is to be used for general operations in furtherance of the organization's exempt charitable purpose. Expanding its Summer Program will require additional funding for field trips, crafts, educational speakers and other education materials.	3-Dec-2015	54-1863154	Yes
Virginia Repertory Theatre 114 West Broad Street Richmond, VA 23220 www.va-rep.org	\$2,500	This grant will be used for general operational purposes, in furtherance of its tax exempt purpose.	22-Jul-2015	51-0159357	Yes

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

Grants Made - Fiscal Year 2016

Name and Address of Grantee	Amount	Purpose of Grant	Date Paid	FEIN of Grantee	EO Select Check? Yes/No
WMGA Foundation 49 Knollwood Road Elmsford, NY 10523 www.shelterforhomeless.org	\$3,750	\$1,850 will be given out in scholarship funds for higher education. \$2,000 will fund program expenses for "Girls to the Tee" clinics in 2015.	20-Jul-2015	22-3844130	Yes
YWCA Richmond 6 North 5th Street Richmond, VA 23230 www.ywcarichmond.org	\$2,500	The grant will be used for the Greater Richmond regional Hotline program and the Permanent Housing Workgroup program.	12/3/2015		Yes
Total Grants Distributed:	\$673,250				