PROFFERS

Mercantile Potomac Bank

PCA C-597-3

February 3, 2004

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950, as amended, subject to the Board of Supervisors approving a Proffered Condition Amendment for Tax Map 39-1 ((6)) 69A (pt.) (the "Property"), Mercantile Potomac Bank (the "Applicant") and owners, for themselves, their successors and assigns, hereby reaffirm the previous proffers applicable to the Property, which will remain in full force and effect, except as amended as follows:

Replace Existing Proffer 1A, in part, as it applies to the Property

1. Subject to the provisions of Section 18-204 of the Zoning Ordinance, the Property shall be developed in substantial conformance with the Generalized Development Plan ("GDP"), prepared by Bohler Engineering, consisting of six (6) pages dated December 23, 2003, and revised through September 13, 2004. The remainder of the property subject to PCA C-597-2 shall be subject to the plan proffered pursuant to that approval.

Addition to Existing Proffer II.D, as it applies to the Property

7. Distribution of Transit Literature and Promotion of Transit Use. Promotion of the TMP shall include prominently displaying and distributing information related to the availability of public transportation services, such as bus and rail services within the lobby. Transit literature/information shall include information related to Metrobus, Fairfax Connector, Metrorail and other transit options. These materials shall be provided to tenants for distribution to new employees.

8. Alternative Work Schedules. Tenants shall be encouraged to provide alternative work schedules including staggered work hour programs, flex-time and telework programs.

9. Enhanced Pedestrian Crossing between the Property and Adjacent Properties. Prior to issuance of the Non-RUP for the drive-in bank, the Applicant shall clearly delineate the pedestrian walkways on the Property in accordance with, and as shown on Site Plan #3162-SP-01.

Proffer In Addition To Proffers Approved Pursuant to PCA C-597-02.

1. Prior to the issuance of the Non-Residential Use Permit (Non-RUP) for the drive-in facility, the Applicant shall provide a contribution to the Fairfax County Department of Transportation for the Tysons Corner Traffic Modeling and Urban Design Analysis in the amount of six thousand dollars ($6,000.00).

2. The Applicant shall submit the architecture for the proposed canopy to the Planning Commission for administrative review and approval to determine if the design is compatible with the architecture of the existing building. This submission to the Planning Commission shall include photographs and other information regarding the architecture of the existing building.

[SIGNATURES BEGIN ON THE FOLLOWING PAGE]

APPLICANT/LESSEE OF TAX MAP 39-1 ((6)) 69A

MERCANTILE POTOMAC BANK

By: John T. Gilfrich
Its: Vice President

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER/LESSOR OF TAX MAP
39-1 ((6)) 69A

JBG/TYCON 3, L.L.C.
By: JBG/COMPANY MANAGER, L.L.C., ITS
Managing Member

By: Michael J. Glosserman
Its: Managing Member

[SIGNATURES END]