

Declaration of Trust
Pooled Income Fund "Omega"
Effective Date September 25, 2004

The Governing Instrument

The Presbyterian Church (U.S.A.) Foundation hereby declares that it holds, manages, and distributes all property in this pooled income fund and hereinafter transferred to and accepted by the Presbyterian Church (U.S.A.) Foundation as part of the pooled income fund IN TRUST as follows:

1. Name:

As of the Effective Date, the Trust shall be known as the **POOLED INCOME FUND OMEGA** of the **PRESBYTERIAN CHURCH (U.S.A.) FOUNDATION**, and is hereinafter sometimes referred to for convenience as the Fund.

2. Gift of Remainder Interest:

Each donor transferring property to the Fund shall contribute an irrevocable remainder interest in such property to or for the use of the Presbyterian Church (U.S.A.) or any governing body of the Presbyterian Church (U.S.A.).

3. Retention of Life Income Interest:

Each donor transferring property to the Fund shall retain for himself an income interest in the property transferred, or create an income interest in such property for the life of one or more named beneficiaries, each of whom must be living at the time of the transfer of the property to the Fund by the donor. In the event more than one beneficiary of the income interest is named, such beneficiaries may enjoy their shares of income concurrently, consecutively, or both concurrently and consecutively. Any governing body of the Presbyterian Church (U.S.A.) may be designated as one of the beneficiaries of all or part of the income interest. A donor may retain the power exercisable only by Will to revoke or terminate the income interest of any designated beneficiary other than the Presbyterian Church (U.S.A.) Foundation or any organization of the Presbyterian Church (U.S.A.). A donor need not retain or create a life interest in all the income from the property transferred to the Fund provided any income not payable to an income beneficiary under the terms of the instrument of transfer is contributed to, and within the taxable year in which it is received, is paid to any governing body of the Presbyterian Church (U.S.A.).

4. Co-mingling of Property:

The property transferred to the Fund by each donor must be commingled with, and invested or reinvested with, other property transferred to the Fund by other donors satisfying the requirements of this plan and provisions of § 642(c)(5) of the Internal Revenue Code of 1986 and any regulation promulgated thereunder as amended from time to time. The Fund shall not

include property transferred under arrangements other than those specified in these rules and satisfying the provisions of the Internal Revenue Code. All or any portion of the Fund may, however, be invested or reinvested jointly with other properties, not a part of this Fund, which are held by or for the use of the Presbyterian Church (U.S.A.) Foundation. When such joint investment or reinvestment occurs, detailed accounting records shall be maintained specifically identifying the portions of the Fund and the income earned by and attributable to such portions.

5. Investment Restrictions:

The property transferred to the Fund by any donor shall not include any securities, the income from which is exempt from tax under Subtitle A of the Internal Revenue Code of 1954, and the Fund shall not accept or invest in any such security as part of the Fund. The Fund shall not accept or invest in any depreciable or depletable assets.

6. Investment Objective:

The investment objectives of the Fund shall be established, and amended from time to time as deemed necessary, by the Investment Committee of the Foundation.

7. Control:

The Presbyterian Church (U.S.A.) Foundation shall always maintain the Fund or exercise control, directly or indirectly, over the Fund. The Presbyterian Church (U.S.A.) Foundation may designate a new Trustee or Trustees so long as it retains the power to remove the Trustee or Trustees and to designate a new Trustee or Trustees.

The Fund shall not have as a Trustee a donor to the Fund or a beneficiary (other than the Presbyterian Church (U.S.A.) Foundation) of an income interest in any property transferred to the Fund. No donor or beneficiary (other than the Presbyterian Church (U.S.A.) Foundation) shall have, directly or indirectly, general responsibilities with respect to the Fund which are ordinarily exercised by a Trustee.

8. Unit Plan:

The Fund shall be valued on the first day of each taxable year and on April 1, July 1 and on October 1, and may be valued on any other day in any taxable year including, but not limited to, any day on which a transfer is made by a donor to the Fund.

On each transfer of property by a donor to the Fund, there shall be assigned to the income interest retained or created in such property, a certain number of units of participation. When such transfer is made on a valuation date of the Fund, the number of units assigned shall be determined by dividing the fair market value of the property transferred by the fair market value of a unit in the Fund immediately before such transfer. The fair market value of a unit in the Fund immediately before the transfer shall be determined by dividing the fair market value of all property in the Fund at such time by the number of units then in the Fund. All units in the Fund shall always have equal value.

If a transfer of property to the Fund by a donor occurs on other than a valuation date, the number of units of participation assigned to the income interests in such property shall be determined by using the fair market value of the property in the Fund on the valuation date immediately preceding the date of transfer, with appropriate adjustment on the next succeeding valuation date. To calculate this adjustment, the difference between the value of a unit on the valuation date immediately preceding the date of transfer and the value of the unit on the next succeeding valuation date shall be divided by the number of days from the preceding valuation date to and including the next succeeding valuation date. This amount shall be multiplied by the number of days from the valuation date preceding the transfer to and including the date of the transfer, and the result shall be added to the fair market value of a unit on the preceding valuation date. In these calculations, the fair market value of a unit on the preceding or succeeding valuation dates shall be determined without regard to any property transferred to the Fund between such valuation dates or on succeeding valuation dates. The unit value thus determined shall be divided into the fair market value of the property on the date of its transfer to the Fund to obtain the number of units assigned to the income interest.

9. Distribution of Income:

The taxable year of the Fund shall be the calendar year. The amount of income payable to each beneficiary shall be determined by the rate of return earned by the Fund for such year with respect to this income interest. It shall be computed as provided below and distributed at least once in the taxable year in which the income is earned. Until the Presbyterian Church (U.S.A.) Foundation determines that payments shall be made more or less frequently or at other times, the Fund shall make income payments to the beneficiaries entitled thereto in four quarterly payments immediately following the quarterly valuations of the Fund. In any event, income will be distributed within 65 days after the close of the taxable year during which the income was earned.

The total amount of income distributable to the income interest on each valuation date (calculated on the accrual basis) shall be divided by the number of units in the Fund on the valuation date times the number of days each such unit participated in the Fund during the immediately preceding quarter. The rate of return per unit day thus determined shall be used to calculate the distribution for each income interest by multiplying the number of units held by the income interest by the number of days of participation during the quarter times the rate of return per unit day.

For the purposes of the Fund, the term "income" shall be defined as dividends and interest only, and, notwithstanding any state governing law, shall in no event pay a unitrust amount as an income payment. The term "income" shall further mean net income after payment of any expenses of administering the Fund.

10. Termination of Income Interest:

The income interest of any beneficiary of the Fund shall terminate with the last regular payment of income which was made before the death of the beneficiary. No proration of any income payment to the date of the beneficiary's death shall be required. Upon such termination, the trustee of the Fund shall sever from the Fund an amount equal to the value at such time of the remainder interest in the property upon which the income is based. The value of the remainder interest for this purpose shall be its value as of the valuation date next succeeding the termination of the income interest. The amount so severed from the Fund, including any accrued and unpaid income other than income due a beneficiary, shall be paid to or retained for the use of any governing body of the Presbyterian Church (U.S.A.) for the uses and purposes designated by the donor in the instrument whereby the gift is made.

11. Prohibited Activities:

The Presbyterian Church (U.S.A.) Foundation shall require the Fund's income for each taxable year to be distributed at such time and in such manner as not to subject it to tax under IRC Section 4942. It shall not engage in any acts of self-dealing (defined in Section 4941 (d) of the Internal Revenue Code of 1954 as amended) nor shall the Fund make any taxable expenditures (defined in Section 4945(d) of the said Code) or retain any excess business holdings (within the meaning of Section 4943 of the said Code).

12. Effect of Internal Revenue Code:

This trust is a pooled income fund as defined in Section 642(c)(5) of the Internal Revenue Code of 1954, as amended, and shall be maintained and operated in conformity with the Internal Revenue Code section and the Treasury Department regulations relating to a pooled income fund. The provisions of this trust, therefore, shall be interpreted in accordance with the regulations and rulings promulgated by the Internal Revenue Service with respect to such funds and contributions to them. Otherwise, this instrument shall be governed by the laws of the Commonwealth of Pennsylvania.

13. Amendment of Administration Plan:

The name of the Fund may be amended to conform to a change or changes made hereafter in the name of the Presbyterian Church (U.S.A.) Foundation, by action of the Board of Trustees of said corporation according to law.

14. Other Provisions

The Fund shall be subject to the Articles of Incorporation, Bylaws of the Foundation and this Administrative Plan, as amended from time to time, and subject to all Foundation resolutions and policies from time to time in effect.

Donors may give to the Foundation additional money or securities to be added to the Fund. All additions to the Fund must be acceptable to the Foundation, and in the minimum amounts then required by the Foundation. All additions to the Fund will be bound solely by the terms of this Administrative Plan.

The Foundation shall receive reasonable compensation for the administrative services performed with regard to the Fund. Any investment fees, custodial fees and other charges directly related to the Fund will be charged directly to the Fund separate from the Foundation's administrative fee.