

EXTENDED TO FEBRUARY 15, 2018

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Form 990-PF

Department of the Treasury Internal Revenue Service

OMB No 1545-0052

2016

Open to Public Inspection

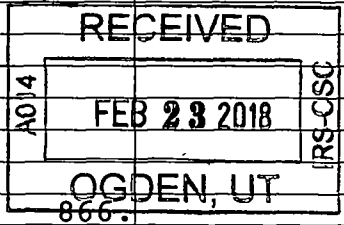
For calendar year 2016 or tax year beginning APR 1, 2016, and ending MAR 31, 2017

Name of foundation: THE REBA A. WILL FOUNDATION
Employer identification number: 82-2427395
Address: 7501 WISCONSIN AVENUE, BETHESDA, MD 20814
Telephone number: 301-718-6100
Check all that apply: Initial return, Final return, Address change, etc.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Contributions, Interest, Dividends, etc.) and Operating and Administrative Expenses (Compensation, Legal fees, etc.).

00 00

SCANNED APR 23 2016



Handwritten signature/initials

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		272,227.	275,743.	275,743.
	2	Savings and temporary cash investments		668,194.	415,146.	415,146.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10			1,296,595.	1,505,726.	2,581,572.
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			2,237,016.	2,196,615.	3,272,461.
Liabilities	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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			0.	0.	
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		2,237,016.	2,196,615.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances			2,237,016.	2,196,615.	
31	Total liabilities and net assets/fund balances			2,237,016.	2,196,615.	

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	2,237,016.
2	Enter amount from Part I, line 27a	2	37,922.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	12.
4	Add lines 1, 2, and 3	4	2,274,950.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	78,335.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,196,615.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	160,131.	157,099.	3,032.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			3,032.	
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	3,032.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

N/A

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))
2015			
2014			
2013			
2012			
2011			
2	Total of line 1, column (d)		2
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
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4
5	Multiply line 4 by line 3		5
6	Enter 1% of net investment income (1% of Part I, line 27b)		6
7	Add lines 5 and 6		7
8	Enter qualifying distributions from Part XII, line 4		8

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.

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	1,363.
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	1,363.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,363.
6 Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,300.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,300.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	41.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	104.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
<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>		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.	
2		X
3		X
4a		X
4b	N/A	
5		X
6		X
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <u>NONE</u>	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► WILLIAM A. MORGAN Telephone no. ► 301-718-6100 Located at ► 7501 WISCONSIN AVENUE, SUITE 600E, BETHESDA, MD ZIP+4 ► 20814		
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		X
	15	2,573.
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X
	16	

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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)? Organizations relying on a current notice regarding disaster assistance check here		
	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		X
		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)		
	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2016 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 2016.)		
	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		X
		4b

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))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 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? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM A. MORGAN 7501 WISCONSIN AVENUE, SUITE 600E BETHESDA, MD 20814	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
3 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	1,975,575.
b	Average of monthly cash balances	1b	764,076.
c	Fair market value of all other assets	1c	379,723.
d	Total (add lines 1a, b, and c)	1d	3,119,374.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,119,374.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,791.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,072,583.
6	Minimum investment return. Enter 5% of line 5	6	153,629.

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	153,629.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,363.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,363.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	152,266.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	152,266.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	152,266.

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	27,004.
b	Program-related investments - total from Part IX-B	1b	0.
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	27,004.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	27,004.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				152,266.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 27,004.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				27,004.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
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		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				125,262.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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 Name and address (home or business)	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
a Paid during the year GRACE UNITED CHURCH OF CHRIST 10492 ORKNEY GRADE MOUNT JACKSON, VA 22842				5,998.
MT. CLIFTON UNITED METHODIST CHURCH 31 MT. CLIFTON CHURCH LANE MOUNT JACKSON, VA 22842				3,433.
SOLOMON'S LUTHERAN CHURCH 521 SOLOMONS CHURCH ROAD QUICKSBURG, VA 22847				17,573.
Total			▶ 3a	27,004.
b Approved for future payment NONE				
Total			▶ 3b	0.

THE REBA A. WILL FOUNDATION

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 800.00 SHS BISTOL-MYERS SQUIBB	P	01/27/16	10/13/16
b 834.00 SHS KELLOGG COMPANY	P	04/25/13	01/19/17
c 103.00 SHS KIMBERLY-CLARK CORP	P	04/25/13	01/19/17
d 104.00 SHS KIMBERLY-CLARK CORP	P	04/25/13	01/19/17
e 308.00 SHS KIMBERLY-CLARK CORP	P	04/25/13	01/19/17
f 1800.00 SHS SPECTRA ENERGY CORP	P	02/28/17	02/28/17
g .200 ENBRIDGE INC	P	09/16/15	03/01/17
h CONGRESSIONAL TOWERS SECTION II	P		
i CONGRESSIONAL TOWERS SECTION II	P		
j CONGRESSIONAL PROPERTIES LIMITED PARTNERSHIP	P		
k CONGRESSIONAL PROPERTIES LIMITED PARTNERSHIP	P		
l			
m			
n			
o			

(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 40,134.		49,884.	-9,750.
b 59,966.		54,815.	5,151.
c 11,969.		10,243.	1,726.
d 12,086.		10,343.	1,743.
e 35,792.		30,630.	5,162.
f		1,095.	-1,095.
g 8.		6.	2.
h		39.	-39.
i		4.	-4.
j		40.	-40.
k 176.			176.
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-9,750.
b			5,151.
c			1,726.
d			1,743.
e			5,162.
f			-1,095.
g			2.
h			-39.
i			-4.
j			-40.
k			176.
l			
m			
n			
o			

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	3,032.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

<u>SOURCE</u>	<u>(A) REVENUE PER BOOKS</u>	<u>(B) NET INVESTMENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>
CONGRESSIONAL PROPERTIES LIMITED PARTNERSHIP	970.	970.	
CONGRESSIONAL TOWERS SECTION II	350.	350.	
TOTAL TO PART I, LINE 3	1,320.	1,320.	

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB #0365	52,522.	0.	52,522.	52,522.	
CONGRESSIONAL PROPERTIES LIMITED PARTNERSHIP	43.	0.	43.	43.	
CONGRESSIONAL TOWERS SECTION II	77.	0.	77.	77.	
TO PART I, LINE 4	52,642.	0.	52,642.	52,642.	

FORM 990-PF

RENTAL INCOME

STATEMENT 3

<u>KIND AND LOCATION OF PROPERTY</u>	<u>ACTIVITY NUMBER</u>	<u>GROSS RENTAL INCOME</u>
CONGRESSIONAL TOWERS SECTION II	1	3,353.
CONGRESSIONAL PROPERTIES LIMITED PARTNERSHIP	2	32,754.
TOTAL TO FORM 990-PF, PART I, LINE 5A		36,107.

FORM 990-PF

OTHER INCOME

STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CONGRESSIONAL TOWERS SECTION II CONGRESSIONAL PROPERTIES LIMITED PARTNERSHIP	-391.	-391.	
TRUST REFUND - STATE OF MARYLAND	-1,653.	-1,653.	
	2,970.	2,970.	
TOTAL TO FORM 990-PF, PART I, LINE 11	926.	926.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ABP SERVICE FEES	644.	644.		0.
SCHWAB ADVISORY FEES	24,356.	24,356.		0.
TO FORM 990-PF, PG 1, LN 16C	25,000.	25,000.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTEREST EXPENSE SHOWN ON K-1	866.	866.		0.
TO FORM 990-PF, PG 1, LN 23	866.	866.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

<u>DESCRIPTION</u>	<u>AMOUNT</u>
REFUND OF EXPENSES PAID BY REBA A. WILL ESTATE	12.
TOTAL TO FORM 990-PF, PART III, LINE 3	12.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CONGRESSIONAL PROPERTIES, LP K-1 - ADJUST TO TAX BASIS	60,212.
CONGRESSIONAL PROPERTIES, LP K-1 - ADJUST TO TAX BASIS	14,721.
PRE-4/1/16 K-1 DISTRIBUTION TO TRUST	1,227.
PRE-4/1/16 K-1 DISTRIBUTION TO TRUST	2,175.
 	<hr/>
TOTAL TO FORM 990-PF, PART III, LINE 5	78,335.
	<hr/> <hr/>

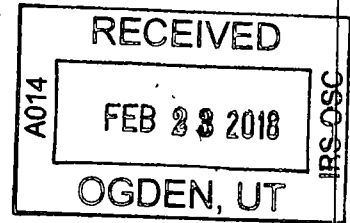
FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB #0365 - EQUITIES	COST	1,379,900.	1,935,717.
CHARLES SCHWAB #0365 - MUTUAL FUNDS	COST	91,995.	87,682.
CHARLES SCHWAB #0365 - OTHER ASSETS	COST	158,445.	178,450.
CONGRESSIONAL TOWERS II, LP	COST	-875.	24,167.
CONGRESSIONAL PROPERTIES, LP	COST	-123,739.	355,556.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,505,726.	2,581,572.

REVOCABLE TRUST AGREEMENT



This Trust Agreement, made this 1st day of February, 2000, by REBA A. WILL, a resident of the District of Columbia, as Grantor, and WILLIAM A. MORGAN, as Trustee,

W I T N E S S E T H :

WHEREAS the Grantor has delivered to the Trustee, assets as shown in Schedule A; and

WHEREAS the Grantor may desire to add other property to the trust hereby created;

NOW, THEREFORE, in consideration of the premises and of the obligations assumed by the Trustee herein, the Trustee hereby agrees and declares that he and his successors shall hold, invest, reinvest, manage and administer such trust assets, together with any property, real or personal, which may be added to this trust by any person, by inter vivos or testamentary transfer, IN TRUST, with the powers, discretion and duties hereinafter more fully described, and shall dispose of the principal and income thereof as hereinafter set forth (this trust to be known as the "Reba A. Will Trust"):

1. The Grantor reserves the right to revoke or amend this Agreement, in whole or in part, at any time or times, by a memorandum in writing delivered to the Trustee, provided, however, that the rights, duties, powers and liabilities of the Trustee shall not be substantially changed by any such amendment without its written consent.

2. The Trustee shall pay the entire net income of this trust, in convenient installments, to or for the benefit of the Grantor during the Grantor's lifetime. The Trustee is authorized in its discretion to pay such sums, from time to time, out of the principal of this trust, to or for the benefit of the Grantor as the Trustee shall deem advisable for the Grantor's comfortable support. The Grantor reserves the right, at any time, to withdraw from this trust any or all assets held hereunder, by written request signed by the Grantor and delivered to the Trustee.

3. Upon the Grantor's death, the Trustee shall pay the expenses of the Grantor's funeral and burial, including (if the Trustee deems it appropriate) a suitable grave site, marker and perpetual care, out of the assets of this trust, in such amount as the Trustee shall deem proper, without regard to any limitation in the applicable local law as to the amount of such expenses and without Court order. Upon the Grantor's death, the Trustee shall also pay, directly, such portion of the Grantor's debts and expenses of administration of the estate, as well as legacies contained in the Will, as may be requested by the Executor or Administrator of the estate and shall pay, directly to the tax authorities, all of the estate, inheritance, or other death taxes assessed by reason of the death of the Grantor, charging all such payments against the principal of this trust.

4. From and after the Grantor's death, the balance of the trust property shall continue to be held in trust as a charitable trust which shall be known and referred to as "The Reba A. Will Foundation" or, hereinafter, the "Foundation," which shall be governed by the provisions of this Agreement which are hereinafter set forth:

ARTICLE I

EXEMPT PURPOSES

The Foundation is formed exclusively for educational, literary, religious, and such other charitable purposes as permit the Foundation to qualify as a private foundation within the meaning of Section 501(c)(3) pertaining to exemption from federal income taxes, Section 2055 pertaining to exemption from federal estate taxes, Section 2522 pertaining to exemption from federal gift taxes, and to meet the requirements of Section 170(c)(2), pertaining to deductibility of contributions, of the Internal Revenue Code and applicable Treasury Regulations as such may be amended from time to time ("IRS Rules"). Such qualifying charitable purposes shall be hereinafter referred to as the Foundation's "Exempt Purposes." The Exempt Purposes shall include, without limitation, the making of distributions to organizations that qualify as exempt organizations under Section (501)(c)(3) of the Internal Revenue Code. The Trustee shall govern the daily operation of the Foundation, and ensure that the Foundation shall comply and continue to comply with all IRS Rules so the Foundation shall continue to qualify as an exempt private foundation. Without

limiting the foregoing, it is the Grantor's hope that the Trustee will be able to benefit SOLOMON'S LUTHERAN CHURCH, Quicksburg, VA 22847, GRACE UNITED CHURCH OF CHRIST, Mt. Jackson, VA 22842, MT. CLIFTON METHODIST CHURCH, P.O. Box, 467, Mt. Jackson, VA 22842, and ST. MARKS LUTHERAN CHURCH, Quicksburg, VA 22847 (not necessarily in equal amounts, from time to time), by maintaining, restoring and preserving the existing physical structures and appearances of the church buildings, grounds and cemeteries owned by said churches, so long as such expenditures qualify and continue to qualify as Exempt Purposes within the meaning of the aforementioned sections of the Internal Revenue Code and IRS Rules.

ARTICLE II

Funding

A. Authority to Solicit, Receive & Administer Contributions. The Trustee shall be authorized to solicit, receive, administer and distribute all manner of property ("Contributions"), whether tangible or intangible, real, personal or mixed, without limitation as to amount of value, location, or degree of interest (legal or beneficial), except such limitations, if any, as may be imposed by IRS Rules or other applicable law. The Trustee shall be authorized, but not required, to accept any Contribution, whether made by bequest, devise, gift, purchase, lease, or other form of transfer, either absolutely or in trust. The Trustee shall be authorized to receive property subject to limitations imposed by the donor(s), but the Trustee shall not be required to do so if such limitations are inconsistent with the

Foundation's Exempt Purposes or if the Trustee otherwise determines that accepting such property subject to such limitation would be inadvisable. The Trustee shall not accept or retain any property that would be inconsistent with the Foundation's Exempt Purposes or IRS Rules.

B. No Authority to Violate IRS Rules. Anything in this instrument to the contrary notwithstanding, the Trustee shall be prohibited from taking any action or refraining from taking any action if doing so would undermine the Foundation's qualification as a private foundation under IRS Rules.

C. Complete Gifts. All Contributions to the Foundation are intended to be completed gifts for federal gift tax purposes at the time they are received. In the event a Trustee makes a Contribution or a person who has made a Contribution subsequently becomes a Trustee, the subject Contribution shall be accounted for separately and such Trustee shall be expressly excluded from participating, directly or indirectly, in any exercise of discretion hereunder with respect to the Contribution made by such Trustee.

ARTICLE III

Charitable Distributions

A. Annual Distributions. The Foundation shall distribute each year so much of the Foundation's income and principal as the Trustee shall determine for the Foundation's Exempt Purposes provided that, at a minimum, the Foundation shall make distributions sufficient to avoid any tax on undistributed

income that would otherwise be imposable under Section 4942 of the Internal Revenue Code. All distributions by the Foundation of income or principal derived from Contributions received from corporations shall be made for use solely within the United States or its possessions.

B. Termination Distribution. The Trustee may, in its discretion, determine that the Foundation's Exempt Purposes have been accomplished or that maintaining the Foundation is no longer advisable and so terminate the Foundation. Upon the termination of the Foundation for this or any other reason the assets of the Foundation then on hand shall be distributed in the name of the Reba A. Will to one or more public charities selected by the Trustee, provided that the Trustee may make another disposition to the extent permitted by IRS Rules.

ARTICLE IV

Prohibited Transactions

Anything in this instrument to the contrary notwithstanding, the powers of the Trustee shall be expressly limited and circumscribed as follows:

A. General Prohibition: No Activities Inconsistent with Sections 501(c)(3), 170(c)(2), 2055 and 2522 Exempt Status. Notwithstanding any other provision herein contained, the Foundation shall not engage in any activity that may not be engaged in by an entity (1) that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code or (3) exempt from taxation under Sections 2055 and 2522 of the Internal Revenue Code.

B. No Private Benefit. No part of the earnings of the Foundation shall inure to the benefit of or be distributed to the Trustee, or other private persons. This provision shall not prevent the Foundation from paying reasonable compensation for goods and services within the meaning of IRS Rules, provided, however, that no person who makes a Contribution to the Foundation shall ever receive compensation from the Foundation thereafter.

C. No Propaganda or Attempt To Influence Legislation. No substantial part of the Foundation's activities shall be engaging in dissemination of propaganda or attempting to influence legislation, and the Foundation shall not participate in, directly or indirectly (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

D. No Self-Dealing. The Foundation shall not permit or engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

E. No Excess Business Holdings. Except as permitted by Section 4947(b)(3) of the Internal Revenue Code, the Foundation shall not retain any excess business holdings within the meaning of Section 4943(c) of the Internal Revenue Code.

F. No Prohibited Investments. The Foundation shall not receive nor shall it acquire or hold any asset that would

jeopardize the Foundation's Exempt Purposes within the meaning of Section 4944 of the Internal Revenue Code.

G. No Taxable Expenditures. The Foundation shall make no taxable expenditures within the meaning of Section 4945(d) of the Internal Revenue Code.

ARTICLE V

The Trustee

A. Initial Trustee. WILLIAM A. MORGAN is the initial Trustee of this trust and of the Foundation.

1. The Trustees shall act (to the extent of their ~~authority to act~~) by unanimous vote if there are one or two, and by majority vote if there are more than two. No Trustee shall be responsible or liable for the act or omission of any other Trustee and, to the maximum extent permitted by law and IRS Rules, each Trustee shall be indemnified, in advance, out of trust assets for all costs and expenses, including reasonable attorneys fees, incurred in defending himself as a Trustee (or former Trustee) for actions taken as a Trustee hereof and sanctions imposed as a result thereof.

2. No Trustee named in this instrument or by the Trustee shall be required to provide surety or other security on a bond, unless expressly directed by the appointing Trustee. No successor Trustee of this trust shall be liable for any act or omission of its predecessor nor shall it be obliged to inquire into the

validity or propriety of any such act or omission; any such successor fiduciary shall be entitled (but not required) to accept as conclusive any accounting and statement of assets furnished to such successor by its predecessor or by such predecessor's personal representative, and shall further be entitled to receipt only for those assets included in such statement.

3. If at any time all of the Trustees shall be precluded from exercising a discretion otherwise granted the Trustee, an "Independent Trustee" -- a person (including a corporation authorized to perform trust services) who is neither related nor subordinate (within the meaning of section 672(c) of the Internal Revenue Code) to the Grantor, any person making a Contribution, or any person appointing such Independent Trustee -- may be named by the acting Trustee(s) as an additional Trustee, with the sole authority to exercise such discretion.

B. Additional Trustees. The acting Trustee(s) may designate any individual or institution as a co-Trustee or successor trustee by a written instrument, signed by the Trustee and evidencing the designee's consent to serve as Trustee, and may place any appropriate conditions or limitations on the Trustee so designated, including specifying the circumstances under which the designated Trustee may be removed (in addition to those already provided for herein). Except as expressly limited in the

instrument of appointment, each successor Trustee shall have the same title, powers and duties as the Trustee succeeded, without any additional conveyance. A co-Trustee appointed by a Trustee shall serve only as long as the Trustee who appointed such co-Trustee (or, if such co-Trustee was named by more than one trustee acting together, as long as the last to serve of such Trustees), and such co-Trustee shall not become a successor Trustee upon the death, resignation, or disability of the Trustee(s) who appointed such co-Trustee, unless such co-Trustee is also named as successor Trustee hereunder. Any reference to a "Trustee" refers equally to any successor trustee.

C. Resignation/Vacancy. Any Trustee may resign by giving written notice to the remaining Trustee(s), but if none, then by giving written notice to a successor Trustee who is qualified and eligible to serve as Trustee, in which case the resignation shall be effective only upon the acceptance of the successor Trustee. In the event of a vacancy, an individual or corporation authorized to render trust services which qualifies and an "Independent Trustee" shall be named successor Trustee by the Grantor if the Grantor is then-living, but if not, by a Court of competent jurisdiction upon application by any person.

D. Disclaimer/Delegation. Any Trustee may, from time to time, disclaim any power conferred hereunder or delegate to any other Trustee, by written instrument, any or all of such Trustee's powers (except those, if any, not exercisable by such other Trustee). Such delegation may be temporary or permanent, and if

temporary, may be for any duration of time or until any event specified by the delegating Trustee. Any person dealing in good faith with any Trustee may rely without inquiry upon the Trustee's certificate with respect to any delegation. The Trustee may delegate grant-making authority to a committee selected by the Trustee for that purpose, and selecting such a committee, by itself, shall not be deemed direct or indirect participation by the selecting Trustee in such committee's deliberations.

E. Compensation. Each individual Trustee shall be entitled to (but may waive) reasonable compensation for services in administering - this - trust; - all - Trustees - are - entitled - to reimbursement for reasonable and necessary expenses and, unless an agreement is reached to charge a lesser amount, each corporate Trustee is entitled to compensation based on its published fee schedule in effect at the time services are rendered. Premiums, if any, paid by the Foundation for liability insurance to protect Trustees from chapter 42 taxes shall be treated as compensation paid to the Trustees. The foregoing notwithstanding, no person who makes a Contribution to the Foundation shall ever receive any compensation from the Foundation thereafter.

F. Management Powers. In addition to the powers conferred by law, the Trustee shall, without order or approval of any Court, be granted the following powers, to be exercised exclusively in its fiduciary capacity, subject, of course, to strict adherence to the prohibitions of Article IV above and the Foundation's Exempt Purposes:

1. The Trustee may hold and retain as part of the trust any property received from a donor without any duty to investigate or reconsider its suitability as a trust investment.

2. The Trustee may exercise all the rights of security holders of any corporation, including without limitation retaining and exercising any stock options, without any duty to diversify; and may invest and reinvest the trust (or leave it temporarily uninvested) in any type of property and every kind of investment, in the same manner as a prudent investor would invest his or her own assets.

3. The Trustee may sell, exchange, or partition any real or personal property contained in the trust, for cash or credit, at public or private sale, and with such warranties or indemnifications as the Trustee may deem advisable, and give options for sales or exchanges.

4. The Trustee may employ and compensate such lawyers, accountants, and other advisers as the Trustee may deem useful and appropriate for the administration of the trust. The Trustee may employ a professional investment adviser in managing the investments of the trust (including any investment in mutual funds, investment trusts, or managed accounts), delegate to this adviser any discretionary investment authorities, and

rely on the adviser's investment recommendations without liability to any beneficiary.

5. The Trustee may (a) take title to or register securities in nominee or bearer form, or in the name of a custodian, without disclosing this relationship in advance; (b) participate in the operation and management of any business or other enterprise, incorporate, dissolve, or otherwise change the form of such business; (c) repair, insure, alter and remodel improvements to real property, for any reasonable period of time and without regard to date of termination of any trust; and/or (d) improve, develop, manage, lease, or abandon any trust assets, as the Trustee deems advisable.

6. The Trustee may lend trust assets with adequate security to any person (or without adequate security if the loan is to a trust beneficiary to whom trust principal is distributable) or borrow money from any person, including any beneficiary or Executor or Trustee under another Will or Trust Agreement, and mortgage or pledge or grant security interests in any trust property.

7. The Trustee may compromise claims and institute litigation, but it shall not be required to do so unless it is reasonably indemnified for costs, counsel fees and other expenses, all subject to the guidelines set forth in Treas. Reg. 53.4941(d)-2(f)(3) (or any analogous IRS Rule), available trustee liability insurance, and

principles of state law applicable to charitable fiduciaries.

8. The Trustee may add to any trust created hereunder any property received from any person by deed, Will or in any other manner.

9. The Trustee may make distributions and allocations in cash or in kind or partly in each, without regard to the tax basis of the property distributed or allocated and without the necessity of making pro-rata distributions of specific assets.

10. The Trustee may hold undivided interests in assets, commingle and make investments in common for any trusts hereunder; divide any trust created hereunder into two or more separate trusts, with the power to allocate (or not allocate) to each such trust a fractional share of the assets of the trust before such division; invest the assets of multiple trusts in a single fund, assigning them undivided interests in such common fund, dividing the income proportionately and accounting for them separately; and merge or consolidate any trust created hereunder together with any other trusts having the same Trustee and substantially the same dispositive provisions.

11. The Trustee may determine whether receipts are to be allocated to income or principal and whether disbursements are to be charged against income or

principal, to the extent not established clearly by state law.

12. Upon the funding of any trust hereunder, the Trustee may make all tax elections and allocations the Trustee may consider appropriate.

13. The Trustee may execute instruments, and exercise all power, authority and discretion necessary to effect these powers after termination of any trust until final distribution.

ARTICLE VI

Trust Irrevocability/Limited Power to Amend

After the death of the Grantor, this trust is irrevocable. The Grantor transfers to the Trustee the property listed in the schedule to this trust, to be held on the terms and conditions set forth in this instrument. From and after the death of the Grantor, she and her estate retain no right or interest in any trust assets. The Trustees, acting unanimously upon the advice of counsel, may amend this Trust to the minimum extent necessary to qualify the Foundation under IRS Rules or maintain its qualification or, in the event of a change of situs in the manner provided below or the selection of a new trustee, to conform the trust instrument (consistent with IRS Rules) to new local law and/or to the requirements of a new corporate trustee. The foregoing notwithstanding, under no circumstances may any amendment be made that would result in the Foundation being permitted to operate or exist in a manner inconsistent with the Foundation's

Exempt Purposes and/or IRS Rules. Any such amendment shall be appended to the Foundation documents and be made a part thereof.

ARTICLE VII

Administrative Provisions

A. Change of Situs/Trust Amendments. With the written consent of all Trustees but subject to IRS Rules, the situs of any trust hereunder, the location of trust property, and/or the local law to be applied to it may be changed, in whole or part, without Court order or approval to any jurisdiction designated in such written consent.

B. Exemption from Rule Against Perpetuities. It is the Grantor's intention that this trust shall be fully exempted from the Rule Against Perpetuities or any similar rule with respect to remoteness in vesting; if it is determined that any provision of this trust violates any applicable rule against perpetuities or remoteness in vesting, the Trustee shall administer the affected portion for the maximum period allowed by law, and then distribute that portion of the trust property in accordance with the termination provision set forth above.

C. Authority to Incorporate. Subject to IRS Rules the Trustee shall be authorized, in its discretion, to organize a non-profit corporation under the laws of any state, qualify it as a charitable organizations under the laws of the United States, and to transfer trust property to such charitable corporation to be administered in the manner provided for in such corporation's governing document, provided, however, that the governing documents

of such corporation shall require the corporation to operate exclusively in a manner consistent with the Exempt Purposes.

D. Not A Grantor Trust (After the Grantor's Death).

After the Grantor's death, none of the powers granted the Trustee may be construed to enable a Trustee, or anyone else to buy, exchange, or otherwise deal with trust principal or income for less than adequate and full consideration in money or money's worth or to enable the Trustee, or any entity in which the Trustee has a substantial interest to borrow the principal of the trust, directly or indirectly, without adequate interest or security. No one but the Trustee may vote or direct the voting of any corporate shares or other securities of the trust, control the trust's investments or reinvestments by direction or veto, or reacquire or exchange trust property by substituting other property of equal value. The Trustee is not required to surrender trust assets upon being tendered substitute assets, regardless of the relative value of the assets involved.

ARTICLE VIII

Definitions and Miscellaneous

A. Tax-Related Terms. All tax-related terms shall have the same meaning that they have in the Internal Revenue Code of 1986, as amended. Any reference to a particular section of the Code or regulations shall include any corresponding provision of any future United States Internal Revenue law.

B. Copies. There are three signed originals of this trust instrument. Anyone may rely on a copy of this trust

instrument certified by a Trustee to be a true copy of the signed original (and of any amendments) as if that copy were the signed original. Anyone may rely upon any statement of fact certified by the person who appears from the original document or a certified copy to be a Trustee.

C. Number/Gender. The masculine, feminine, and/or neutral gender, and singular or plural shall be attributed where the context requires, regardless of the specific reference herein.

D. Applicable Law. Unless and until the situs of this trust is changed hereunder, this trust shall be sited in, governed by and construed according to the laws of the District of Columbia.

DECLARED AND AGREED, under seal, on the date first written above.

WITNESS:

Richard H. Mayfield Reba A. Will (SEAL)
REBA A. WILL, Grantor

William A. Morgan (SEAL)
WILLIAM A. MORGAN, Trustee

SCHEDULE A

Charg For \$100.00

Reba A. Will (SEAL)
REBA A. WILL, Grantor

William A. Morgan (SEAL)
WILLIAM A. MORGAN, Trustee