

PROFFERS

PCA 93-Y-002-02

November 28, 2007

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Van L.L.C. (hereinafter referred to as the "Applicant"), for itself, the owner, and its successors and assigns in PCA 93-Y-002-02, filed for property identified as Tax Map 54-4 ((5)) 1A (hereinafter referred to as "Application Property"), hereby proffers the following, provided that the Board of Supervisors approves a proffered condition amendment. Previously approved proffers dated February 24, 1997 associated with PCA 93-Y-002 shall remain in full force and effect except for proffers 1, 2, and 10 as amended below.

DEVELOPMENT PLAN

1. Subject to the provisions of Section 18-204 of the Fairfax County Zoning Ordinance ("Zoning Ordinance"), the Application Property shall be developed in conformance with the generalized development plan/special exception plat ("GDP/SE Plat") prepared by McIlvried, DiDiano & Mox, LLC, dated July 25, 2007 and revised through October 31, 2007, as further modified by these proffered conditions.
2. The Applicant reserves the right to make minor modifications to layout at time of site plan submission based on final engineering design.

ENVIRONMENTAL

10. The Applicant shall provide landscaping as generally shown on the GDP/SE Plat. Plant material shall be provided based on availability and suitability, and determined by the Applicant and approved by the Urban Forester.

[SIGNATURES BEGIN ON THE NEXT PAGE]

APPLICANT / AGENT FOR TITLE OWNER / FRANCHISEE

VAN L.L.C.

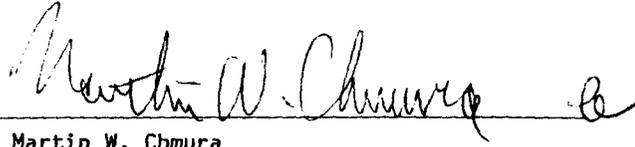
A handwritten signature in black ink, appearing to read 'James R. Van Valkenburg', written over a horizontal line.

By: James R. Van Valkenburg
Its: Managing Director

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER OF TAX MAP 54-4 ((5)) 1A

MCDONALD'S CORPORATION

A handwritten signature in cursive script, appearing to read "Martin W. Chmura", is written over a horizontal line. To the right of the signature is a small, stylized flourish or mark.

By: Martin W. Chmura

Its: Corporate Assistant Secretary

[SIGNATURES END]