

PROFFERED CONDITIONS

Burke Centre Shopping Center

PCA 1998-BR-073 / PCA 75-8-036-2

September 25, 2007

Revised October 11, 2007

Revised January 2, 2008

Revised March 7, 2008

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the property owner/applicant for itself and its successors and/or assigns (hereinafter referred to as the "Applicant") in the above-referenced applications proffer that the development of the parcels under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference Nos. 77-1-((1))-63 and 64 (hereinafter referred to as the "Property") will be in accordance with the following proffered conditions (the "Proffered Conditions") subject to the approval of the above-referenced proffer condition amendment and development plan amendment. The Applicant, for itself, its successors and assigns, agree that these Proffered Conditions, if accepted, shall be binding on the future development of the Property unless modified, waived or rescinded in the future by the Board of Supervisors of Fairfax County, Virginia, in accordance with applicable County and State statutory procedures. The proffers accepted with RZ 75-8-036 dated December 6, 1976, as amended, remain in full force and effect for the Property. These Proffered Conditions, if accepted, supersede the proffers accepted with RZ 1998-BR-073 dated February 4, 1999, and are as follows:

1. The development of the Property shall be in substantial conformance with the plat entitled, "Burke Centre Shopping Center Development Plan Amendment/Proffer Condition Amendment Plan/PRC Plan," (hereinafter referred to as the DPA/PCA/PRC Plan") prepared by Bohler Engineering, P.C., dated February 26, 2007, and revised through August 29, 2007.
2. Regardless of the list of uses shown on the DPA/PCA/PRC Plan, no amusement arcades, funeral chapels, or adult video/book stores will be permitted on the subject Property.
3. Regardless of the list of uses shown on the DPA/PCA/PRC Plan, no automobile oriented uses, car washes, service stations, service stations/mini-marts, billiard or pool halls, commercial swimming pools, tennis courts, or similar courts, miniature golf courses, skating facilities, dwellings, light public utility uses (unless approved by a special exception), taxi stands, or vehicle light service establishments will be permitted in the location of the drive-in bank pad site located in the southeast corner of Parcel 63.

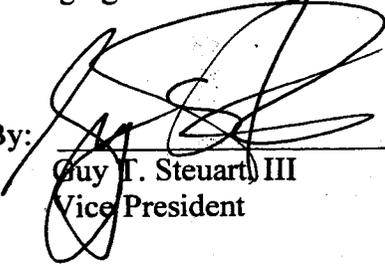
4. The drive-in bank pad site located in the southeast corner of Parcel 63 shall be limited to a maximum of 5,000 gross square feet of floor area.
5. Any future modification to these proffers or the DPA/PCA/PRC Plan which affects only Parcel 63 or Parcel 64, individually, may be approved by the Board of Supervisors upon application for a proffered condition amendment or development plan amendment by the property owner for the individual parcel.

[SIGNATURE PAGE ATTACHED]

STEUART-BURKE CENTRE SHOPPING CENTER, L.L.C.
Title Owner of Tax Map Nos. 77-1-((1))-63 & 64

By: STEUART-BURKE MANAGEMENT COMPANY, its
Managing Member

By:



Guy T. Stuart, III
Vice President