

FIFTY WEST CORPORATE CENTER  
CDPA/FDPA 84-C-060-2  
PCA 84-C-060

Tax Map Parcels 46-3 ((17)) - Parcels 3, 4 and 5.

PROFFER STATEMENT

Dated: 05/04/98

Pursuant to Section 15.2-2303(a) of the Code of Virginia (1950, as amended) and Section 18-203 of the Zoning Ordinance of Fairfax County, the property owner and the applicant, for itself and its successors or assigns, (hereinafter collectively referred to as the "Applicant") proffer that the development of the parcels under consideration in the referenced Conceptual Development Plan Amendment/Final Development Plan Amendment and Proffered Condition Amendment (hereinafter collectively referred to as the "Property"), will be in accordance with the following terms and conditions if, and only if, Conceptual Development Plan Amendment/Final Development Plan Amendment 84-C-060-2 and Proffered Condition Amendment 84-C-060 are granted. In the event that said Conceptual Development Plan Amendment/Final Development Plan Amendment and Proffered Condition Amendment request are denied these proffers shall immediately be null and void and of no further force and effect.

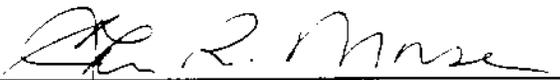
The Applicant reaffirms the proffers originally approved as part of RZ 86-C-067, dated 4/24/87, and FDPA 84-C-060-1, with the Drive In Bank – Parcel 3; Office Building – Parcel 4; and, SWM/BMP Pond – Parcel 5 now to be known as Alternate Development Plan A, and in addition proposes as an alternate option the All Suite Hotel – Parcel 3; Park/Public Use – Parcel 4; and, SWM/BMP Pond – Parcel 5 to be known as Alternate Development Plan B:

1. If Alternate Development Plan B is chosen, Property will be developed in substantial conformance with the submitted CDPA/FDPA plan consisting of 9 pages dated

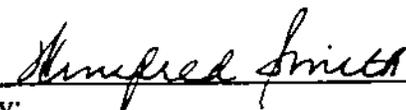
MARCH 23, 1998, prepared by Huntley, Nyce & Associates, Ltd. Provided, however, that minor modifications shall be permitted, when necessitated by sound engineering practices or which may become necessary as part of final site engineering design, as long as such modifications are in accordance with the Zoning Ordinance.

2. Applicant shall choose between Alternate Development Plan A or B at the time of site plan submission. Should Applicant later decide to change its choice of Alternative Development Plans, Applicant shall be required to submit a new site plan and to start the site plan approval process again.
3. If Alternate Development Plan B is chosen, Applicant shall donate Parcel 4 to the Fairfax County Park Authority, in fee simple, for future development as a Park, Quasi-Public or other Public Use. Applicant shall make such donation prior to the issuance of the building permit for the hotel.

Fair Oaks Sierra Associates, L. P.  
Applicant/Contract Purchaser Parcels 3, 4, and 5

  
By: John R. Morse, Esq.

Third Fair Ridge Associates Limited Partnership  
Title Owner Parcels 3, 4 and 5, Fifty Corporate West Center  
By: ReliaStar Investment Research, Inc.  
Its: General Partner

  
By: \_\_\_\_\_  
Its: Senior Vice President

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05/04/98