

**PROFFER STATEMENT
COMMERCE BANK, N.A.
PCA 2005-MV-018
July 21, 2005**

Pursuant to Section 15.2-2303(A), Code of Virginia, 1950, as amended, subject to the Board of Supervisors approving a Proffered Condition Amendment (PCA) and Special Exception application SE 2005-MV-018 for Parcel Identification Number 93-1-((01)) Lot 25, containing 1.65 acres ("the Application Property"), and to Section 18.18-204 of the Fairfax County Zoning Ordinance, Rambler Motel, LC, hereinafter referred to as the "Title Owner", for itself and its successors and assigns Proffers the following:

#1: Title Owner, for itself and its successors and assigns, hereby proffers that the area consisting of approximately 0.51 acres of the Application Property, which is currently zoned R-4, shall remain undisturbed, except to construct a retaining wall and the minimum amount of clearing necessary as determined by DPWES, for the installation of a sanitary sewer as shown on the GDP/SE plat. The existing wooded area shall serve as a natural buffer between the proposed commercial use on the C-8-zoned portion of the property and the residential properties to the East of the Application Property.

#2: The site shall be developed in substantial conformance with the Commerce Bank "GDP/SE" dated November 24, 2004, and revised through July 8, 2005, prepared by Bohler Engineering, PC containing 7 sheets and submitted by the Applicant.

#3: The applicant shall conform strictly to the limits of clearing and grading as shown on the GDP/SE Plat subject to the installation of a retaining wall and utilities as determined necessary by the Director of DPWES. If it is determined necessary to install the retaining wall or utilities outside of the limits of clearing and grading as shown on the GDP/SE Plat, they shall be located in the least disruptive manner necessary as determined by Urban Forest Management, DPWES. A replanting plan shall be developed and implemented, subject to approval by Urban Forest Management, DPWES, for any areas outside the limits of clearing and grading that must be disturbed.

#4: The applicant shall close the existing access point at the northwest corner of the site when signalized shared access is established at the Richmond Highway and Southgate Drive intersection.

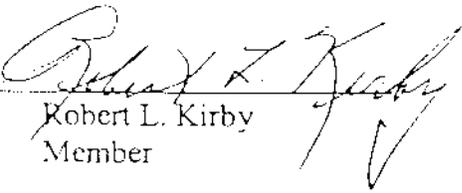
#5: The applicant shall construct the fourth lane along the east side of Richmond Highway as is shown on the GDP/SE dated November 24, 2004, and revised through July 8, 2005, or at the time of final site plan approval, if approved by DOT, applicant shall escrow funds necessary to construct the fourth lane as determined by DPWES.

This Agreement may be executed in Counterparts, which, when taken together, shall constitute one agreement.

[SIGNATURES APPEAR ON THE FOLLOWING PAGES]

Title Owner:

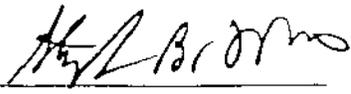
Rambler Motel, LC

By: 
Robert L. Kirby
Member

[SIGNATURES CONTINUE ON THE FOLLOWING PAGES]

Applicant:

Commerce Bank, N.A.

By: 

Stephen B. Talbott
Officer

[SIGNATURES CONTINUE ON THE FOLLOWING PAGE]

Contract Purchaser:

Archon Acquisitions, L.L.C.

By: 

David Paul

Vice President/Assistant Secretary