

REZONING AFFIDAVIT

DATE: April 30, 2010
(enter date affidavit is notarized)

I, Shane M. Murphy, 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 **104353d**

in Application No.(s): PCA C-448-33
(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.)

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)
Kingstowne Residential Owners Corporation Agents: Kathleen Horgan Snyder, Pres. Hilary Louis Goodman, VP of Operations (former) Cynthia Jacobs Carter, VP of Public Relations James Alan Trinka, Secretary/Treasurer (former) Gary Carl Ezard, Director Ronda Sue DeSplinter, Executive Director Tim (nmi) Nank, Director Jennifer (nmi) Guy, Director	6090 Kingstowne Village Parkway Alexandria, VA 22315	Applicant/Owner Tax Maps 81-4((38))74; 91-2((1))29B; 91-3((1))64B; 91-3((11))7; 91-3((11))9; 91-4((1))1H

(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)

DATE: April 30, 2010
 (enter date affidavit is notarized)

104353d

for Application No. (s): PCA C-448-33
 (enter County-assigned application number (s))

(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)
Kingstowne Residential Owners Corporation (continued) Agents: Michael John Houlihan, Trustee (former) Jeanne Louise McCarroll, Secretary/Treasurer Lee (nmi) Meeks, VP - Bd Oper.	6090 Kingstowne Village Parkway Alexandria, VA 22315	Applicant/Owner Tax Maps 81-4((38))74; 91-2((1))29B; 91-3((1))64B; 91-3((1))7; 91-3((1))9; 91-4((1))1H
Kingstowne Owner LLC Agents: Robert (nmi) Rosania (former) Matthew (nmi) Lembo (former) Kenneth M. Sklar (former) Andrea (nmi) Balkan Theresa A. Hoyt Paul (nmi) Sisson Justin (nmi) Monge John Y. Lee	156 William Street New York, NY 10038	Applicant/Owner Tax Map 91-3((1))63D
BC Consultants, Inc. Agents: Paul K. Brazier Dennis D. Dixon Peter L. Rinek James H. Scanlon	12600 Fair Lakes Circle Suite 100 Fairfax, VA 22033	Engineer/Agent
Cooley Godward Kronish LLP Agent: Antonio J. Calabrese, Esq. Mark C. Looney, Esq. Colleen P. Gillis Snow, Esq. Jill S. Parks, Esq. Brian J. Winterhalter, Esq. Shane M. Murphy, Esq. John P. Custis, Esq. Jeffrey A. Nein, AICP, Planner Ben I. Wales, Planner Molly M. Novotny, Planner	One Freedom Square Reston Town Center 11951 Freedom Drive Reston, VA 20190	Attorney/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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for Application No. (s): PCA C-448-33
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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)

Kingstowne Residential Owners Corporation
6090 Kingstowne Village Parkway
Alexandria, VA 22315

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.
[X] 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)

Virginia nonstock corporation; no stock is issued. Members are the 5,400 homeowners of Kingstowne.

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

Kathleen Horgan Snyder, President Gary Carl Ezard, Director Lee (nmi) Meeks, VP of Bd. Oper.
Hilary Louis Goodman, Vice Pres. of Oper. (former) Michael John Houlihan, Trustee (former) Tim (nmi) Nank, Director
Cynthia Jacobs Carter, Vice Pres. of Public Rel. Jeanne Louise McCarroll, Sec./Treas. Jennifer (nmi) Guy, Director
James Alan Trinka, (former) Ronda Sue DeSplinter, Exec. Dir.

(check if applicable) [X] 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)

DATE: April 30, 2010
(enter date affidavit is notarized)

104353d

for Application No. (s): PCA C-448-33
(enter County-assigned application number (s)) .

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

Kingstowne Owner LLC
156 William Street
New York, NY 10038

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)

Kingstowne Mezz I LLC

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NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

Kingstowne Mezz I LLC, Managing Member	Paul (nmi) Sisson, Authorized Representative
Andrea (nmi) Balkan, Authorized Representative	Justin (nmi) Monge, Authorized Representative
Theresa A. Hoyt, Authorized Representative	John Y. Lee, Authorized Representative

=====

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

Kingstowne Mezz I LLC
156 William Street
New York, NY 10038

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)

BREF Stellar, LLC

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NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

BREF Stellar, LLC, Managing Member	Paul (nmi) Sisson, Authorized Representative
Andrea (nmi) Balkan, Authorized Representative	Justin (nmi) Monge, Authorized Representative
Theresa A. Hoyt, Authorized Representative	John Y. Lee, Authorized Representative

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

Rezoning Attachment to Par. 1(b)

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

BREF Stellar, LLC
Three World Financial Center
200 Vesey Street, 11th Floor
New York, NY

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)

Brookfield Financial, LLC Series B

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

Brookfield Financial, LLC Series B, Managing Member	Paul (nmi) Sisson, Authorized Representative
Andrea (nmi) Balkan, Authorized Representative	Justin (nmi) Monge, Authorized Representative
Theresa A. Hoyt, Authorized Representative	John Y. Lee, Authorized Representative

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

Brookfield Financial, LLC Series B
Three World Financial Center, 200 Vesey Street, 11th Floor
New York, NY 10281

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)

BREF TWO REIT, INC.

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

Brookfield Real Estate Financial Partners LLC, Mng.	Justin (nmi) Monge, Vice Pres.	Craig (nmi) Laurie, Secretary
Andrea (nmi) Balkan, Vice Pres.	William (nmi) Powell, Vice Pres.	Lenis (nmi) Quan, Controller
Theresa A. Hoyt, Vice Pres.	Barry (nmi) Blattman, Managing Partner	
Paul (nmi) Sisson, Vice Pres.	Mark (nmi) Brown, President	

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

BREF TWO REIT, INC.
Three World Financial Center
200 Vesey Street, 11th Floor
New York, NY

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)

BREF TWO REIT II, INC.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

John (nmi) Stinebaugh, Director	Barry (nmi) Blattman, Dir. & Auth Rep.	Theresa A. Hoyt, Authorized Rep.
Craig (nmi) Laurie, Director	Andrea (nmi) Balkan, Authorized Rep.	Justin (nmi) Monge, Authorized Rep.
William (nmi) Powell, Authorized Rep.		

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

BREF TWO REIT II, INC.
Three World Financial Center, 200 Vesey Street, 11th Floor
New York, NY 10281

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)

BREF TWO REIT III, INC.

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

John (nmi) Stinebaugh, Director	Barry (nmi) Blattman, Dir. & Auth Rep.	Theresa A. Hoyt, Authorized Rep.
Craig (nmi) Laurie, Director	Andrea (nmi) Balkan, Authorized Rep.	Justin (nmi) Monge, Authorized Rep.
William (nmi) Powell, Authorized Rep.		

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

BREF TWO REIT III, INC.
Three World Financial Center
200 Vesey Street, 11th Floor
New York, NY

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)

BREF TWO, LLC

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NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

John (nmi) Stinebaugh, Director	Barry (nmi) Blattman, Dir. & Auth Rep.	Theresa A. Hoyt, Authorized Rep.
Craig (nmi) Laurie, Director	Andrea (nmi) Balkan, Authorized Rep.	Justin (nmi) Monge, Authorized Rep.
William (nmi) Powell, Authorized Rep.		

=====

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

BREF TWO, LLC
Three World Financial Center, 200 Vesey Street, 11th Floor
New York, NY 10281

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)

Andrea (nmi) Balkan	Rocky Bay Investments Ltd	BAM SUBSCRIBER LLC
William (nmi) Powell	CPPIB US SREI Inc.	
BREF MEZZ II PTE LTD	UNITE HERE NATIONAL RETIREMENT FUND	

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

Justin (nmi) Monge, Vice Pres.	William (nmi) Powell, Vice Pres.
Andrea (nmi) Balkan, Vice Pres.	
Theresa A. Hoyt, Vice Pres.	
Paul (nmi) Sisson, Vice Pres.	

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

Rezoning Attachment to Par. 1(b)

DATE: April 30, 2010
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104 9539

for Application No. (s): PCA C-448-33
(enter County-assigned application number (s))

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

BAM SUBSCRIBER LLC
Three World Financial Center
200 Vesey Street, 11th Floor
New York, NY 10281

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)

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.

President, Vice-President, Secretary, Treasurer, etc.)

Bruce (nmi) Flatt, Sen. Man. Part./CEO	Harry (nmi) Goldgut, Sen. Man. Part./Chairman	Brian (nmi) Lawson, Sen. Man. Part./CFO
Barry (nmi) Blattman, Sen. Man. Part.	Jeff (nmi) Blidner, Sen. Man. Part.	Richard (nmi) Clark, Sen. Man. Part.
Steven J. Douglas, Sen. Man. Part.	Joe (nmi) Freedman, Sen. Man. Part./Counsel	Richard (nmi) Legault, Sen. Man. Part.

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

BAM SUBSCRIBER LLC (continued)
Three World Financial Center
200 Vesey Street, 11th Floor

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.)

Cyrus (nmi) Madon, Sen. Man. Part.	George (nmi) Myhal, Sen. Man. Part.	Luiz Ildefonso Simoes Lopes, Sen. Man. Part.
Sam (nmi) Pollock, Sen. Man. Part.	Denis (nmi) Couture, Sen. Vice Pres.	Catherine (nmi) Johnston, Corporate Sec. & Leg. Counsel
Lori (nmi) Pearson, Sen. Vice Pres.	Katherine (nmi) Vyse, Sen. Vice Pres.	Leo van den Thillart, Managing Partner

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

Rezoning Attachment to Par. 1(b)

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104353d

for Application No. (s): PCA C-448-33
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
CPPIB US SREI Inc. (Canadian Pension Plan Investment Board)
One Queen Street East, Suite 2600
Toronto, Canada M5C 2W5

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)

=====

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

Robert M. Astley, Chair	Pierre (nmi) Choquette	Peter K. Hendrick	Elaine (nmi) McKinnon
Ian A. Bourne	Germaine (nmi) Gibara	Nancy (nmi) Hopkins	Ronald E. Smith
Robert (nmi) Brooks	Michael (nmi) Goldberg	Douglas (nmi) Mahaffy	D. Murray Wallace

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
UNITE HERE NATIONAL RETIREMENT FUND
6 Blackstone Valley Place, Suite 302
Lincoln, RI 02865

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.)

Richard N. Rust, Fund Manager	Harris (nmi) Raynor, Trustee
George W. Shuster, Trustee	Noel (nmi) Beasley, Trustee
Brian (nmi) McGrath, Trustee	Harold (nmi) Bock, Trustee
John (nmi) Southwell, Trustee	

(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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for Application No. (s): PCA C-448-33
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
BREF MEZZ II PTE LTD
One Bush Street, Suite 1100
San Francisco, CA 94104

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)

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Theresa A. Hoyt, Authorized Representative (sole officer)

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Rocky Bay Investments Ltd
560 Supertest Road
Toronto, Canada M35 2M6

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.**)
Saul (nmi) Feldberg, President (sole officer and director)

(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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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
BC Consultants, Inc.
12600 Fair Lakes Circle, Suite 100
Fairfax, VA 22033

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)

James H. Scanlon

=====

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

James H. Scanlon, President/Treasurer

=====

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.**)

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for Application No. (s): PCA C-448-33
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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)

Cooley Godward Kronish LLP
One Freedom Square, Reston Town Center
11951 Freedom Drive
Reston, VA 20190

(check if applicable) [X] 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)

- List of names and titles of partners including Gian-Michele a Marca, Wendy J. Brenner, Samuel S. Coates, etc.

(check if applicable) [X] 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)

DATE: April 30, 2010
(enter date affidavit is notarized)

104353d

for Application No. (s): PCA C-448-33
(enter County-assigned application number (s))

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

Cooley Godward Kronish LLP
One Freedom Square, Reston Town Center
11951 Freedom Drive
Reston, VA 20190

(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**)

- | | | |
|-------------------------------|----------------------------|---------------------------|
| John C. Dwyer | Cathy Rae Hershcopf | David A. Lipkin |
| Erik S. Edwards | John (nmi) Hession | Chet F. Lipton |
| Robert L. Eisenbach, III | Gordon K. Ho | Cliff Z. Liu |
| Sonya F. Erickson | Suzanne Sawochka Hooper | Samuel M. Livermore |
| Lester J. Fagen | Mark M. Hrenya | Douglas P. Lobel |
| Brent D. Fassett | Christopher R. Hutter | J. Patrick Loofbourrow |
| David J. Fischer | Jay R. Indyke | Mark C. Looney |
| M. Wainwright Fishburn, Jr. | Craig D. Jacoby | Robert B. Lovett |
| M. Manuel Fishman (former) | Chrystal N. Jensen | Andrew P. Lustig |
| Keith A. Flaum (former) | Eric C. Jensen | Michael X. Marinelli |
| Daniel W. Frank | Mark L. Johnson | John T. McKenna |
| Richard H. Frank | Robert L. Jones | Bonnie Weiss McLeod |
| William S. Freeman | Barclay J. Kamb | Mark A. Medearis |
| Alison J. Freeman-Gleason | Richard S. Kanowitz | Daniel P. Meehan |
| Steven L. Friedlander | Kimberley J. Kaplan-Gross | Beatriz (nmi) Mejia |
| Thomas J. Friel, Jr. | Jeffrey S. Karr | Thomas C. Meyers (former) |
| Koji F. Fukumura | Scott L. Kaufman | Erik B. Milch |
| James F. Fulton, Jr. | Sally A. Kay | Keith A. Miller |
| Philip J. Gall (former) | J. Michael Kelly | Robert H. Miller |
| William S. Galliani | Kevin F. Kelly | Chadwick L. Mills |
| Stephen D. Gardner | Jason L. Kent | Brian E. Mitchell |
| Jon E. Gavenman | Kristen D. Kercher | Patrick J. Mitchell |
| John M. Geschke | James C. Kitch | Ann M. Mooney |
| Kathleen A. Goodhart | Michael J. Klisch | Gary H. Moore (former) |
| Lawrence C. Gottlieb | Michael H. Knight (former) | Timothy J. Moore |
| Shane L. Goudey | Jason (nmi) Koral | Webb B. Morrow, III |
| William E. Grauer | Barbara A. Kosacz | Kevin P. Mullen |
| Jonathan G. Graves | Kenneth J. Krisko | Frederick T. Muto |
| Paul E. Gross (former) | John G. Lavoie | Ryan (nmi) Naftulin |
| Kenneth L. Guernsey | Robin J. Lee | Stephen C. Neal |
| Patrick P. Gunn | Natasha V. Leskovsek | James E. Nesland (former) |
| Jeffrey M. Gutkin | Shira Nadich Levin | Alison (nmi) Newman |
| Zvi (nmi) Hahn (former) | Alan (nmi) Levine | William H. O'Brien |
| John B. Hale | Michael S. Levinson | Thomas D. O'Connor |
| Andrew (nmi) Hartman (former) | Elizabeth L. Lewis | Ian (nmi) O'Donnell |
| Bernard L. Hatcher | Michael R. Lincoln | Vincent P. Pangrazio |
| Matthew B. Hemington | James C. T. Linfield | Timothy G. Patterson |

(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)DATE: April 30, 2010
(enter date affidavit is notarized)**104353d**for Application No. (s): PCA C-448-33
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley Godward Kronish LLP
One Freedom Square, Reston Town Center
11951 Freedom Drive
Reston, VA 20190(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)Amy E. Paye
Anne H. Peck
D. Bradley Peck
Susan Cooper Philpot
Benjamin D. Pierson
Frank V. Pietrantonio
Mark B. Pitchford
Michael L. Platt
Christian E. Plaza
Lori R.E. Ploeger
Thomas F. Poche
Anna B. Pope
Marya A. Postner
Steve M. Przesmicki
Seth A. Raffkin
Frank F. Rahmani
Marc (nmi) Recht
Thomas Z. Reicher
Eric M. Reifschneider (former)
Michael G. Rhodes
Michelle S. Rhyu
John W. Robertson
Julie M. Robinson
Ricardo (nmi) Rodriguez
Adam C. Rogoff (former)
Jane (nmi) Ross (former)
Richard S. Rothberg
Adam J. Rutenberg
Adam (nmi) Salassi (former)
Thomas R. Salley III
Richard S. Sanders
Glen Y. Sato
Martin S. Schenker
Joseph A. Scherer
Renee (nmi) Schwartz (former)
William J. Schwartz
John H. SellersBrent B. Siler
Gregory A. Smith
Whitty (nmi) Smovichian
Mark D. Spoto
Wayne O. Stacy
Neal J. Stephens
Donald K. Stern
Michael D. Stern
Anthony M. Stiegler
Steven M. Strauss
Myron G. Sugarman
Christopher J. Sundermeier
Ronald R. Sussman
C. Scott Talbot
Mark P. Tanoury
Philip C. Tencer
Gregory C. Tenhoff
Michael E. Tenta
Timothy S. Teter
John H. Toole
Robert J. Tosti (former)
Michael S. Tuscan
Edward Van Geison
Miguel J. Vega
Erich E. Veitenheimer, III
Aaron J. Velli
Robert R. Vieth
Lois K. Voelz
Craig A. Waldman (former)
Kent M. Walker
David A. Walsh
David M. Warren
Mark B. Weeks
Steven K. Weinberg
Thomas S. Welk
Christopher A. Westover
Francis R. WheelerBrett D. White
Peter J. Willsey
Mark (nmi) Windfeld-Hansen
Nancy H. Wojtas
Jessica R. Wolff
Nan (nmi) Wu
Mavis L. Yee
John F. Young (former)
Kevin J. Zimmer

Additions:

Thomas R. Amis
Christopher C. Campbell
Jeffrey L. Cohen
Francis M. Fryscak
Heidi M. Keefe
Charles S. Kim
John S. Kyle
Mark F. Lambert
Keith A. McDaniels
Howard (nmi) Morse
Nikesh (nmi) Patel
Audrey K. Scott
Ian R. Shapiro
Jordan A. Silber
Colleen P. Gillis Snow
Mark K. Weinstein
Peter H. Werner
Babak "Bo" (nmi) Yaghmaie(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 AFFIDAVIT

DATE: April 30, 2010
(enter date affidavit is notarized)

104353d

for Application No. (s): PCA C-448-33
(enter County-assigned application number(s))

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.

REZONING AFFIDAVIT

DATE: April 30, 2010
(enter date affidavit is notarized)

104353 d

for Application No. (s): PCA C-448-33
(enter County-assigned application number(s))

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)

[] Applicant

[x] Applicant's Authorized Agent

Shane M. Murphy

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

Subscribed and sworn to before me this 30th day of April, 2010, in the State/Comm. of Virginia, County/City of Fairfax.

My commission expires: 3/31/2011

Judith M. Wolf
Notary Public

