

REZONING AFFIDAVIT

DATE: NOV 13 2009
(enter date affidavit is notarized)

I, Lori R. Greenlief, Land Use Planner, do hereby state that I am an
(enter name of applicant or authorized agent)

(check one) [] applicant
[✓] applicant's authorized agent listed in Par. 1(a) below

106729

in Application No.(s): FDPA 2003-MU-037-2
(enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES of the land described in the application,* and, if any of the foregoing is a TRUSTEE,** each BENEFICIARY of such trust, and all ATTORNEYS and REAL ESTATE BROKERS, and all AGENTS who have acted on behalf of any of the foregoing with respect to the application:

(NOTE: All relationships to the application listed above in BOLD print must be disclosed. Multiple relationships may be listed together, e.g., Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Rows include Lorton Arts Foundation, Fairfax County Board of Supervisors, and Walter L. Phillips, Inc.

(check if applicable) [✓] There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)

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for Application No. (s): _____
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(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
McGuireWoods LLP Agents: Scott E. Adams Carson Lee Fifer, Jr. Joanna C. Frizzell David R. Gill Jonathan P. Rak Gregory A. Riegle Mark M. Viani Kenneth W. Wire Lisa M. Chiblow Lori R. Greenlief Sheri L. Hoy	1750 Tysons Boulevard, Suite 1800 McLean, VA 22102	Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent

check if applicable

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

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1(b). The following constitutes a listing*** of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include **SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS** herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Lorton Arts Foundation, Inc.
9601 Ox Road
Lorton, VA 22079

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

a non-profit corporation

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer,** etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(b)

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Walter L. Phillips, Inc.
207 Park Avenue
Falls Church, VA 22046

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Jeffrey J. Stuchel
Brian G. Baillargeon

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
- There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

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1(c). The following constitutes a listing*** of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)
McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

Equity Partners of McGuireWoods LLP

- | | | |
|-------------------------|-----------------------|-----------------------|
| Alphonso, Gordon R. | Beil, Marshall H. | Buchan, Jonathan E. |
| Anderson, Arthur E., II | Belcher, Dennis I. | Busch, Stephen D. |
| Anderson, Mark E. | Bell, Craig D. | Cabaniss, Thomas E. |
| Andre-Dumont, Hubert | Beresford, Richard A. | Cacheris, Kimberly Q. |
| Bagley, Terrence M. | Bilik, R. Eric | Cairns, Scott S. |
| Barger, Brian D. | Blank, Jonathan T. | Capwell, Jeffrey R. |
| Barnum, John W. | Boland, J. William | Cason, Alan C. |
| Barr, John S. | Brenner, Irving M. | Chaffin, Rebecca S. |
| Becker, Scott L. | Brooks, Edwin E. | Cobb, John H. |
| Becket, Thomas L. | Brown, Thomas C., Jr. | Cogbill, John V., III |

(check if applicable) There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(c)

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PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., **General Partner, Limited Partner, or General and Limited Partner**)

Covington, Peter J.
Cramer, Robert W.
Cromwell, Richard J.
Culbertson, Craig R.
Cullen, Richard (nmi)
de Cannart d'Hamale, Emmanuel
De Ridder, Patrick A.
Dickerman, Dorothea W.
DiMattia, Michael J.
Dooley, Kathleen H.
Dorman, Keith A.
Downing, Scott P.
Edwards, Elizabeth F.
Ey, Douglas W., Jr.
Feller, Howard (nmi)
Fennebresque, John C.
Foley, Douglas M.
Fox, Charles D., IV
France, Bonnie M.
Freedlander, Mark E.
Fuhr, Joy C.
Getchell, E. Duncan, Jr.
Gibson, Donald J., Jr.
Glassman, Margaret M.
Glickson, Scott L.
Gold, Stephen (nmi)
Goldstein, Philip (nmi)

Grant, Richard S.
Greenberg, Richard T.
Grieb, John T.
Harmon, Jonathan P.
Harmon, T. Craig
Harmon, Yvette (nmi)
Hartsell, David L.
Hayden, Patrick L.
Hayes, Dion W.
Heberton, George H.
Horne, Patrick T.
Hosmer, Patricia F.
Hutson, Benne Cole
Isaf, Fred T.
Jackson, J. Brian
Jarashow, Richard L.
Johnston, Barbara Christie
Kanazawa, Sidney (nmi)
Katsantonis, Joanne (nmi)
Keenan, Mark L.
Kennedy, Wade M.
King, Donald E.
King, Sally Doubet
Kittrell, Steven D.
Kratz, Timothy H.
Krueger, Kurt J.
Kutrow, Bradley R.

La Fratta, Mark J.
Lias-Booker, Ava E.
Lieberman, Richard E.
Little, Nancy R.
Long, William M.
Manning, Amy B.
Marianes, William B.
Marks, Robert G.
Marshall, Gary S.
Marshall, Harrison L., Jr.
Marsico, Leonard J.
Martin, Cecil E., III
Martin, George Keith
Martinez, Peter W.
Mason, Richard J.
Mathews, Eugene E., III
Mayberry, William C.
McCallum, Steven C.
McDonald, John G.
McElligott, James P.
McElroy, Robert G.
McFarland, Robert W.
McIntyre, Charles Wm.
McLean, J. Dickson
McRill, Emery B.
Muckenfuss, Robert A.
Muir, Arthur B.

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

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PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
McLean, VA 22102

(check if applicable) The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Murphy, Sean F.
Nesbit, Christopher S.
Nunn, Daniel B., Jr.
O'Grady, Clive R. G.
O'Grady, John B.
O'Hare, James P.
Oakey, David N.
Oostdyk, Scott C.
Padgett, John D.
Pankey, David H.
Parker, Brian K.
Phears, H.W.
Plotkin, Robert S.
Potts, William F., Jr.
Pryor, Robert H.
Pusateri, David P.
Rak, Jonathan P.
Rakison, Robert B.
Reid, Joseph K., III
Richardson, David L.
Riegler, Gregory A.
Rifken, Lawrence E.
Riley, James B., Jr.
Riopelle, Brian C.

Roberts, Manley W.
Robinson, Stephen W.
Rogers, Marvin L.
Rohman, Thomas P.
Rosen, Gregg M.
Rust, Dana L.
Satterwhite, Rodney A.
Scheurer, P. Christian
Schewel, Michael J.
Schill, Gilbert E., Jr.
Schmidt, Gordon W.
Sellers, Jane Whitt
Shelley, Patrick M.
Simmons, L. D., II
Simmons, Robert W.
Skinner, Halcyon E.
Slone, Daniel K.
Spahn, Thomas E.
Spitz, Joel H.
Stallings, Thomas J.
Steen, Bruce M.
Stein, Marta A.
Stone, Jacquelyn E.
Swan, David I.

Tackley, Michael O.
Tarry, Samuel L., Jr.
Thornhill, James A.
Tirone, Joseph G.
Van der Mersch, Xavier G.
Vaughn, Scott P.
Vick, Howard C., Jr.
Viola, Richard W.
Wade, H. Landis, Jr.
Walker, John Tracy, IV
Walsh, James H.
Watts, Stephen H., II
Werlin, Leslie M.
Westwood, Scott E.
Whelpley, David B., Jr.
White, H. Ramsey, III
White, Walter H., Jr.
Williams, Steven R.
Wilson, Ernest G.
Wilson, James M.
Wren, Elizabeth G.
Young, Kevin J.
Younger, W. Carter

(check if applicable) There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

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1(d). One of the following boxes **must** be checked:

In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)

NONE

(check if applicable) There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

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3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)

NONE

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

Lori R. Greenlief
 Applicant

Applicant's Authorized Agent

Lori R. Greenlief, Land Use Planner

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 13th day of November 2009, in the State/Comm. of Virginia, County/City of Fairfax.

Grace E. Chae
Notary Public

My commission expires: 5/31/2012

