

SPECIAL EXCEPTION AFFIDAVIT

DATE: March 11, 2010
(enter date affidavit is notarized)

I, Ann Eberhart Goode, 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 106191d

in Application No.(s): SE 2009-LE-022
(enter County-assigned application number(s), e.g. SE 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 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)
BRANCH BANKING AND TRUST COMPANY OF VIRGINIA, INC., TRADING AS BB&T, SUCCESSOR IN INTEREST TO MT. VERNON NATIONAL BANK AND TRUST CO. AGENTS: Richard L. Prosser, Vice President and Area Real Estate Manager Robert Loudermilk, Vice President, Support Services Project Manager	6400 ARLINGTON BOULEVARD, #1140 FALLS CHURCH, VA 22042	APPLICANT/TITLE OWNER

(check if applicable) There are more relationships to be listed and Par. 1(a) is continued on a "Special Exception 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).

Special Exception Attachment to Par. 1(a)

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106191d

for Application No. (s): SE 2009-LE-022
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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)
WALTER L. PHILLIPS, INC. AGENTS: Jennifer L. T. Hornback Charles F. Dunlap Monica R. Westgate	207 PARK AVENUE FALLS CHURCH, VA 22042	ENGINEERS/AGENTS
REED SMITH LLP AGENTS: Benjamin F. Tompkins, Esq. Attorney/Agent Ann Eberhart Goode, AICP Planner/Agent Grayson P. Hanes, Esq. Attorney/Agent Robert A. Lawrence, Esq. Attorney/Agent Linda S. Broyhill, Esq. Attorney/Agent Sally V. Hankins, Esq. Attorney/Agent	3110 FAIRVIEW PARK DRIVE, #1400 FALLS CHURCH, VA 22042	ATTORNEYS/PLANNER/AGENTS

(check if applicable)

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

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106191d

for Application No. (s): SE 2009-LE-022
(enter County-assigned application number(s))

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:

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

CORPORATION INFORMATION

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

Walter L. Phillips, Inc.
207 Park Avenue
Falls Church, VA 22042

DESCRIPTION OF CORPORATION: (check one statement)

- [X] 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)

Jeffrey J. Stuchel, President
Brian Baillargeon, Vice President

(check if applicable) [] There is more corporation information and Par. 1(b) is continued on a "Special Exception Affidavit 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.

Special Exception Attachment to Par. 1(b)

DATE: March 11, 2010
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106/91e

for Application No. (s): SE 2009-LE-022
(enter County-assigned application number (s))

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

Branch Banking and Trust Company of Virginia, Inc., trading as BB&T,
successor in interest to Mt. Vernon National Bank and Trust Co.
6400 Arlington Boulevard, #1140
Falls Church, VA 22042

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)

BB&T Corporation

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

BB&T Corporation
200 West Second Street
Winston-Salem, NC 27101

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)

There are more than 500 shareholders and stock is traded on a national or local stock exchange.

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

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106191d

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(enter County-assigned application number(s))

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, and number, street, city, state, and zip code)

Reed Smith LLP
3110 Fairview Park Drive, #1400
Falls Church, VA 22042

(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 partner names including: Abbott, Kevin C.; Abdalla, Tarek F.; Allen, Thomas L.; Andrews, Alex T.; Arkebauer, J. Todd; Arnold, Roy W.; Atallah, Ana; Baker, Scott D.; Banzhaf, Michael A.; Barber, William James Gresham; Barnes, James J.; Bartfield, Arnold L.; Bastier, Ellen L.; Beale, Giles W.; Begley, Sara A.; Bernier, Maria N.; Bernstein, Leonard A.; Bevan, III, William; Bhattacharyya, Gautam; Bickham, J. David; Binis, Barbara R.; Birt, Steven James; Blasier, Peter C.; Blitch, Stephen G.; Bobo, Stephen T.; Boehner, Russell J.; Bolden, A. Scott; Bonessa, Dennis R.; Booker, Daniel I.; Borrowdale, Peter E.; Boutcher, David J.; Boven, Douglas G.; Bovich, John P.; Bowers, Kevin Richard; Bradley, Patrick E.; Brand, Mark A.; Bresch, Jeffrey J.; Brown, Andrew Kenneth; Brown, Charles A.; Brown, Michael K.; Buckley, Mike C.; Burroughs, Jr., Benton; Cameron, Douglas E.; Caplan, Gary S.; Carder, Elizabeth B.; Cardozo, Raymond A.; Casdagli, Emma Francis; Castro, Armando; Charot, Benoit; Cheung, Bo Chun Janet; Clark, II, Peter S.

(check if applicable) [X] There is more partnership information and Par. 1(c) is continued on a "Special Exception Affidavit 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.

Special Exception Attachment to Par. 1(c)DATE: March 11, 2010
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106191d

for Application No. (s): SE 2009-LE-022
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Reed Smith LLP (cont'd list of partners)
3110 Fairview Park Drive, #1400
Falls Church, VA 22042(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)

Cobetto, Jack B.	Fox, Thomas C.	Hewetson, Charles M.
Colen, Frederick H.	Francis, Jr., Ronald L.	Hill, Robert J.
Colman, Abraham J.	Frank, Ronald W.	Hill, Thomas E.
Connoley, Mark F.	Freeman, Lynne P.	Hirsch, Austin L.
Connors, Eugene K.	Frenier, Diane M.	Hitt, Leo N.
Convery, III, J. Ferd	Fritton, Karl A.	Ho, Delpha
Cooper, Steven	Gabbert, Dale	Honigberg, Carol C.
Cotler, Alan K.	Gallatin, Jr. James P.	Hooper, John P.
Davies, Colleen T.	Gallo, Frank J.	Howse, Christopher Guy
Davis, James M.	Garcia, Sergio	Hultquist, James T.
Demase, Lawrence A.	Gaspiretti, Lorenzo E.	Husar, Linda S.
DeNinno, David L.	Gentile, Jr. Pasquale D.	Iino, John M.
Dermody, Debra H.	Gilbert, Jeffrey T.	Illouz, Stephane
DiFiore, Gerard S.	Gillard, Neil D.	Innamorato, Don A.
Dilling, Robert M.	Glatzer, Jeffrey L.	Jared, Cynthia
DiNome, John A.	Green, Terry R.	Jaskot, Paul J.
Dittoe, John E.	Greenblatt, Lewis B.	Jeffcott, Robin B.
Dolin, Stewart	Green-Kelly, Diane	Jenkinson, Andrew P.
Doran, William E.	Greeson, Thomas W.	Johnston, Paul F.
Drew, Jeffery	Grellet, Luc	Jong, Denise
Dubelier, Eric A.	Grignon, Margaret A.	Jordan, Gregory B.
Dumville, S. Miles	Grimes, David M.	Kabnick, Lisa D.
Duronio, Carolyn D.	Gross, Dodi Walker	Karides, Constantine
East, Lindsay T.	Guadagnino, Frank T.	Kaung, Alexander Wai Ming
Edwards, Stephen S.	Gwynne, Kurt F.	King, Robert A.
Eggert, Russell R.	Hackett, Mary J.	Kirkpatrick, Stephen A.
Ellison, John N.	Halbreich, David M.	Kleier, James P.
Epstein, Bette B.	Hardy, Peter	Klein, Murray J.
Eskilson, James R.	Hargreaves, Phillip M.	Kohn, Steven M.
Evagora, Kyri	Hartley, Simon P.	Kozlov, Herbert F.
Evans, David C.	Hartman, Ronald G.	Kramer, Ann V.
Fagelson, Ian B.	Hawley, Terence N.	Krebs-Markrich, Julia
Fagelson, Karen C.	Healy, Christopher W.	Kugler, Stefan L.
Flatley, Lawrence E.	Heffler, Curt L.	Kwong, Fung Ling Nanette
	Hemming, Seth M.	Kwuon, Janet H.

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

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106191d

for Application No. (s): SE 2009-LE-022
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Reed Smith LLP (cont'd list of partners)
3110 Fairview Park Drive, #1400
Falls Church, VA 22042(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)

Lacy, Jr., D. Patrick	Morrison, Alexander David	Reid, Graham M.
Lai, Ivy	Munsch, Martha Hartle	Reinke, Donald C.
Lasher, Lori L.	Napolitano, Perry A.	Ritchey, Patrick W.
LeDonne, Eugene	Naugle, Louis A.	Roche, Brian D.
Leech, Frederick C.	Nelson, Jack R.	Rofe, Douglas J.
Leiderman, Harvey, L.	Nicholas, Robert A.	Rolfes, James A.
Lewis, Richard P.	Nicoll, Richard C.	Rosales, Rex K.
Li, Lianjun	Norman, David Michael	Rosen, Barry S.
Loepere, Carol C.	O'Brien, Kathyleen A.	Rosenbaum, Joseph I.
Lo Vallo, Michael A.	O'Neil, Mark T.	Rosenberg, Carolyn H.
Lowenstein, Michael E.	Opperman, Craig P.	Roth, Robert A.
Luchini, Joseph S.	Paisley, Belinda L.	Rubenstein, Donald P.
Lyons, III, Stephen M.	Parker, Roger J.	Rudolf, Joseph C.
Magera, George F.	Patterson, Lorin E.	Rydstrom, Kirsten R.
Mahone, Glenn R.	Pearman, Scott A.	Rymer, Philip R.
Maiden, Todd O.	Peck, Jr., Daniel F.	Sanders, James L.
Mantell, Nanette W.	Pedretti, Mark G.	Sanders, Michael
Martin, James C.	Pepper, Michael Ross David	Schaffer, Eric A.
Martini, John D.	Perfido, Ruth S.	Schaider, Joel R.
McAllister, David J.	Peterson, Kurt C.	Schatz, Gordon B.
McCarroll, James C.	Philipps, Richard P.	Schlecker, David M.
McDavid, George E.	Phillip, Hywel J.	Schlesinger, Matthew J.
McGarrigle, Thomas J.	Phillips, Robert D.	Schmarak, Bradley S.
McGough, Jr., W. Thomas	Pike, Jon R.	Schumacher, Jeffrey A.
McNichol, Jr., William J.	Poe, Alexandra	Scogin, Hugh T.
Mehfoud, Kathleen S.	Pollack, Michael B.	Scott, Michael T.
Melodia, Mark S.	Powell, David C.	Scudellari, Richard
Metro, Joseph W.	Quinn, Jonathan S.	Seaman, Charles H.
Meyers, Michael A.	Quinn, Tracy Zurzolo	Sedlack, Joseph M.
Miller, Edward S.	Radley, Lawrence J.	Shanus, Stuart A.
Miller, Steven A.	Rahl, J. Andrew	Sharma, Asha Rani
Moberg, Marilyn A.	Raju, Ajay K.	Shaw, Nick J.
Mok, Kar Chung	Rawles, Douglas C.	Shay-Byrne, Olivia
Morris, Robert K.	Raymond, Peter D.	Short, Carolyn P.
	Reed, W. Franklin	Shugrue, John D.

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

Special Exception Attachment to Par. 1(c)

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106191d

for Application No. (s): SE 2009-LE-022
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PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Reed Smith LLP (cont'd list of partners)
3110 Fairview Park Drive, #1400
Falls Church, VA 22042

(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**)

Siev, Jordan W.	Tompkins, Benjamin F.	Added 2-24-10
Sigelko, Duane F.	Trevelise, Andrew J.	
Simons, Robert P.	Unkovic, John C.	Dillon, Paul M.
Singer, Paul M.	Vishneski, John S.	Doron, Uri
Skrein, Michael P.	Vitsas, John L.	Greeting-Min, Catherina
Slater, Phillip	Von Waldow, Arnd N.	Hasselmann, Scot T.
Smersfelt, Kenneth N.	Wallis, Eric G.	Lisi, David M.
Smith, John Lynn	Warne, David G.	Olmer, Philip
Smith, Robert M.	Wasserman, Mark W.	Robinson, Richard A.
Sollie, Kyle O.	Weissman, David L.	Ryan, Catherine C.
Spafford, Richard A.	Weissman, Sonja S.	Schwartz, Wendy H.
Spaulding, Douglas K.	Weller, Charles G.	Smith, Michael A.
Speed, Nicholas P.	Weyman, Mark L.	Yan, Betty
Springer, Claudia Z.	Wilkinson, James F.	
Stanley, David E.	Wilkinson, John	Added 3-11-10
Stephenson, Leon	Williams, Christopher James	Dillon, Lee Ann
Stewart, II, George L.	Wilson, Stephanie	
Subramaniam, Siva	Winter, Graham Paul	
Suddath, Thomas H.	Wolff, Sarah R.	
Sussman, Allen Z.	Wood, Douglas J.	
Swinburn, Richard G.	Wray, Richard K.	
Tabachnick, Gene A.	Yavitz, Judith A.	
Tandler, James R.	Yoo, Thomas J.	
Taylor, Andrew D.	Zaimes, John P.	
Taylor, Philip M.	Zhang, Jinshu	
Terras, Alexander	Zoeller, Lee A.	
Thallner, Jr., Karl A.		
Thomas, Alexander Y.		
Thomas, William G.		
Thompson, Barry J.		
Thompson, David A.		
Thompson, Gary S.		
Tillman, Eugene		
Tocci, Gary M.		
Todd, Thomas		

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

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10619/d

for Application No. (s): SE 2009-LE-022
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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 "Special Exception Attachment to Par. 2" form.

Application No.(s): SE 2009-LE-022
(county-assigned application number(s), to be entered by County Staff)

SPECIAL EXCEPTION AFFIDAVIT

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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.)

Planning Commissioner James R. Hart has had an attorney-client relationship with Branch Banking and Trust within the twelve (12) month period prior to the public hearing.

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 "Special Exception 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: *Ann Eberhart Goode*
(check one) Applicant Applicant's Authorized Agent

Ann Eberhart Goode, AICP
(type or print first name, middle initial, last name, and & title of signer)

Subscribed and sworn to before me this 11th day of March 20 10, in the State/Comm. of Virginia, County/City of Loudoun

Jama L. Brown
Notary Public

My commission expires: August 31, 2011

