



County of Fairfax, Virginia

MEMORANDUM

Office of the County Attorney
Suite 549, 12000 Government Center Parkway
Fairfax, Virginia 22035-0064
Phone: (703) 324-2421; Fax: (703) 324-2665
www.fairfaxcounty.gov

DATE: September 27, 2011

TO: William O'Donnell, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Bette R. Crane, Paralegal *BR*
Office of the County Attorney

SUBJECT: Revised Affidavit
FDPA 82-P-069-06-12
Applicant: Fair Lakes Residential L.C.
PC Hearing Date: 10/27/11
BOS Hearing Date: 11/1/11

REF.: 112383

Attached is an affidavit which has been approved by the Office of the County Attorney for the above-referenced case. Please include this affidavit dated 9/26/11, which bears my initials and is numbered 112383a, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Laura Gumkowski, Planning Technician (sent via e-mail)
Zoning Evaluation Division
Department of Planning and Zoning

REZONING AFFIDAVIT

DATE: September 26, 2011
(enter date affidavit is notarized)

I, Jon M. Peterson, 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 112383 a

in Application No.(s): FDPA 82-P-069-06-12
(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)
Fair Lakes Residential L.C.(1) Agents: Milton V. Peterson Jon M. Peterson William E. Peterson Steven B. Peterson Stuart S. Prince James J. Vecchiarelli	12500 Fair Lakes Circle, Suite 400 Fairfax, VA 22033	Applicant/Title Owner
Bainbridge Communities Acquisition II LLC(8) Agents: Joshua L. Wooldridge Thomas J. Keady	7700 Wisconsin Avenue, Suite 410 Bethesda, MD 20814	Contract Purchaser
Hunton & Williams LLP(13)	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant

(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: September 26, 2011
 (enter date affidavit is notarized)

112383a

for Application No. (s): FDPA 82-P-069-06-12
 (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)
Francis A. McDermott John C. McGranahan, Jr. Nicholas H. Grainger	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
Susan K. Yantis Elaine O'Flaherty Cox	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Planners/Agents for Applicant
Jeannie A. Mathews	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Paralegal/Agent for Applicant
Fairfax Gateway Properties LLC d/b/a Keller Williams Fairfax Gateway (F/K/A Fair Oaks Realty, LLC d/b/a Keller Williams Fairfax Gateway)(14) Broker: Ann M. Beck Agent: Peter Hackett (nmi)	12700 Fair Lakes Circle, Suite 120 Fairfax, VA 22033	Real Estate Broker
Kimley-Horn and Associates, Inc.(15) Agents: Jeffrey H. Saxe Adam J. Steiner	11400 Commerce Park Drive, Suite 400 Reston, VA 20191	Planning & Zoning Consultant/Landscape Architect/Agent for Applicant
Dewberry & Davis LLC(16) Agents: Timothy C. Culleiton John William Ewing Janice M. Cena Daniela G. Medek Philip G. Yates	8401 Arlington Boulevard Fairfax, VA 22031	Engineers/Agents for Applicant
SK&I Architectural Design Group, L.L.C.(18) Agents: Jon D. Wallenmeyer Sami M. Kirkdil Federico Olivera-Sala (nmi)	7735 Old Georgetown Road, Suite 1000 Bethesda, MD 20814	Architects/Agents for Applicant
M. J. Wells & Associates, Inc.(19) Agents: Robin L. Antonucci Kevin R. Fellin	1420 Spring Hill Road, Suite 600 McLean, VA 22102	Traffic Consultants/Agents for Applicant

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

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

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

CORPORATION INFORMATION

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

(1)Fair Lakes Residential L.C.
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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)

MANAGER: MVP Management, LLC(2) MEMBERS: MVP Master Limited Partnership(3) JMP Master Limited Partnership(6)
LPF Master Limited Partnership(4) SBP Master Limited Partnership(7)
WEP Master Limited Partnership(5)

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

(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: September 26, 2011
(enter date affidavit is notarized)

112383a

for Application No. (s): FDPA 82-P-069-06-12
(enter County-assigned application number (s))

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

(2)MVP Management, LLC
12500 Fair Lakes Circle, Suite 400
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)

Milton V. Peterson, Manager & Member	Jon M. Peterson, Manager & Member
Carolyn S. Peterson, Member	Lauren P. Fellows, Manager & Member
William E. Peterson, Manager & Member	
Steven B. Peterson, Manager & Member	

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

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

(8)Bainbridge Communities Acquisition II LLC
7700 Wisconsin Avenue, Suite 410
Bethesda, MD 20814

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)

Bainbridge Holdings I, LLC(9)

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

Richard A. Schechter, President
Thomas J. Keady, Vice President
Richard P. Giles, Vice President

(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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for Application No. (s): FDPA 82-P-069-06-12

(enter County-assigned application number (s))

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

(9)Bainbridge Holdings I, LLC
12765 West Forest Hill Boulevard, Suite 1307
Wellington, FL 33414

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)

MANAGER: RAS Manager, LLC(10)
MEMBERS: Schechter Operating Capital LLLP(11) Richard P. Giles
Bainbridge Investor, LLC(12) Robert W. Gaherty
Thomas J. Keady

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

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

Richard A. Schechter, President
Thomas J. Keady, Vice President
Caren Cohen, Treasurer

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

(10)RAS Manager, LLC
12765 West Forest Hill Boulevard, Suite 1307
Wellington, FL 33414

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)

Richard A. Schechter

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

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

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

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

(9)Bainbridge Investor, LLC
12765 West Forest Hill Boulevard, Suite 1307
Wellington, FL 33414

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)

MANAGER: Philip P. Tsitseklis

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

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

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

(14)Fairfax Gateway Properties LLC d/b/a Keller Williams Fairfax Gateway
(F/K/A Fair Oaks Realty, LLC d/b/a Keller Williams Fairfax Gateway)
12700 Fair Lakes Circle, Suite 120, 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 SHAREHOLDERS: (enter first name, middle initial, and last name)

Lee A. Beaver, Manager/Member
Tipper Williams (nmi), Manager/Member
Steve Anthony Eaheart, Member
Timothy J. Horinko, Member

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

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

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

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

(15)Kimley-Horn and Associates, Inc.
11400 Commerce Park Drive, Suite 400
Reston, VA 20191

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.**)

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

(16)Dewberry & Davis LLC
8401 Arlington Boulevard
Fairfax, VA 22031

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)

MEMBERS:
The Dewberry Companies LC(17)
James L. Beight
Dennis M. Couture

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

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

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

(17) The Dewberry Companies LC
8401 Arlington Boulevard
Fairfax, VA 22031

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)

MEMBERS: Sidney O. Dewberry	The Michael S. Dewberry Credit Shelter Trust u/a/d 11/23/05
Barry K. Dewberry	(f/b/o Michael S. Dewberry II and 3 other minor children of Michael S. Dewberry)
Karen S. Grand Pre	

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

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

(18)SK&I Architectural Design Group, L.L.C.
7735 Old Georgetown Road, Suite 1000
Bethesda, MD 20814

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)

Sami M. Kirkdil

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

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

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

(19) M. J. Wells & Associates, Inc.
1420 Spring Hill Road, Suite 600
McLean, VA 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 SHAREHOLDER: (enter first name, middle initial, and last name)

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

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

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

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

PARTNERSHIP INFORMATION

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

(3)MVP Master Limited Partnership
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

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

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

GENERAL PARTNERS:

MV Peterson Associates L.C. (owns less than 10% of Fair Lakes Residential L.C.)
Milton V. Peterson

LIMITED PARTNERS:

Milton V. Peterson
MVP Investments L.C. (owns less than 10% of Fair Lakes Residential L.C.)

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

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

Rezoning Attachment to Par. 1(c)

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

(4)LPF Master Limited Partnership
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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 PARTNERS:

MVP Management LLC(2)
Lauren P. Fellows

LIMITED PARTNERS:

Lauren P. Fellows
LPF Investments L.C. (owns less than 10% of Fair Lakes Residential L.C.)

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

Rezoning Attachment to Par. 1(c)

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for Application No. (s): FDPA 82-P-069-06-12

(enter County-assigned application number (s))

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

(5)WEP Master Limited Partnership
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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 PARTNERS:

WEP Associates L.C. (owns less than 10% of Fair Lakes Residential L.C.)
William E. Peterson

LIMITED PARTNERS:

William E. Peterson
WEP Investments, L.C. (owns less than 10% of Fair Lakes Residential L.C.)

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

Rezoning Attachment to Par. 1(c)

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for Application No. (s): FDPA 82-P-069-06-12
(enter County-assigned application number (s))

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

(6)JMP Master Limited Partnership
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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 PARTNERS:

JMP Associates L.C. (owns less than 10% of Fair Lakes Residential L.C.)
Jon M. Peterson

LIMITED PARTNERS:

Jon M. Peterson
JMP Investments, L.C. (owns less than 10% of Fair Lakes Residential L.C.)

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

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

(7)SBP Master Limited Partnership
12500 Fair Lakes Circle, Suite 400
Fairfax, VA 22033

(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 PARTNERS:

SBP Associates L.C. (owns less than 10% of Fair Lakes Residential L.C.)
Steven B. Peterson

LIMITED PARTNERS:

Steven B. Peterson
SBP Investments, L.C. (owns less than 10% of Fair Lakes Residential L.C.)

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

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for Application No. (s): FDPA 82-P-069-06-12
(enter County-assigned application number (s))

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

(11)Schechter Operating Capital LLLP
12765 West Forest Hill Boulevard, Suite 1307
Wellington, FL 33414

(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 and Limited Partner:

Richard A. Schechter

(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: September 26, 2011
(enter date affidavit is notarized)

112383a

for Application No. (s): FDPA 82-P-069-06-12
(enter County-assigned application number (s))

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

(13)Hunton & Williams LLP
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102

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

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

- | | | |
|---------------------------|-------------------------|---------------------------|
| Benjamin C. Ackerly | Eric R. Burner | W. Jeffery Edwards |
| Robert A. Acosta-Lewis | M. Brett Burns | John C. Eichman |
| Lawrence C. Adams | Brian M. Buroker | Edward W. Elmore, Jr. |
| Michael F. Albers | P. Scott Burton | Frank E. Emory, Jr. |
| Virginia S. Albrecht | Ellis M. Butler | Juan C. Enjamio |
| Kenneth J. Alcott | Ferdinand A. Calice | John D. Epps |
| Fernando C. Alonso | Matthew J. Calvert | Patricia K. Epps |
| Chris M. Amantea | Daniel M. Campbell | Phillip J. Eskenazi |
| Walter J. Andrews | Thomas H. Cantrill | Joseph P. Esposito |
| Charles E. G. Ashton | Curtis G. Carlson | Kelly L. Faglioni |
| L. Scott Austin | Jean Gordon Carter | Susan S. Failla |
| Ian Phillip Band | Charles D. Case | Eric H. Feiler |
| Sean M. Beard | Thomas J. Cawley | Edward F. Fernandes |
| John J. Beardsworth, Jr. | James N. Christman | Norman W. Fichthorn |
| Steven H. Becker | Whittington W. Clement | Andrea Bear Field |
| Stephen John Bennett | Herve' Cogels (nmi) | Kevin J. Finto |
| Melinda R. Beres | Cassandra C. Collins | Melanie Fitzgerald (nmi) |
| Lucas Bergkamp (nmi) | Stacy M. Colvin | Robert N. Flowers |
| Lon A. Berk | Terence G. Connor | William M. Flynn |
| Douglas M. Berman | S. Gregory Cope | Laura M. Franze |
| Mark B. Bierbower | Cameron N. Cosby | Lauren E. Freeman |
| Stephen R. Blacklocks | Cyane B. Crump | Edward J. Fuhr |
| Jeffrey M. Blair | Ashley Cummings (nmi) | Charles A. Gall |
| Michael J. Blayney | Alexandra B. Cunningham | Daniel C. Garner |
| Matthew P. Bosher | William D. Dannelly | Douglas M. Garrou |
| James W. Bowen | Samuel A. Danon | Richard D. Gary |
| Lawrence J. Bracken, II | Barry R. Davidson | John T. Gerhart, Jr. |
| James P. Bradley | John A. Decker | Jeffrey W. Giese |
| Sheldon T. Bradshaw | John J. Delionado | Neil K. Gilman |
| David F. Brandley, Jr. | Stephen P. Demm | C. Christopher Giragosian |
| Craig A. Bromby | Dee Ann Dorsey | L. Raúl Grable |
| Benjamin P. Browder | Edward L. Douma | Douglas S. Granger |
| A. Todd Brown | Mark S. Dray | J. William Gray, Jr. |
| Tyler P. Brown | Sean P. Ducharme | Charles E. Greef |
| F. William Brownell | Deidre G. Duncan | Christopher C. Green |
| Kevin J. Buckley | Roger Dyer (nmi) | Robert J. Grey, Jr. |
| Kristy A. Niehaus Bulleit | Frederick R. Eames | Greta T. Griffith |
| Joseph B. Buonanno | Maya M. Eckstein | Bradley W. Grout |
| Nadia S. Burgard | Joseph C. Edwards | Jeffrey W. Gutches |

(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: September 26, 2011

(enter date affidavit is notarized)

112383a

for Application No. (s): FDPA 82-P-069-06-12
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(13)Hunton & Williams LLP (Continued)
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Miles B. Haberer	Thomas F. Kaufman	John Gary Maynard, III
Robert J. Hahn	Joseph C. Kearfott	Fraser A. McAlpine
Jarrett L. Hale	Michael G. Keeley	William H. McBride
Eric J. Hanson	G. Roth Kehoe, II	Michael C. McCann
Ronald M. Hanson	Douglas W. Kenyon	T. Allen McConnell
Jason W. Harbour	Michael C. Kerrigan	Robert G. McCormick
Ray V. Hartwell, III	Ryan T. Ketchum	Francis A. McDermott
Jeffrey L. Harvey	Robert A. King	Alexander G. McGeoch
John D. Hawkins	Robert Klotz (nmi)	Paul E. McGeown
Timothy G. Hayes	Edward B. Koehler	John C. McGranahan, Jr.
Rudene Mercer Haynes	John T. Konther	David T. McIndoe
Mark S. Hedberg	Torsten M. Kracht	Gustavo J. Membiela
Colleen Heisey (nmi)	Christopher G. Kulp	Mark W. Menezes
Michael S. Held	Christopher Kuner (nmi)	Gary C. Messplay
Gregory G. Hesse	David Craig Landin	Patrick E. Mitchell
David A. Higbee	Gregory F. Lang	Jack A. Molenkamp
Thomas Y. Hiner	David C. Lashway	T. Justin Moore, III
D. Bruce Hoffman	Andrew W. Lawrence	Thurston R. Moore
Robert E. Hogfoss	Daniel M. LeBey	Bruce W. Moorhead, Jr.
John R. Holzgraefe	Bradley T. Lennie	Robert J. Morrow
Cecelia Philipps Horner	L. Steven Leshin	Ann Marie Mortimer
George C. Howell, III	Catherine D. Little	Michael J. Mueller
Kevin F. Hull	David C. Lonergan	Eric J. Murdock
Donald P. Irwin	David S. Lowman, Jr.	Frank J. Murphy, Jr.
Judith H. Itkin	Michael J. Madden, Jr.	Ted J. Murphy
Makram B. Jaber	Tyler Maddry (nmi)	Thomas P. Murphy
Lori Elliott Jarvis	Kimberly M. Magee	David A. Mustone
Matthew D. Jenkins	Manuel E. Maisog	James P. Naughton
Andrew E. Jillson	Douglas M. Mancino	Michael Nedzbala (nmi)
Harry M. Johnson, III	Alan J. Marcuis	Henry V. Nickel
James A. Jones, III	Brian R. Marek	Lonnie D. Nunley, III
Kevin W. Jones	Stephen S. Maris	Michael A. Oakes
Laura E. Jones	Thelma Marshall (nmi)	Leslie A. Okinaka
Dan J. Jordanger	Jeffrey N. Martin	John D. O'Neill, Jr.
Roland Juarez (nmi)	John S. Martin	Pam Gates O'Quinn
Thomas R. Julin	J. Michael Martinez de Andino	Michael A. O'Shea
W. Alan Kailer	Walfrido J. Martinez	Brian V. Otero
Andrew Kamensky (nmi)	Joseph Clarke Mathews	Raj Pande (nmi)
E. Peter Kane	Laurie Uustal Mathews	Randall S. Parks

(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: September 26, 2011

112383a

(enter date affidavit is notarized)

for Application No. (s): FDPA 82-P-069-06-12

(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)(13)Hunton & Williams LLP (Continued)
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

Peter S. Partee, Sr.	Gregory J. Schmitt	B. Cary Tolley, III
J. Steven Patterson	John R. Schneider	Bridget C. Treacy
William S. Patterson	Howard E. Schreiber	Julie I. Ungerman
Michael P. F. Phelps	Jeffrey P. Schroeder	Surasak Vajasit (nmi)
Robert Dean Pope	Robert M. Schulman	Mark C. Van Deusen
Curtis D. Porterfield	P. Watson Seaman	C. Porter Vaughan, III
Laurence H. Posorske	James S. Seevers, Jr.	Emily Burkhardt Vicente
Kurtis A. Powell	Douglass P. Selby	Mark R. Vowell
Lewis F. Powell, III	Joel R. Sharp	Linda L. Walsh
J. Waverly Pulley, III	Michael R. Shebelskie	William A. Walsh, Jr.
Robert T. Quackenboss	Rita A. Sheffey	Lynnette R. Warman
Dionne C. Rainey	Ryan A. Shores	Abigail C. Watts-FitzGerald
Katherine E. Ramsey	Aaron P. Simpson	William L. Wehrum
John Jay Range	Jonathan G. Simpson	Peter G. Weinstock
Stuart A. Raphael	Jo Anne E. Sirkado	David B. Weisblat
John M. Ratino	Laurence E. Skinner	Malcolm C. Weiss
Robert S. Rausch	Thomas G. Slater, Jr.	Mark G. Weisshaar
Belynda B. Reck	Brooks M. Smith	Hill B. Wellford, Jr.
Baker R. Rector	Caryl Greenberg Smith	Kevin J. White
Shawn Patrick Regan	John R. ("J. R.") Smith	Jonathan M. Wilan
Sona Rewari (nmi)	Yisun Song (nmi)	Amy McDaniel Williams
Thomas A. Rice	Lisa J. Sotto	Holly H. Williamson
Jennings G. ("J. G.") Ritter, II	Joseph C. Stanko, Jr.	Michael G. Wilson
Kathy E. B. Robb	Marty Steinberg (nmi)	Evan D. Wolff
Daryl B. Robertson	Todd M. Stenerson	Allison D. Wood
Gregory B. Robertson	John J. Stenger	John W. Woods, Jr.
Patrick L. Robson	Gregory N. Stillman	David C. Wright
Robert M. Rolfe	Fradyn Suarez (nmi)	Richard L. Wyatt, Jr.
Ronald D. Rosener	C. Randolph Sullivan	Scott F. Yarnell
Michael Rosenthal (nmi)	R. Michael Sweeney, Jr.	William F. Young
Brent A. Rosser	Henry Talavera (nmi)	Lee B. Zeugin
William L. S. Rowe	Andrew J. Tapscott	Manida Zimmerman (nmi)
Marguerite R. Ruby	Robert M. Tata	
D. Alan Rudlin	Rodger L. Tate	
Mary Nash K. Rusher	W. Lake Taylor, Jr.	
D. Kyle Sampson	Wendell L. Taylor	
Karen M. Sanzaro	Robin Lyn Teskin	
Stephen M. Sayers	John Charles Thomas	
Arthur E. Schmalz	Gary E. Thompson	

(See Page 9 of 9 for former partners)

(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: September 26, 2011

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(enter date affidavit is notarized)

for Application No. (s): FDPA 82-P-069-06-12

(enter County-assigned application number (s))

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

(13)Hunton & Williams LLP (Continued)
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102

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

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

FORMER PARTNERS:

- Thomas E. Anderson
- Ted C. Craig
- John Deacon (nmi)
- Andrew A. Gerber
- Timothy S. Goettel
- Thomas M. Hughes
- Charles R. Monroe, Jr.
- Dearbhla Quigley (nmi)
- Jeremy R. Schwer
- Paul R. Tetlow
- Martin K. Thomas
- Timothy J. Toohey
- Thomas B. Trimble
- Melvin E. Tull, III
- Matthew J. Williams

(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: September 26, 2011
(enter date affidavit is notarized)

112 383a

for Application No. (s): FDPA 82-P-069-06-12
(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: September 26, 2011
(enter date affidavit is notarized)

112383a

for Application No. (s): FDPA 82-P-069-06-12
(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.)

Jon M. Peterson, agent for Applicant, has contributed in excess of \$100 each to Supervisor Cook and Supervisor Foust.
Steven B. Peterson, agent for Applicant, has contributed in excess of \$100 to Supervisor Bulova.
Francis A. McDermott, attorney for Applicant and a partner at Hunton & Williams, has contributed in excess of \$100 each to Supervisor Herrity, Supervisor Foust, Supervisor Bulova and Supervisor Cook.
John C. McGranahan, Jr., attorney for Applicant and a partner at Hunton & Williams, has contributed in excess of \$100 to Supervisor Cook.

(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.

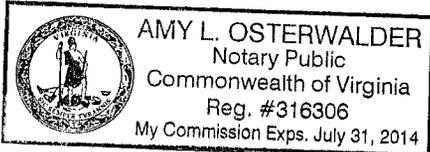
WITNESS the following signature:

(check one) Applicant Applicant's Authorized Agent
Jon M. Peterson
Jon M. Peterson, Agent for Applicant
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 26th day of September 2011, in the State/Comm. of VIRGINIA, County/City of FAIRFAX.

Amy L Osterwalder
Notary Public

My commission expires: 7-31-2014



Rezoning Attachment to Par. 3

DATE: September 26, 2011
(enter date affidavit is notarized)

112383a

for Application No. (s): FDPA 82-P-069-06-12
(enter County-assigned application number (s))

Thomas P. Murphy, a partner at Hunton & Williams, has contributed in excess of \$100 to Supervisor Cook.

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