PROFFERS

LORTON TOWN CENTER COMMERCIAL LLC

PCA 1996-MV-037-07

January 7, 2005

Pursuant to Section 15.1-2203 (A), Code of Virginia, 1950, as amended, the undersigned Applicant and property owner, for themselves and for their successors and assigns (hereinafter "Applicant"), filed for a Proffer Condition Amendment for property identified as Tax Map 107-2 ((1)), 43A (hereinafter referred to as "Application Property"), hereby agree to the following proffers, which, except as modified herein, reaffirm the Proffers dated July 15, 2002 approved with PCA 1996-MV-037-06, RZ 2002-MV-018 and RZ 2002-MV-002, all of which are incorporated herein, provided that the "Board of Supervisors" (hereinafter referred to as "Board") approves PCA 1996-MV-037-07.

ADD TO 1. DEVELOPMENT PLAN:

b. Development of the Application Property (Parcel 43A) shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan (Sheets 1 through 12) (CDPA/FDPA), prepared by Bowman Consulting Group, Ltd., and last dated January 7, 2005, provided, however, that minor modifications may be permitted when necessitated by sound engineering or which may become necessary as determined by the Department of Public Works and Environmental Services (DPWES).

REVISE 2. PERMITTED USES TO READ:

a. The following additional uses shall be permitted in the applicable PDH-5, PDC, and PRM District portions of the Application Property, as shown on the CDP/FDP.

- PDH-5 District
  - Single-family detached, residential
  - Multi-family residential
  - Community recreation
  - Elderly housing
  - Medical care facility
- PDC District (Buildings B, C, D, E, F, G, and H)
  - Retail

- Personal service establishment
- Office
- Eating establishment
- Theater
- Financial institution
- Child care center and nursery school with a maximum enrollment of 230 students, as shown on the CDP/FDP
- Private school of general education/special education with a maximum enrollment of 230 students, as shown on the CDP/FDP
- Quick service food store
- Commercial recreation
- Hotel
- Fast food restaurant
- Church
- Health Club
- Medical clinic
- Veterinary clinic
- Post office
- Drive-thru pharmacy, as shown on the CDPA/FDPA
- Drive-In Bank, as shown on the CDPA/FDPA (Building F)

• PRM District (Building A)

- Multifamily residential

  One of the 251 multi-family units may be reserved for short term rentals as an executive suite within the PRM portion of the Application Property that is the subject of RZ 2002-MV-002 for use by guests of residents living in the multi-family building. In the event that such a suite is provided, it may be used for guests of residents living in the Lorton Station development subject to availability and any fees established by the management of the apartment building.

APPLICANT/TITLE OWNER:

LORTON TOWN CENTER COMMERCIAL L.L.C.
By: SOUTH STATION, L.L.C., its Manager/Member
By: KSI America, L.P., its Member
By: KSI Services/America, L.L.C., its General Partner
By: KSI Services, Inc., its Member

By: _____
Richard W. Hausler, President

[END SIGNATURES]