

PROFFERS
DSF/Long Metro II, LLC and DSF/Long Metro III, LLC

PCA 2007-PR-001

December 3, 2009

Pursuant to Section 15.2-2303(A) of the Code of Virginia (1950, as amended) and Section 18-204 of the Zoning Ordinance of Fairfax County (1978, as amended), the property owners and applicants, for themselves and their successors and/or assigns (hereinafter collectively referred to as the "Applicants"), hereby proffer that the development of the parcels under consideration and shown on the Fairfax County tax maps as Tax Map 49-1 ((16)) 14, 15, 16 and 49-2 ((1)) 18 and 19 (hereinafter referred to as the "Phase B Property") shall be in accordance with the existing proffers accepted pursuant to RZ 2007-PR-001 dated October 12, 2007 except as amended below.

Previous Proffer B-44 is replaced as follows:

- B-44. Public Water. Water service to the Phase B Property may be provided by the Fairfax County Water Authority (FCWA) or the City of Falls Church, as determined in the sole discretion of the Applicant at the time of final engineering.

[SIGNATURES BEGIN ON THE NEXT PAGE]

CO-APPLICANT/GROUND LESSEE OF TAX MAP
49-1 ((16)) 14, 15, 16

DSF/LONG METRO II, LLC

By: DSF/Dunn Loring II, LLC, its Managing Member



By: Thomas W. Mazza
Its: Authorized Officer

[SIGNATURES CONTINUE ON NEXT PAGE]

CO-APPLICANT/TITLE OWNER OF TAX MAP
49-2 ((1)) 18 AND 19

DSF/LONG METRO III LLC

By: DSF/DUNN LORING III LLC, its Managing Member

By: DSF Capital Partners III, L.P., its Managing Member

By: DSF Capital Partners III, GP LLC, its General Partner



By: Thomas W. Mazza
Its: Authorized Officer

[SIGNATURES CONTINUE ON NEXT PAGE]

TITLE OWNER/GROUND LESSOR OF TAX MAP
49-1 ((16)) 14, 15, 16

MERRILEE BUSINESS CENTER I, L.P.

A handwritten signature in cursive script, reading "Martha E. McCue Sherlin". The signature is written in black ink and is positioned above a horizontal line.

By: Martha E. McCue Sherlin
Its: General Partner

[SIGNATURES END]