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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2016

Open to Public Inspection

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

For calendar year 2016 or tax year beginning May 1, 2016, and ending April 30, 2017

Name of foundation
THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P.O. BOX 546

City or town, state or province, country, and ZIP or foreign postal code
HERNDON, VIRGINIA USA 20172-0546

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **94**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **44,959,491**

J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) **Modified Cash**

A Employer identification number
02-0703907

B Telephone number (see instructions)
703-437-9200

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2320	2320		
	4 Dividends and interest from securities	251928	251928		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9175223			
	b Gross sales price for all assets on line 6a 25,813,188				
	7 Capital gain net income (from Part IV, line 2)		9175223		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	188143	188143			
12 Total. Add lines 1 through 11	9617614	9617614			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	172000	86000		86000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	255081	215929		39152
	b Accounting fees (attach schedule)	9170	4585		4585
	c Other professional fees (attach schedule)	46606	46606		
	17 Interest	8711	8711		
	18 Taxes (attach schedule) (see instructions)	722637	722637		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	27141	13570		13571
	22 Printing and publications				
	23 Other expenses (attach schedule)	185371	178112		7259
	24 Total operating and administrative expenses. Add lines 13 through 23	1426717	1276150		150567
	25 Contributions, gifts, grants paid	638000			638000
26 Total expenses and disbursements. Add lines 24 and 25	2064717	1276150	0	788567	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	7552897				
b Net investment income (if negative, enter -0-)		8341464			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form **990-PF** (2016)

SCANNED APR 23 2018

28 Received in
Batching Ogden
MAR 14 2018

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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	1317	9315	9315
	2 Savings and temporary cash investments	1084208	1132702	1132702
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	3978498		
	b Investments—corporate stock (attach schedule)	5823299	4617786	4617786
	c Investments—corporate bonds (attach schedule)		2415626	2415626
	11 Investments—land, buildings, and equipment: basis ▶ 31962866			
	Less: accumulated depreciation (attach schedule) ▶ (c) appraisal attached	38767259	31962866	33300000
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	6574542	3484062	3484062
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ Tax receivable)	6	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	56229129	43622357	44959491
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 (attach schedule)	21213941	0	
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	21213941	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	35015188	43622357	
	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 (see instructions)	35015188	43622357	
	31 Total liabilities and net assets/fund balances (see instructions)	56229129	43622357	

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	35015188
2 Enter amount from Part I, line 27a	2	7552897
3 Other increases not included in line 2 (itemize) ▶	3	1054272
4 Add lines 1, 2, and 3	4	43622357
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	43622357

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 5 14 acres of undeveloped land, Fairfax County, Virginia, USA	D	5-2-2006	12-20-2016
b Publicly traded, marketable securities	P	Various	Various
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 16539000		7435059	9103941
b 9274188		9202906	71282
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			
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	9175223
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	71282

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))
2015	885353	19204415	0.046102
2014	1104710	22135736	0.049906
2013	1208834	21020374	0.057508
2012	1704153	21489045	0.079303
2011	984452	31902142	0.030858

2 Total of line 1, column (d)	2	0.263677
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	0.052735
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	14451919
5 Multiply line 4 by line 3	5	762129
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	83415
7 Add lines 5 and 6	7	845542
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	788567

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	166829 28
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 00
3 Add lines 1 and 2		3	166829 28
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0 0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	166829 28
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	0	00
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	171622	00
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	171622	00
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	166829	28
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4792	72
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax 4792 72 Refunded	11		

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?		✓
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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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>		✓
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?	✓	
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>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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)	<input checked="" type="checkbox"/>	
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)		<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ rhict.org	<input checked="" type="checkbox"/>	
14 The books are in care of ▶ Jeffrey J. Fairfield, Managing Co-Trustee Telephone no. ▶ 703-437-9200 Located at ▶ 459 Herndon Parkway, Suite 14, Herndon, VA ZIP+4 ▶ 20170-6222		
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		<input type="checkbox"/>
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 ▶	<input checked="" type="checkbox"/>	

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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	<input checked="" type="checkbox"/>
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?	1c	<input checked="" type="checkbox"/>
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 ▶ 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.) 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____	2b	
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.</i>)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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?	4b	<input checked="" type="checkbox"/>

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 ☐
- 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).
- 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

5b

6b

7b

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 statement				

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
No employees 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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Pennoni Associates, Inc., 13880 Dulles Corner Lane, Suite 100, Herndon, VA 20171	Civil engineering and land planning	279134
Jeffrey J. Fairfield, P.C., 459 Herndon Pkwy., Suite 14, Herndon, VA 20170	Legal and fiduciary services	240831
Hunton & Williams LLP, 2200 Pennsylvania Avenue, N.W., Washington DC 20037	Legal land use and zoning services	90064
Note these legal services have been capitalized to the taxpayer's land assets		
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**

All other program-related investments. See instructions

3**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	12625772
b	Average of monthly cash balances	1b	922351
c	Fair market value of all other assets (see instructions)	1c	1123876
d	Total (add lines 1a, b, and c)	1d	14671999
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	14671999
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	220080
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14451919
6	Minimum investment return. Enter 5% of line 5	6	722596

Part 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	722596
2a	Tax on investment income for 2016 from Part VI, line 5	2a	166829
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	166829
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	555767
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	555767
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	555767

Part XII Qualifying Distributions (see instructions)

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	788567
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
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	788567
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	788567

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating 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				555767
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			594389	
b Total for prior years: 20____, 20____, 20____		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: ▶ \$ 788567				
a Applied to 2015, but not more than line 2a			594389	
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				194178
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
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 instructions			0	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				361589
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
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) Not applicable

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

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) 2016	(b) 2015	(c) 2014	(d) 2013	
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 See attached list of grants and grantees				
Total			▶ 3a	0
b Approved for future payment None				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	2320	
4	Dividends and interest from securities			14	251928	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	9175223	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a Proffer Cost Recovery			18	188000	
	b Class Action Securities Litigation Recoveries			18	143	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				9617614	
13	Total. Add line 12, columns (b), (d), and (e)					

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

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

[illegible]

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

- | | | Yes | No |
|----------|--|--------------|----|
| 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? | | |
| 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

3-9-18
Date

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

Jeffrey J Fairfield, Esquire

Preparer's signature

Date

3-9-18

Check ☐ if self-employed

PTIN

P02139011

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

Firm's EIN ► 54-1256617

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

Phone no 703-437-9200

**THE RUTH AND HAL LAUNDERS
CHARITABLE TRUST
FEIN: 02-0703907
FORM 990PF YEAR ENDING
APRIL 30, 2017**

	<i>a</i> Income/Expense Per Books	<i>b</i> Net Investment Income	<i>c</i> Adjusted Net Income	<i>d</i> Charitable Purposes	Total
Part I, line 11, Other Income					
Zoning proffer cost recovery	\$ 188,000	\$ 188,000			\$ 188,000
Class action securities litigation settlement distributions	\$ 143	\$ 143			\$ 143
Part I, line 16a, Legal Fees					
Jeffrey J. Fairfield, P.C. - Legal Services	\$ 207,327	\$ 198,435		\$ 8,892	\$ 207,327
Jerome L. Lonnes, P.C. - Legal Services	\$ 47,754	\$ 17,494		\$ 30,260	\$ 47,754
Total	\$ 255,081	\$ 215,929		\$ 39,152	\$ 255,081
Part I, line 16b, Accounting Fees					
Beck & Company, CPAs, P.C. - Accounting Services	\$ 9,170	\$ 4,585		\$ 4,585	\$ 9,170
Part I, line 16c, Other Professional Fees					
Alliance Bernstein LP - Investment Management Fees	\$ 46,606	\$ 46,606			\$ 46,606
Part I, line 18, Taxes					
Real Estate Taxes Levied by the County of Fairfax, Virginia on Parcels 1, 2, 4, 5, 6, 7, 8 & 9, Arrowbrook Centre Hemdon, Fairfax County, Virginia	\$ 722,637	\$ 722,637			\$ 72,237
Part I, line 23, Other expenses					
<i>Non Real Estate Expenses</i>					
Association Dues	\$ 750			\$ 750	\$ 750
Bank Charges	\$ 232	\$ 155		\$ 77	\$ 232
Books and Publications	\$ 5,176	\$ 3,468		\$ 1,708	\$ 5,176
Copy and Office Products	\$ 353	\$ 237		\$ 116	\$ 353
Courier and Delivery Expenses	\$ 1,470	\$ 985		\$ 485	\$ 1,470
D & O Liability Insurance	\$ 1,250	\$ 625		\$ 625	\$ 1,250
Fiduciary Education	\$ 1,290	\$ 426		\$ 864	\$ 1,290
Postage	\$ 98	\$ 32		\$ 66	\$ 98
Grant Administration	\$ 1,000			\$ 1,000	\$ 1,000
Web Site Design and Support	\$ 2,340	\$ 772		\$ 1,568	\$ 2,340
<i>Real Estate Expenses</i>					
Advertising	\$ 14,500	\$ 14,500			\$ 14,500
Bank Charges	\$ 235	\$ 235			\$ 235
Contract Labor	\$ 381	\$ 381			\$ 381
Fire and Casualty Insurance	\$ 2,454	\$ 2,454			\$ 2,454
Liability Insurance	\$ 2,050	\$ 2,050			\$ 2,050
Licenses	\$ 100	\$ 100			\$ 100
Permit and Plan Filing Fees	\$ 25,627	\$ 25,627			\$ 25,627
Real Estate Assessments	\$ 121,288	\$ 121,288			\$ 121,288
Other Real Estate Expenses (Title Insurance)	\$ 1,700	\$ 1,700			\$ 1,700
Utilities	\$ 3,077	\$ 3,077			\$ 3,077
Total	\$ 185,371	\$ 178,112		\$ 7,259	\$ 185,371

Part II, line 10b, corporate stock

Quantity	Security	Symbol	Cost	Book Value (b) Market Value (c)	Accrued Income
4,314	SPDR S&P 500 ETF TRUST	SPY	\$ 841,197	\$ 1,027,077	-
52,141 364	BERNSTEIN INTERNATIONAL PORTFOLIO(1)	SIMTX	\$ 850,868	\$ 856,683	-
6,760	ISHARES MSCI EAFE ETF	EFA	\$ 464,309	\$ 431,288	-

**THE RUTH AND HAL LAUNDERS
CHARITABLE TRUST
FEIN: 02-0703907
FORM 990PF YEAR ENDING
APRIL 30, 2017**

Quantity	Security	Symbol	Cost	Book Value (b) Market Value (c)	Accrued Income
5,036 487	BERNSTEIN EMERGING MARKETS PORTFOLIO(1)	SNEMX	\$ 137,448	\$ 142,130	\$ -
7,882 769	AB DISCOVERY GRWTH FUND- ADV	CHCYX	\$ 74,794	\$ 82,611	\$ -
6,960 338	AB SMALL CAP CORE PORTFOLIO ADV CL	SCRYX	\$ 72,582	\$ 82,341	\$ -
3,645 335	AB DISCOVERY VALUE FUND- ADV	ABYSX	\$ 73,913	\$ 81,473	\$ -
2,004	ISHARES MSCI EMERGING MARKET	EEM	\$ 88,102	\$ 80,280	\$ -
475	APPLE INC	AAPL	\$ 60,072	\$ 68,234	\$ -
414	FACEBOOK INC-A	FB	\$ 42,759	\$ 62,204	\$ -
60	ALPHABET INC-CL C	GOOG	\$ 31,510	\$ 54,358	\$ -
2,170	BANK OF AMERICA CORP	BAC	\$ 34,273	\$ 50,648	\$ -
681	MICROSOFT CORP	MSFT	\$ 31,375	\$ 46,621	\$ -
1,042	COMCAST CORP-CLASS A	CMCSA	\$ 33,480	\$ 40,836	\$ -
254	HOME DEPOT INC	HD	\$ 24,589	\$ 39,649	\$ -
698	WELLS FARGO & COMPANY	WFC	\$ 35,890	\$ 37,580	\$ -
401	VISA INC - CLASS A SHARES	V	\$ 28,877	\$ 36,579	\$ -
473	ALTRIA GROUP INC	MO	\$ 27,900	\$ 33,952	\$ -
265	JOHNSON & JOHNSON	JNJ	\$ 23,092	\$ 32,720	\$ -
400	EXXON MOBIL CORP	XOM	\$ 35,096	\$ 32,660	\$ -
406	EDISON INTERNATIONAL	EIX	\$ 25,458	\$ 32,468	\$ 220
621	US BANCORP	USB	\$ 28,107	\$ 31,845	\$ -
671	ORACLE CORP	ORCL	\$ 25,748	\$ 30,168	\$ -
263	PEPSICO INC	PEP	\$ 25,649	\$ 29,793	\$ -
166	UNITEDHEALTH GROUP INC	UNH	\$ 19,934	\$ 29,030	\$ -
218	HONEYWELL INTERNATIONAL INC	HON	\$ 24,529	\$ 28,589	\$ -
414	AMERICAN ELECTRIC POWER	AEP	\$ 24,583	\$ 28,082	\$ -
307	CVS HEALTH CORP	CVS	\$ 30,191	\$ 25,309	\$ 154
229	EDWARDS LIFESCIENCES	EW	\$ 21,461	\$ 25,114	\$ -
285	PROCTER & GAMBLE CO/THE	PG	\$ 26,017	\$ 24,889	\$ 216
266	EOG RESOURCES INC	EOG	\$ 19,331	\$ 24,605	\$ -
402	STARBUCKS CORP	SBUX	\$ 16,706	\$ 24,144	\$ -
139	L3 TECHNOLOGIES INC	LLL	\$ 17,405	\$ 23,876	\$ -
381	AMERICAN INTERNATIONAL GROUP	AIG	\$ 20,289	\$ 23,207	\$ -
301	EATON CORP PLC	ETN	\$ 19,405	\$ 22,768	\$ -
749	KROGER CO	KR	\$ 24,353	\$ 22,208	\$ -
323	GILEAD SCIENCES INC	GILD	\$ 31,609	\$ 22,142	\$ -
90	NORTHROP GRUMMAN CORP	NOC	\$ 15,047	\$ 22,136	\$ -
301	SCHLUMBERGER LTD	SLB	\$ 22,563	\$ 21,850	\$ -
474	VERIZON COMMUNICATIONS INC	VZ	\$ 24,136	\$ 21,761	\$ 316
160	AETNA INC	AET	\$ 17,855	\$ 21,611	\$ -
637	PFIZER INC	PFE	\$ 21,968	\$ 21,607	\$ -
597	INTEL CORP	INTC	\$ 19,253	\$ 21,582	\$ -
625	CISCO SYSTEMS INC	CSCO	\$ 19,517	\$ 21,294	\$ -
324	XILINX INC	XLNX	\$ 14,311	\$ 20,448	\$ -
235	JPMORGAN CHASE & CO	JPM	\$ 21,170	\$ 20,445	\$ 103
1,085	HP INC	HPQ	\$ 16,389	\$ 20,420	\$ -
11	PRICELINE GROUP INC/THE	PCLN	\$ 12,711	\$ 20,315	\$ -
175	WALT DISNEY CO/THE	DIS	\$ 18,871	\$ 20,230	\$ -
248	ALLSTATE CORP	ALL	\$ 16,280	\$ 20,160	\$ -
88	GOLDMAN SACHS GROUP INC	GS	\$ 21,373	\$ 19,694	\$ -
110	COSTCO WHOLESALE CORP	COST	\$ 16,368	\$ 19,527	\$ -
158	NORFOLK SOUTHERN CORP	NSC	\$ 18,959	\$ 18,563	\$ -
638	GENERAL ELECTRIC CO	GE	\$ 20,140	\$ 18,496	\$ -
285	DOW CHEMICAL CO/THE	DOW	\$ 15,370	\$ 17,898	\$ -
149	FISERV INC	FISV	\$ 10,982	\$ 17,752	\$ -
224	TEXAS INSTRUMENTS INC	TXN	\$ 15,515	\$ 17,736	\$ 112
274	TYSON FOODS INC-CL A	TSN	\$ 17,383	\$ 17,607	\$ -
112	CIGNA CORP	CI	\$ 14,831	\$ 17,513	\$ -
108	INTL BUSINESS MACHINES CORP	IBM	\$ 16,712	\$ 17,311	\$ -
275	MERCK & CO INC	MRK	\$ 15,987	\$ 17,141	\$ -
510	EBAY INC	EBAY	\$ 14,056	\$ 17,039	\$ -
20	INTUITIVE SURGICAL INC	ISRG	\$ 12,478	\$ 16,717	\$ -
427	CONAGRA BRANDS INC	CAG	\$ 17,370	\$ 16,559	\$ 85
414	PROGRESSIVE CORP	PGR	\$ 13,548	\$ 16,444	\$ -
359	DELTA AIR LINES INC	DAL	\$ 14,470	\$ 16,313	\$ -
173	DR PEPPER SNAPPLE GROUP INC	DPS	\$ 14,463	\$ 15,855	\$ -

**THE RUTH AND HAL LAUNDERS
CHARITABLE TRUST
FEIN: 02-0703907
FORM 990PF YEAR ENDING
APRIL 30, 2017**

Quantity	Security	Symbol	Cost	Book Value (b) Market Value (c)	Accrued Income
58	BIOMER INC	BIIB	\$ 18,654	\$ 15,730	\$ -
275	NIKE INC -CL B	NKE	\$ 15,184	\$ 15,238	\$ -
226	ROSS STORES INC	ROST	\$ 12,828	\$ 14,690	\$ -
290	HESS CORP	HES	\$ 15,937	\$ 14,161	\$ -
571	NISOURCE INC	NI	\$ 13,700	\$ 13,847	\$ 100
93	MCDONALD'S CORP	MCD	\$ 13,060	\$ 13,013	\$ -
194	CBS CORP-CLASS B NON VOTING	CBS	\$ 12,701	\$ 12,913	\$ -
93	MCKESSON CORP	MCK	\$ 19,228	\$ 12,861	\$ -

Quantity	Security	Symbol	Cost	Book Value (b) Market Value (c)	Accrued Income
308	NIELSEN HOLDINGS PLC	NLSN	\$ 15,705	\$ 12,668	\$ -
196	DISCOVER FINANCIAL SERVICES	DFS	\$ 11,500	\$ 12,268	\$ -
168	DOLLAR GENERAL CORP	DG	\$ 13,224	\$ 12,215	\$ -
1,680	XEROX CORP	XR	\$ 11,389	\$ 12,079	\$ -
259	SEALED AIR CORP	SEE	\$ 13,765	\$ 11,401	\$ -
85	ADOBE SYSTEMS INC	ADBE	\$ 8,317	\$ 11,368	\$ -
132	CAPITAL ONE FINANCIAL CORP	COF	\$ 11,412	\$ 10,610	\$ -
548	HEWLETT PACKARD ENTERPRIS	HPE	\$ 7,430	\$ 10,209	\$ -
81	UNITED TECHNOLOGIES CORP	UTX	\$ 8,596	\$ 9,638	\$ -
345	SYNCHRONY FINANCIAL	SYF	\$ 9,432	\$ 9,591	\$ -
141	T-MOBILE US INC	TMUS	\$ 6,499	\$ 9,485	\$ -
134	OSHKOSH CORP	OSK	\$ 7,296	\$ 9,298	\$ -
71	ALEXION PHARMACEUTICALS INC	ALXN	\$ 8,740	\$ 9,072	\$ -
216	MAGNA INTERNATIONAL INC	MGA	\$ 11,714	\$ 9,022	\$ -
98	OMNICOM GROUP	OMC	\$ 8,396	\$ 8,048	\$ -
174	DEVON ENERGY CORPORATION	DVN	\$ 8,113	\$ 6,871	\$ -
TOTALS			\$ 4,205,794	\$ 4,616,481	\$ 1,305

Part II, line 10c, corporate bonds

Quantity	Security	Symbol	Cost	Book Value (b) Market Value (c)	Accrued Income
63,016 915	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO(1)	SNIDX	\$ 855,254	\$ 830,563	\$ 675
86,423 676	AB GLOBAL BOND FUND- ADV(1)	ANAYX	\$ 731,039	\$ 729,416	\$ 1,507
58,375 153	AB HIGH INCOME-ADV(1)	AGDYX	\$ 502,308	\$ 521,290	\$ 2,553
28,943 158	AB BOND INFLATION STRATEGY CLASS 1(1)	ABNOX	\$ 311,359	\$ 312,297	\$ -
4,835 154	FNMA 30 YR#MA1771		\$ 5,088	\$ 5,107	\$ 15
4,315 666	FGLMC 30 YR#Q16644		\$ 4,308	\$ 4,461	\$ 12
3,960 37	FNMA 30 YR#AU2933		\$ 3,991	\$ 4,121	\$ 11
1,581 99	FNMA 30 YR POOL#9316		\$ 1,772	\$ 1,707	\$ 6
1,057 352	FGLMC 30 YR#Q02576		\$ 571	\$ 1,143	\$ 4
683 149	FNMA 30 YR#AU6902		\$ 729	\$ 737	\$ 2
TOTALS			\$ 2,416,420	\$ 2,410,842	\$ 4,784

Part II, line 13, investments - other

Quantity	Security	Symbol	Cost	Book Value (b) Market Value (c)	Accrued Income
37,667 089	ALLIANCEBERNSTEIN ALL MARKET R CLASS 1(1)	AMTOX	\$ 314,897	\$ 313,014	\$ -
226,591 737	OVERLAY A PORTFOLIO CLASS 2	SAOTX	\$ 2,842,713	\$ 2,812,003	\$ -
33,649 93	OVERLAY B PORTFOLIO CLASS 2	SBOTX	\$ 357,796	\$ 359,045	\$ -
TOTALS			\$ 3,515,406	\$ 3,484,062	\$ -

**THE RUTH AND HAL LAUNDERS
CHARITABLE TRUST
FEIN: 02-0703907
FORM 990PF YEAR ENDING
APRIL 30, 2017**

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

Part II, line 10b	Corporate Stock (including accrued income)		\$ 4,207,099	\$ 4,817,786	
Part II, line 10c	Corporate Bonds (including accrued interest)		\$ 2,421,204	\$ 2,415,826	
Part II, line 13	Other Investments		\$ 3,516,406	\$ 3,484,062	
Totals Part II, lines 10b, 10c & 13			\$ 10,143,709	\$ 10,517,474	Excludes cash equivalents

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

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

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

Part VII-A, line 11

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

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

07/18/2016	3Q 2016 Assessment - Parcel 1, Arrowbrook Centre	\$ 6,007.74
07/18/2016	3Q 2016 Assessment - Parcel 2, Arrowbrook Centre	\$ 32,056.53
07/18/2016	3Q 2016 Assessment - Parcel 3, Arrowbrook Centre	\$ 10,573.23
10/13/2016	3Q 2016 Assessment - Parcel 1, Arrowbrook Centre	\$ 6,007.74
10/13/2016	3Q 2016 Assessment - Parcel 2, Arrowbrook Centre	\$ 32,056.53
10/13/2016	3Q 2016 Assessment - Parcel 3, Arrowbrook Centre	\$ 10,573.23
01/24/2017	1Q 2017 Assessment - Parcel 2, Arrowbrook Centre	\$ 10,577.11
01/24/2017	1Q 2017 Assessment - Parcel 9, Arrowbrook Centre	\$ 1,429.60
04/25/2017	2Q 2017 Assessment - Parcel 2, Arrowbrook Centre	\$ 10,577.11
04/25/2017	2Q 2017 Assessment - Parcel 9, Arrowbrook Centre	\$ 1,429.60
Totals		\$ 121,288.42

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

a Name and Address	b Title & Average Hours Per Week	c Compensation	d Employee Benefit Plan,	e Expense Account
Jeffrey J. Fairfield 459 Herndon Parkway, Suite 14, Herndon, Virginia 20170	Managing Co-Trustee Secretary- Treasurer 6 hours	\$ 55,500	None	None
Jerome L. Lonnes 9801 Harmony Woods Way, Suite 118, Richmond, Virginia 23233	Co-Trustee Assistant Grant Administrator 3 hours	\$ 23,500	None	None

**THE RUTH AND HAL LAUNDERS
CHARITABLE TRUST
FEIN: 02-0703907
FORM 990PF YEAR ENDING
APRIL 30, 2017**

Rebecca F. Fehrs 4141 Henderson Road, Unit 16, Arlington, Virginia 22203	Co-Trustee 2 hours	\$	19,500	None	None
Eugene W. Maue 368 Gooseberry Road, Wakefield, Rhode Island 02879	Co-Trustee Grant Administrator 4 hours	\$	32,500	None	None
John H. Webb 5688 Santiago Circle, Boca Raton, Florida 33570	Co-Trustee 2 hours	\$	19,500	None	None
Catherine P. Whelan 530 Old Post Road # 3 Greenwich, Connecticut 06830	Co-Trustee Chairman of the Board 3 hours	\$	21,500	None	None
Total Compensation		\$	172,000		

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

All Other Assets	Value
a Undeveloped Land (See attached ruling)	\$ 906,247
b Accrued Interest	\$ 6,089
c Escrow Account	\$ 211,540
Total	\$ 1,123,876

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

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

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

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

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

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

b Accrued Interest on fixed-yield investment securities through April 30, 2017

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

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

FEIN: 02-0703907

Form 990PF Year Ending 4-30-17

Part XV, Line 3a

List of Grants Made

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

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

FEIN: 02-0703907

Form 990PF Year Ending 4-30-17

Part XV, Line 3a

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

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST
FEIN: 02-0703907
Form 990PF Year Ending 4-30-17
Part XV, Line 3a
List of Grants Made

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

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

FEIN: 02-0703907

Form 990PF Year Ending 4-30-17

Part XV, Line 3a

List of Grants Made

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

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST

FEIN: 02-0703907

Form 990PF Year Ending 4-30-17

Part XV, Line 3a

List of Grants Made

<i>Name and Address of Grantee</i>	<i>Amount</i>	<i>Purpose of Grant</i>	<i>Date Paid</i>	<i>Tax Status</i>
Positive Vibe Foundation 1207 Bridle Lane Richmond, VA 23229 www.positiveviberva.com	\$5,000	The grant will be used for general operations to further our exempt charitable purpose to train and hire people with disabilities.	17-Aug-2016	PC
Project Akilah 195 Plymouth Street Suite 2/4 Brooklyn, NY 11201 www.akilahinstitute.org	\$5,000	This grant will be used to support general operations during our 2017 fiscal year.	5-Dec-2016	PC
Rhode Island Public Radio One Union Station Providence, RI 02903 www.ripr.org	\$10,000	This grant will be used to create a digital public square that is trustworthy, comprehensive and features consistent journalism about our region that enlivens civic engagement.	5-Dec-2016	PC
St Joseph's Elementary School 750 Peachtree Street Herndon, VA 20170 www.sjcherndon.org/SJS	\$100,000	This grant is to be applied and used as follows: (1) \$70,000 to provide student tuition subsidies, (2) \$25,000 to defray payroll expenses incurred to hire an employee whose responsibilities includes development and implementation of an internal fundraising augmentation capacity, and (3) \$5,000 to underwrite the operating expenses of the Hal Launders Financial Literacy Program.	23-Sep-2016	PC
Shelter for the Homeless 137 Henry Street Suite 205 Stamford, CT 06902 www.wmga.com	\$2,500	This grant will be used by the high school students to buy the food that will be served as meals at Pacific House shelter	28-Nov-2016	PC
South County Health 100 Kenyon Avenue Wakefield, RI 02879 www.southcountyhealth.org	\$5,000	This grant will be used for the general operations to make healthcare possible for all who enter our facilities, regardless of their ability to pay.	7-Feb-2017	PC
The Community Tax Law Project 5206 Markel Road Suite 100-B Richmond, VA 23230 www.ctlp.org	\$5,000	The grant will be used for general operational support, with an emphasis on expanding the clinic's educational programs in the Greater Richmond, VA area. Plans are to more than double its educational and outreach efforts directed to low-income and ESL taxpayers and to service providers to these groups.	17-Aug-2016	PC
The Contemporary Theater Company 327 Main Street Wakefield, RI 02879 www.thecontemporarytheater.com	\$15,000	This grant will provide the final money for the down payment and will be used for legal fees, engineering, financing costs, title transfer and other costs associated with subdividing the land and closing on the purchase of the theater.	5-Dec-2016	PC
University of Richmond (Boatwright Society) 28 Westhampton Way Richmond, VA 23173 www.richmond.edu	\$2,500	This grant is designated specifically to the Boatwright Society Scholarship at the University of Richmond for educational purposes in support of academic scholarships	17-Aug-2016	PC

THE RUTH AND HAL LAUNDERS CHARITABLE TRUST**FEIN: 02-0703907****Form 990PF Year Ending 4-30-17****Part XV, Line 3a****List of Grants Made**

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