

SPECIAL EXCEPTION AFFIDAVIT

DATE: April 18, 2011
(enter date affidavit is notarized)

I, Lynne J. Strobel, attorney/agent, 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

97468 g

in Application No.(s): SEA 94-P-040
(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)
RP MRP Tysons, LLC Agents: Robert J. Murphy Charles F. McGrath (former) James D. D'Agostino Frederick W. Rothmeijer	3050 K Street, NW Washington, DC 20007	Applicant/Title Owner
Michael Vergason Landscape Architects, Ltd. Agents: E. Michael Vergason Beata B. Corcoran Doug A. Hayes	1102 King Street, 2nd Floor Alexandria, VA 22314	Former Landscape Architect/Agent
LSG Landscape Architecture Inc. f/k/a Lewis Scully Gionet Inc. Agent: Mark R. Lewis	1919 Gallows Road, Suite 110 Vienna, Virginia 22182	Landscape Architects/Agent

(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)DATE: April 18, 2011
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for Application No. (s): SEA 94-P-040
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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)
Gensler Architecture, Design & Planning, P.C. a/k/a M. Arthur Gensler, Jr. and Associates, Inc.	2020 K Street, NW, Suite 200 Washington, DC 20006	Architect/Agent
Agents: Kevin C. Wolcott, AIA, LEED Jeff P. Barber, AIA, LEED		
Urban Engineering & Associates, Inc. t/a Urban Ltd.	7712 Little River Turnpike Annandale, Virginia 22003	Engineers/Agent
Agents: Clayton C. Tock, PE Eric S. Siegel		
M.J. Wells & Associates, Inc. f/k/a M.J. Wells & Associates, LLC	1420 Spring Hill Road, Suite 600 McLean, Virginia 22102	Transportation Consultant/ Agent
Agents: Martin J. Wells Jami L. Milanovich Robin L. Antonucci Kevin R. Fellin William F. Johnson Terence J. Miller		
Cooley Godward Kronish LLP	Reston Town Center One Freedom Square 11951 Freedom Drive Reston, VA 20190	Former Attorneys/Agent
Agents: Antonio J. Calabrese, Esquire Mark C. Looney, Esquire Colleen Gillis Snow, Esquire Jill D. Switkin, Esquire Brian J. Winterhalter, Esquire Shane M. Murphy, Esquire Jeffrey A. Nein, Planner Meaghan P. Murray, Planner Molly M. Novotny, Planner Ben I. Wales, Planner Katherine D. Youngbluth, Planner Jason R. Rogers, Planner		

(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.

Special Exception Attachment to Par. 1(a)

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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)
Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.	2200 Clarendon Boulevard 13th Floor Arlington, Virginia 22201	Attorneys/Planners/Agent
Agents: Martin D. Walsh Lynne J. Strobel Timothy S. Sampson M. Catharine Puskar Sara V. Mariska G. Evan Pritchard Elizabeth D. Baker Inda E. Stagg Kara M.W. Bowyer f/k/a Kara M. Whister Megan C. Rappolt f/k/a Megan C. Shilling Elizabeth A. McKeeby		

(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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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)
RP MRP Tysons, LLC
3050 K Street, NW
Washington, DC 20007

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)
Rockpoint Real Estate Fund II, LP
MRP Tysons, LLC

(check if applicable) [x] 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)

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for Application No. (s): SEA 94-P-040
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

MRP Tysons, LLC
3050 K Street, NW
Washington, DC 20007

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)

PREP Tysons, LLC
MidAtlantic Realty Partners Tysons, LLC

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

MidAtlantic Realty Partners Tysons, LLC
3050 K Street, NW
Washington, DC 20007

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)

MidAtlantic Realty Partners, LLC
MRP Tysons Partners, LLC

(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.

Special Exception Attachment to Par. 1(b)

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

MidAtlantic Realty Partners, LLC
3050 K Street, NW
Washington, DC 20007

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)

Robert J. Murphy
Ryan K. Wade
J. Richard Saas
Frederick W. Rothmeijer

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

MRP Tysons Partners, LLC
3050 K Street, NW
Washington, DC 20007

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)

Frederick W. Rothmeijer	Robert J. Murphy
Ryan K. Wade	J. Richard Saas
J. Zachary Wade	
James D. D'Agostino	

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

PREP Tysons, LLC
3050 K Street, NW
Washington, DC 20007

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)

Managing Member and 100% owner:
Parkwood Real Estate Partners, LLC

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

Parkwood Real Estate Partners, LLC
3050 K Street, NW
Washington, DC 20007

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)

Managing Member: Keystone Partners I,
LLC
Non-Managing Member: Euclid Partners I,
LP

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

Keystone Partners I, LLC
3050 K Street, NW
Washington, DC 20007

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)

Charles A. Spaulding, III
Richard H. Coe
R. Barton Spaulding

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

Rockpoint Real Estate Fund II GP, L.L.C.
3050 K Street, NW
Washington, DC 20007

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)

Rockpoint Group, L.L.C.

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

Rockpoint Group, L.L.C.
3050 K Street, NW
Washington, DC 20007

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)

Patrick K. Fox	Jonathan H. Paul
Keith B. Gelb	William H. Walton
Gregory J. Hartman	

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

Parkwood Corporation
3050 K Street, NW
Washington, DC 20007

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)

Morton L. Mandel
Jack N. Mandel
Joseph C. Mandel

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

Gensler Architecture, Design & Planning, P.C. a/k/a M. Arthur Gensler, Jr. and Associates, Inc.
2020 K Street, NW, Suite 200
Washington, DC 20006

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)

Employee owned - none own 10% or more
of any class of stock.

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

Urban Engineering & Associates, Inc. t/a Urban Ltd.
7712 Little River Turnpike
Annandale, Virginia 22003

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)

Barry B. Smith
J. Edgar Sears, Jr.
Brian A. Sears

(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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(enter date affidavit is notarized)

974688

for Application No. (s): SEA 94-P-040
(enter County-assigned application number (s))

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

M.J. Wells & Associates, Inc. f/k/a
M.J. Wells & Associates, LLC
1420 Spring Hill Road, Suite 600
McLean, Virginia 22102

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)

M.J. Wells & Associates, Inc., Former Sole Member	Sole Member: M.J. Wells & Associates, Inc. Employee Stock Ownership Trust. All employees are eligible plan participants; however, no one employee owns more than 10% of any class of stock.
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

M.J. Wells & Associates, Inc.
1420 Spring Hill Road, Suite 600
McLean, Virginia 22102

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)

M.J. Wells & Associates, Inc. Employee Stock Ownership Trust. All employees are eligible plan participants; however, no one employee owns more than 10% of any class of stock.

(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.

Special Exception Attachment to Par. 1(b)

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for Application No. (s): SEA 94-P-040
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Michael Vergason Landscape Architects, Ltd.
1102 King Street, 2nd Floor
Alexandria, VA 22314

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)

E. Michael Vergason

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

Walsh, Colucci, Lubeley, Emrich & Walsh, P.C.
2200 Clarendon Boulevard, 13th Floor
Arlington, Virginia 22201

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)

David J. Bomgardner, E. Andrew Burcher	William A. Fogarty, John H. Foote	M. Catharine Puskar, John E. Rinaldi
Thomas J. Colucci	H. Mark Goetzman	Lynne J. Strobel
Peter M. Dolan, Jr.	Bryan H. Guidash	Garth M. Wainman
Jay du Von	Michael D. Lubeley	Nan E. Walsh
Jerry K. Emrich	J. Randall Minchew	Martin D. Walsh

(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.

Special Exception Attachment to Par. 1(b)

DATE: April 19, 2011
(enter date affidavit is notarized)

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for Application No. (s): SEA 94-P-040
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
LSG Landscape Architecture Inc. f/k/a Lewis Scully Gionet Inc.
1919 Gallows Road, Suite 110
Vienna, Virginia 22182

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)
Mark R. Lewis
Sunny J. Scully (former)
Mark C. Gionet
Robert K. Esselburn
Yunhui Connie Fan

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)

(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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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)

Cooley Godward Kornish LLP
Reston Town Center, One Freedom Square
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)

Gian-Michele a Marca
Jane K. Adams
Maureen P. Alger
Michael F. Armstrong
Gordon C. Atkinson
Michael A. Attanasio
Jonathan P. Bach
Celia Godwag Barenholtz
Frederick D. Baron
James A. Beldner

Keith J. Berets
Laura A. Berezin
Laura Grossfield Birger
Russell S. Berman
Barbara L. Borden
Jodie M. Bourdet
Lance W. Bridges
Matthew J. Brigham
Robert J. Brigham
John P. Brockland
James P. Brogan

Nicole C. Brookshire
Matthew D. Brown
Alfred L. Browne III
Matthew T. Browne
Robert T. Cahill
Antonio J. Calabrese
Linda F. Callison
Roel C. Campos
William Lesse Castleberry
Lynda K. Chandler
Ethan E. Christensen

(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.

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for Application No. (s): SEA 94-P-040

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

Cooley Godward Kornish LLP (continued)
 Reston Town Center, One Freedom Square
 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)**

Richard E. Climan	William E. Grauer	Alan (nmi) Levine
Samuel S. Coates	Jonathan G. Graves	Michael S. Levinson
Alan S. Cohen	Paul E. Gross	Elizabeth L. Lewis
Thomas A. Coll	Kenneth L. Guernsey	Michael R. Lincoln
Joseph W. Conroy	Patrick P. Gunn	James C. T. Linfield
Jennifer B. Coplan	Zvi (nmi) Hahn	David A. Lipkin
Carolyn L. Craig	John B. Hale	Chet F. Lipton
John W. Crittenden	Andrew (nmi) Hartman	Cliff Z. Liu
Janet L. Cullum	Amy (nmi) Hartman	Samuel M. Livermore
Nathan K. Cummings	Bernard L. Hatcher	Douglas P. Lobel
John A. Dado	Matthew B. Hemington	J. Patrick Loofbourrow
Craig E. Dauchy	Cathy Rae Hershcopf	Mark C. Looney
Darren K. DeStefano	John (nmi) Hession	Robert B. Lovett
Scott D. Devereaux	Gordon (nmi) Ho	Andrew P. Lustig
Jennifer Fonner DiNucci	Suzanne Sowachka Hooper	Michael X. Marinelli
James J. Donato	Tami J. Howie	John T. McKenna
Michelle C. Doolin	Mark M. Hrenya	Daniel P. Meehan
John C. Dwyer	Christopher R. Hutter	Beatriz (nmi) Mejia
Robert L. Eisenbach, III	Jay R. Indyke	Thomas C. Meyers
Lester J. Fagan	Craig D. Jacoby	Erik B. Milch
Brent D. Fassett	Eric C. Jensen	Robert H. Miller
M. Wainwright Fishburn, Jr.	Robert L. Jones	Chadwick L. Mills
Keith a. Flaum	Barclay J. Kamb	Brian E. Mitchell
Grant P. Fondo	Richard S. Kanowitz	Patrick J. Mitchell
Daniel W. Frank	Jeffrey S. Karr	Ann M. Mooney
Richard H. Frank	Scott L. Kaufman	Gary H. Moore
William S. Freeman	Margaret H. Kavalaris	Timothy J. Moore
Steven L. Friedlander	Sally A. Kay	Webb B. Morrow III
Thomas J. Friel, Jr.	J. Michael Kelly	Kevin P. Mullen
Koji F. Fukumura	Jason L. Kent	Frederick T. Muto
James F. Fulton, Jr.	James C. Kitch	Ross W. Nadel
Phillip J. Gall	Michael J. Klisch	Ryan E. Naftulin
William S. Galliani	Michael H. Knight	Stephen C. Neal
Stephen D. Gardner	Jason M. Koral	James E. Nesland
John M. Geschke	Barbara A. Kosacz	Alison (nmi) Newman
Kathleen a. Goodhart	Gary M. Kravetz	William H. O'Brien
Lawrence C. Gottlieb	Kenneth J. Krisko	Thomas D. O'Connor
Shane L. Goudey	John G. Lavoie	Vincent P. Pangrazio
	Shira Nadich Levin	

(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)DATE: April 18, 2011
(enter date affidavit is notarized)for Application No. (s): SEA 94-P-040
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley Godward Kornish LLP (continued)
Reston Town Center, One Freedom Square
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**)

Mark B. Pitchford	Steven M. Strauss	Additions:
Michael L. Platt	Myron G. Sugarman	Wendy J. Brenner
Christian E. Plaza	Christopher J. Sundermeier	Samuel S. Coates
Lori R. E. Ploeger	Ronald R. Sussman	Sally A. Kay
Thomas F. Poche	C. Scott Talbot	Jason M. Koral
Anna B. Pope	Mark P. Tanoury	Robin J. Lee
Marya A. Postner	Philip C. Tencer	Cliff Z. Liu
Steve M. Przesmicki	Gregory C. Tenhoff	J. Patrick Loofbourrow
Seth A. Rafkin	Timothy S. Teter	Andrew P. Lustig
Frank F. Rahmani	John H. Toole	Beatriz (nmi) Mejia
Marc (nmi) Recht	Robert J. Tosti	Erik B. Milch
Thoas Z. Reicher	Michael S. Tuscan	Chadwick L. Mills
Eric M. Reifschneider	Edward Van Gieson	Brent B. Siler
Michael G. Rhodes	Miguel J. Vega	Michael E. Tenta
Michelle S. Rhyu	Erich E. Veitenheimer III	
Paul M. Ritter	Aaron J. Velli	
Julie M. Robinson	Robert R. Vieth	
Ricardo (nmi) Rodriguez	Lois K. Voelz	
Adam C. Rogoff	Craig A. Waldman	
Jane (nmi) Ross	Kent M. Walker	
Richard S. Rothberg	David A. Walsh	
Adam J. Ruttenberg	David M. Warren	
Adam L. Salassi	Steven K. Weinberg	
Thomas R. Salley III	Thomas S. Welk	
Richard S. Sanders	Christopher A. Westover	
Glen Y. Sato	Francis R. Wheeler	
Martin S. Schenker	Brett D. White	
Joseph A. Scherer	Peter J. Willsey	
Paul H. Schwartz	Nancy H. Wojtas	
William J. Schwartz	Nan (nmi) Wu	
Brent B. Siler	John F. Young	
Gregory A. Smith	Kevin J. Zimmer	
Whitty (nmi) Somvichian		
Mark D. Spoto		
Wayne O. Stacy		
Neal J. Stephens		
Michael D. Stern		
Anthony M. Steigler		

(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)

DATE: April 18, 2011
(enter date affidavit is notarized)

97468g

for Application No. (s): SEA 94-P-040
(enter County-assigned application number (s))

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

Euclid Partners I, L.P.
3050 K Street, NW
Washington, DC 20007

(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**)

General Partner:
Parkwood Corporation, a Delaware corporation

Limited Partners:

- *Morton L. Mandel & Joseph C. Mandel, as Trustees under a Declaration of Trust dated August 27, 1976 f/b/o Jack N. Mandel Parkwood Trust Company, Trustee u/a/d 10/24/97 f/b/o Stephanie Weinberg Miller Parkwood Trust Company, Trustee u/a/d 3/27/00 f/b/o Morton L. Mandel's and Barbara A. Mandel's grandchildren
- *Jack N. Mandel & Morton L. Mandel as Trustees under a Declaration of Trust dated September 27, 1976 f/b/o Joseph C. Mandel Parkwood Trust Company, Trustee u/a/d 12/14/87 f/b/o Robert C. Beyer, as amended Parkwood Trust Company, Trustee u/a/d 6/7/01 f/b/o Joseph C. Mandel's grandchildren
- *Jack N. Mandel & Morton L. Mandel as Trustees under a Declaration of Trust dated September 14, 1976 f/b/o Morton L. Mandel Jack N. Mandel & Morton L. Mandel, Trustees u/a/d 12/4/78 f/b/o Timothy C. Beyer Parkwood Trust Company, Trustee u/a/d 11/16/99 f/b/o Carolyn A. Kahn
- Joseph C. Mandel & Morton L. Mandel, Trustees u/a/d 5/24/89 f/b/o Sheldon Mandel Parkwood Trust Company, Trustee u/a/d 12/10/99 f/b/o Alicia Jackelin Rose Mandel Parkwood Trust Company, Trustee u/a/d 11/16/99 f/b/o Katie E. Dinner
- Parkwood Trust Company, Trustee u/a/d 10/24/97 f/b/o Penni M. Weinberg Parkwood Trust Company, Trustee u/a/d 12/10/99 f/b/o Wilson M. Petricig Parkwood Trust Company, Trustee u/a/d 12/20/99 f/b/o Bliss Emilia Rose Beyer
- Parkwood Trust Company, Trustee u/a/d 10/24/97 f/b/o Michele M. Beyer Parkwood Trust Company, Trustee u/a/d 12/1/99 f/b/o John James Petricig Parkwood Trust Company, Trustee u/a/d 5/25/01 f/b/o Eleanor J. Kahn
- Parkwood Trust Company, Trustee u/a/d 3/27/00 f/b/o Stacy L. Mandel Parkwood Trust Company, Trustee u/a/d 3/6/01 f/b/o Daniel A. Mandel Parkwood Trust Company, Trustee u/a/d 8/12/02 f/b/o Emily Lauren Dinner
- Parkwood Trust Company, Trustee u/a/d 9/24/01 f/b/o Amy C. Mandel, Thomas A. Mandel and Stacy L. Mandel Parkwood Trust Company, Trustee u/a/d 12/19/02 f/b/o Sherilyn Leigh McDonnell Parkwood Trust Company, Trustee u/a/d 8/12/02 f/b/o Belle Beyer

*owning 10% or more of RP MRP Tysons, LLC

(continued - see next page)

(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)

DATE: April 18, 2011
(enter date affidavit is notarized)

97468 gr

for Application No. (s): SEA 94-P-040
(enter County-assigned application number (s))

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

Euclid Partners I, L.P. (continued)
3050 K Street, NW
Washington, DC 20007

(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**)

Limited Partners, continued:

Parkwood Trust Company, Trustee u/a/d
12/23/02 f/b/o the Beyer grandchildren

Parkwood Trust Company, Trustee u/a/d
12/23/02 f/b/o the Weinberg grandchildren

Parkwood Trust Company, Trustee u/a/d
12/20/02 f/b/o Joseph C. Mandel's Beyer
great grandchildren

Parkwood Trust Company, Trustee u/a/d
12/20/02 f/b/o Joseph C. Mandel's
Weinberg great grandchildren

The Jack N. and Lilyan Mandel Foundation

The Joseph and Florence Mandel Family
Foundation

Morton & Barbara Mandel Family
Foundation

*owning 10% or more of RP MRP Tysons,
LLC

(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)

DATE: April 18, 2011
(enter date affidavit is notarized)

97468 g

for Application No. (s): SEA 94-P-040
(enter County-assigned application number (s))

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

Rockpoint Real Estate Fund II, L.P.
1133 21st Street, NW
Suite 720
Washington, DC 20036

(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**)

General Partner:
Rockpoint Real Estate Fund II GP, LLC

Limited Partners:
California State Teachers' Retirement
System

Treasurer of the State of North Carolina

New York Common Retirement Fund

New York State Teachers' Retirement
System

Oregon Public Employees Retirement Fund

Board of Trustees of the Leland Stanford
Junior University

None of the above limited partners owns
10% or more of RP MRP Tysons, LLC

(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 AFFIDAVIT

DATE: April 18, 2011
(enter date affidavit is notarized)

97468g

for Application No. (s): SEA 94-P-040
(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 "Special Exception Attachment to Par. 2" form.

Application No.(s): SEA 94-P-040
(county-assigned application number(s), to be entered by County Staff)

SPECIAL EXCEPTION AFFIDAVIT

DATE: April 18, 2011
(enter date affidavit is notarized)

97468g

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 "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:

(check one) [] Applicant [x] Applicant's Authorized Agent
Lynne J. Strobel
Lynne J. Strobel, attorney/agent
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 18 day of April, 2011, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin
Notary Public

My commission expires: 11/30/2011

