

WOODLAND PARK

PCA 77-C-098-3

PROFFERS

March 11, 1998

Pursuant to Section 15.2303(a) Code of Virginia, 1950 as amended, subject to the Board of Supervisors approving the Proffered Condition Amendment Application 77-C-098-3, companion Rezoning Application 1997-HM-054, Proffered Condition Amendment Application 80-C-028-4, and Proffered Condition Amendment Application 83-C-031-1, Applicant and property owners for themselves, their successors and assigns hereby reaffirms the previously approved proffers in RZ 77-C-098-1 dated January 28, 1981 and in PCA 77-C-098-2 dated June 15, 1995, which shall remain in full force and effect.

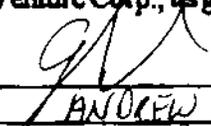
APPLICANT/TITLE OWNER OF TAX MAP
16-3 ((1)) 29C and 29D, 16-3 ((11)) pt. 6
TST WOODLAND L.L.C.

By: Tishman Speyer/Travelers Real Estate Venture, L.P., its
Managing Member

By: Tishman Speyer/Travelers Associates, its general
partner

By: TSCE Real Estate Venture, L.P., a general
partner

By: TSCE Venture Corp., its general partner

By: 
Name: ANDREW NATHAN
Title: VICE-PRESIDENT

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 16-3 ((1)) 29A
NATIONAL RURAL UTILITIES
COOPERATIVE FINANCE CORPORATION



By: Sheldon C. Petersen
Chief Executive Office