

PROFFER STATEMENT
March 23, 2004

RZ 2003-SU-057

CONTINENTAL-PACKAGING ASSOCIATES, L.P.
AND CAFFERTY-LAFAYETTE, L.C.

FAIRFAX COUNTY TAX MAP 33-2
DOUBLE CIRCLE 4, PARCELS 6 & 9

Pursuant to Section 15.2 - 2 303 (A) of the Code of Virginia 1950, as amended the property owners and Applicant in Re-Zoning Application RZ 2003-SU-057 for themselves and successors or assigns (hereinafter collectively referred to as the "Applicant") in this Re-Zoning application, proffer that the development of Tax Map 33-2, Double Circle 4, Parcels 6 and 9 under consideration and shown on the Generalized Development Plan prepared by BC Consultants dated July, 2003, as revised through March 15, 2004 shall be subject to the terms and conditions proffered herein. In the event this Re-Zoning Application is denied, these proffers shall be null and void and of no further force and effect.

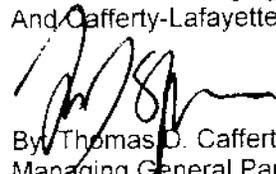
1. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance (Zoning Ordinance), the Application Property shall be developed in substantial conformance with the Generalized Development Plan prepared by BC Consultants dated July, 2003, as revised through March 15, 2004 (the "GDP"). Minor modifications may be permitted when necessitated by sound civil engineering practices or other minor modifications which may become necessary as part of the final engineering and Site Plan design in accordance with the Zoning Ordinance.
2. The uses set forth on attachment "A" shall not be permitted or permissible on Parcel 6 or 9. In Addition no crematory for human or animal remains shall be permitted or permissible on Parcel 6 or 9.
3. The Applicant agrees to construct the 40,000+/- square foot expansion on Parcel 9 in substantial conformance with the elevations prepared by Robert T. Hofmann & Associates, Inc. dated January 28, 2004. The building will be constructed with similar brick and reflective glass as exists in the current building on Parcel 6/4250 Pleasant Valley Road as demonstrated by photographic documentation which shall be provided to DPWES with the submittal for a Building Permit.
4. All new and replacement exterior lighting will be provided in conformance with Part 9, Article 14 of the Zoning Ordinance.
5. The Applicant agrees to fully screen any newly installed HVAC equipment. Said HVAC screening can be accomplished via increased height of the brick parapet wall, or mechanical screening devices affixed to the roof surface.
6. The Applicant agrees to extend the Fairfax County trail abutting Champs Run on the south portion of Parcel 9, as shown on the GDP, at such time the new building is constructed. The Applicant shall limit the disturbance in the Resource Protection Area (RPA) to that necessary for trail construction. There shall be no other disturbance in the RPA.
7. The Applicant agrees to provide additional landscaping, trees and under plants/shrubs as shown on the GDP, to buffer/screen the new building from the properties to the west in Loudoun County, to the satisfaction of the Urban Forester. If a modification of the barrier requirement along the western building line is granted by the Board of Supervisors, the applicant shall construct a brick screening wall, using similar brick course work as exists on the western wall of

the building, extending from the building wall to the north end of the parking lot and 40' to 50' south of the southern building wall, as depicted on the GDP.

8. All new signs shall be in conformance with Article 12 of the Zoning Ordinance.

9. The Applicant has designated for future transplanting two holly shrubs/trees and one magnolia tree situated in the northwestern corner of the existing building at 4250 Pleasant Valley Road – Parcel 6. These three plants/trees shall be shown on the Site Plan to be prepared for Parcel 9. The transplanted trees/shrubs shall be situated along the western buffer adjoining the Loudoun County border.

Continental Packaging Associates, L.P.
And Cafferty-Lafayette L.C.



By Thomas D. Cafferty, CRE, SIOR
Managing General Partner
and Managing Member

Date: March 23, 2004

ATTACHMENT "A"

- (a) Residential use of any type;
- (b) Trailer courts or recreation vehicle campgrounds;
- (c) Junk yards or recycling facilities;
- (d) Drilling for and removing oil, gas or other hydrocarbon substances;
- (e) Refining of petroleum or of its products;
- (f) Commercial petroleum storage yards;
- (g) Commercial excavation of building or construction materials; provided, that this prohibition shall not be construed to prohibit any excavation necessary in the course of approved, construction pursuant to Article III;
- (h) Distillation of bones;
- (i) Dumping, disposal, incineration or reduction of garbage, sewage, offal, dead animals or other refuse;
- (j) Fat rendering;
- (k) Stockyard or slaughter of animals;
- (l) Smelting of iron, tin, zinc or any other ore or ores;
- (m) Cemeteries;
- (n) Jail or honor farms;
- (o) Labor or migrant worker camps;
- (p) Truck terminals;
- (q) Automobile, go-cart, motorcycle or quarter-midget race tracks and other vehicle endurance or race tracks;
- (r) Moving and storage establishments;
- (s) Commercial service stations or gasoline stations;
- (t) Full service laundry and/or dry cleaning establishment;
- (u) Taxidermy;
- (v) Personal service establishments such as barber shops, beauty shops, opticians, photographers, tailors;

- (w) Mobile home and prefabricated home sales and rental;
- (x) Sales, repair or servicing of motor vehicles, construction equipment and farm equipment;
- (y) Clubs, lodges and/or community halls;
- (z) Sawmills
- (aa) Storage of school or recreational vehicles;
- (bb) Drive-in theatres;
- (cc) Asphalt or asphalt products manufacture;
- (dd) Automobile, truck, construction equipment or farm equipment assembly plants;
- (ee) Coal storage;
- (ff) Concrete batching;
- (gg) Concrete products manufacture;
- (hh) Excelsior manufacture;
- (ii) Packing or processing of fish products, fruit or vegetables;
- (jj) Foundries;
- (kk) Glass manufacture;
- (ll) Grain storage, milling or processing;
- (mm) Kennels, commercial and non-commercial;
- (nn) Heavy machinery manufacture or repair;
- (oo) Manufacturing of metal alloys or foils;
- (pp) Railroad equipment manufacture and repair;
- (qq) Natural or synthetic rubber processing or manufacture;
- (rr) Soap or detergent manufacture;
- (ss) Stone or stone products manufacture; and
- (tt) Topsoil storage for commercial purposes.