



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 17, 2012

TO: Brent Krasner, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Bette R. Crane, Paralegal *[Signature]*
Office of the County Attorney

SUBJECT: Revised Affidavit
SEA 88-S-077-5
Applicant: Brookfield-Beverly Road Associates LP
BOS Hearing Date: 9/25/12

REF.: 115275

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 9/12/12, which bears my initials and is numbered 115275d, **in the supplemental Board package.**

Thank you for your cooperation.

Attachment

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

SPECIAL EXCEPTION AFFIDAVIT

DATE: September 12, 2012
(enter date affidavit is notarized)

I, Francis A. McDermott, 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

115275d

in Application No.(s): SEA 88-S-077-5
(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)
Brookfield-Beverly Road Associates Limited Partnership(1) Agents: Robert Frank Pence Stephen P. Pence	1359 Beverly Road, Suite 200 McLean, VA 22101	Applicant/Title Owner of Parcel 44-1-(9)-A/Agent for Title Owners of Parcels 44-1-(9)-B, C, D1, E2, F2, F3
Wal-Mart Real Estate Business Trust(2) Agent: Steven L. Mitcheal	702 SW 8th Street Bentonville, AR 72716	Title Owner of Parcel 44-1-(9)-B
Golden Brook, LLC(8) Agents: Robert Frank Pence Stephen P. Pence	1359 Beverly Road, Suite 200 McLean, VA 22101	Title Owner of Parcels 44-1-(9)-C, D1, E2, F2
Chantilly Hotel, LLC(9) Agents: Robert Frank Pence Stephen P. Pence	1359 Beverly Road, Suite 200 McLean, VA 22101	Title Owner of Parcel 44-1-(9)-F3

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(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)
Hunton & Williams LLP(12)	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
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
Urban Engineering & Associates, Inc. d/b/a Urban, Ltd.(13) Agents: Robert W. Brown Sara E. Sinclair Kyle M. Berseth	7712 Little River Turnpike Annandale, VA 22003	Engineers/Agents for Applicant
Bignell Watkins Hasser Architects, P.A., P.C.(14) Agent: George L. Hasser	One Park Place, Suite 250 Annapolis, MD 21401	Architects/Agents for Applicant
Jack Stone Sign Co., Inc.(15) Agent: Christopher J. Stone	3131 Pennsy Drive Landover, MD 20785	Designer/Agent for Applicant
Sunoco, Inc. (R&M)(16)	1735 Market Street, Suite LL Philadelphia, PA 19103	Lessee of a portion of the subject property
A C W Corporation(17)	101 Robinio Court, Suite 406 Newport, DE 19804	Lessee of a portion of the subject property
King of Northern Virginia(18)	P. O. Box 650728 Sterling, VA 20165	Lessee of a portion of the subject property
Chick-fil-A, Inc.(19)	5200 Buffington Road Atlanta, GA 30349-2998	Lessee of a portion of the subject property
Hooters of Chantilly (Virginia), LLC(21)	1815 The Exchange Atlanta, GA 30339	Lessee of a portion of the subject property

(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)

DATE: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(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)
McDonald's Corporation(28)	One McDonald's Plaza Oak Brook, IL 60523	Lessee of a portion of the subject property
Taco Bell of America, Inc.(29)	c/o Yum! Brands, Inc. 1441 Gardiner Lane Louisville, KY 40213	Lessee of a portion of the subject property
Davco Restaurants, Inc.(31)	1675 Crofton Boulevard Crofton, MD 21114	Lessee of a portion of the subject property

(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 AFFIDAVIT

DATE: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(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) (2)Wal-Mart Real Estate Business Trust
702 SW 8th Street
Bentonville, AR 72716

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)

Sole Managing Trustee: Karen L. Roberts
Sole Beneficiary: Wal-Mart Property Co.(3)

(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)

DATE: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(3)Wal-Mart Property Co.
702 SW 8th Street
Bentonville, AR 72716

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)

Wal-Mart Stores East, LP(4)

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

(5)WSE Investment, LLC
702 SW 8th Street
Bentonville, AR 72716

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)

Wal-Mart Stores East, LLC(6)

(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: September 12, 2012
(enter date affidavit is notarized)

115 275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(6) Wal-Mart Stores East, LLC
702 SW 8th Street
Bentonville, AR 72716

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)

Wal-Mart Stores, Inc.(7)

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

(7) Wal-Mart Stores, Inc.
702 SW 8th Street
Bentonville, AR 72716

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)

Publicly traded on the NYSE.

Two individuals are beneficial owners of Jim C. Walton
more than 10% of a class of stock: S. Robson Walton

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(8)Golden Brook, LLC
1359 Beverly Road
McLean, VA 22101

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 Frank Pence, Manager and Member
Beverly M. Dietz, Member

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

(9)Chantilly Hotel, LLC
1359 Beverly Road
McLean, VA 22101

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 Frank Pence, Manager/Member	MEMBERS:
Stephen P. Pence, Manager/Member	Brian F. Pence
	Susan S. Pence
	JKN Investment Co., L.P.(10)
	KRN Investment Co., L.P.(11)

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(13)Urban Engineering & Associates, Inc. d/b/a Urban, Ltd.
7712 Little River Turnpike
Annandale, VA 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)

J. Edgar Sears
Brian A. Sears

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

(14)Bignell Watkins Hasser Architects, P.A., P.C.
One Park Place, Suite 250
Annapolis, MD 21401

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)

Francis X. Watkins
George L. Hasser
Adil A. Nour
Richard J. Loeschke
Adeniyi A. Paul

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(13) Jack Stone Sign Co., Inc.
3131 Pennsy Drive
Landover, MD 20785

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)

Christopher J. Stone	Spencer D. Stone
Trevor A. Stone	John Patrick Stone
Todd E. Stone	
John A. Stone, Jr.	

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

(16) Sunoco, Inc. (R&M)
1735 Market Street, Suite LL
Philadelphia, PA 19103

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)

Publicly traded

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(17)A C W Corporation d/b/a Arby's
101 Robinio Court, Suite 406
Newport, DE 19804

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 D. Crawford
Danielle F. Taylor
Christian C. Gilligan

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

(19)Chick-fil-A, Inc.
5200 Buffington Road
Atlanta, GA 30349-2998

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)

Dan T. Cathy	S. Truett Cathy Irrevocable Trust U/A dated
Donald M. Cathy	5/17/79(20)
Trudy C. White	S. Truett Cathy Charitable Remainder
	Unitrust U/A dated 12/21/1993 f/b/o
	WinShape Foundation, Inc.(a GA Nonprofit 501(c)(3) organization)

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(21)Hooters of Chantilly (Virginia), LLC
1815 The Exchange
Atlanta, GA 30339

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)

Hooters of America, LLC(22)

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

(22)Hooters of America, LLC
1815 The Exchange
Atlanta, GA 30339

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)

HOA Restaurant Group, LLC(23)

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(23)HOA Restaurant Group, LLC
1815 The Exchange
Atlanta, GA 30339

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)

Owl Restaurant Holdings, LLC(24)

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

(24)Owl Restaurant Holdings, LLC
1815 The Exchange
Atlanta, GA 30339

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)

Owl Wings, LLC(25)

(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: September 12, 2012
(enter date affidavit is notarized)

1152754

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(25)Owl Wings, LLC
1815 The Exchange
Atlanta, GA 30339

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)

Night Owl, LLC(26)

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

(26)Night Owl, LLC
1815 The Exchange
Atlanta, GA 30339

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)

HOA Holdings, LLC(27)

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(27)HOA Holdings, LLC
1815 The Exchange
Atlanta, GA 30339

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)

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

(28)McDonald's Corporation
One McDonald's Plaza
Oak Brook, IL 60523

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)

Publicly Traded

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(29) Taco Bell of America, Inc.
c/o Yum! Brands, Inc.
1441 Gardiner Lane
Louisville, KY 40213

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)

Yum! Brands, Inc.(30)

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

(30) Yum! Brands, Inc.
1441 Gardiner Lane
Louisville, KY 40213

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)

Traded on the NYSE

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(31) Davco Restaurants, Inc.
1675 Crofton Boulevard
Crofton, MD 21114

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)

MSD Capital, L.P.(32)
Harvey Rothstein(nmi)
David J. Norman
Richard H. Borchers

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.

SPECIAL EXCEPTION AFFIDAVIT

DATE: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(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)
(1) Brookfield-Beverly Road Associates Limited Partnership
1359 Beverly Road
McLean, VA 22102

(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:

Robert Frank Pence
Beverly M. Dietz

LIMITED PARTNERS:

Susan S. Pence
Geoffrey W. Pence
Stephen P. Pence
Brian F. Pence

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(4)Wal-Mart Stores East, LP
702 SW 8th Street
Bentonville, AR 72716

(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:

WSE Investment, LLC(5)

LIMITED PARTNER:

WSE Management, LLC

Owns less than 10% of Wal-Mart Real Estate Business Trust

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(10)JKN Investment Co., L.P.
565 Deadmore Street
Abingdon, VA 24210

(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:

J. Kevin Nicewonder

LIMITED PARTNERS:

Kim K. Nicewonder
John N. Nicewonder
Caroline G. Nicewonder

(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: September 12, 2012
(enter date affidavit is notarized)

115295d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(11)KRN Investment Co., L.P.
21665 Plantation Road
Bristol, VA 24202

(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:

Kenneth R. Nicewonder

LIMITED PARTNERS:

Kenneth Reid Nicewonder II
Donald Ross Nicewonder

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(12)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	Ferdinand A. Calice	Phillip J. Eskenazi
Robert A. Acosta-Lewis	Matthew J. Calvert	Joseph P. Esposito
Lawrence C. Adams	Daniel M. Campbell	Kelly L. Faglioni
Michael F. Albers	Thomas H. Cantrill	Susan S. Failla
Virginia S. Albrecht	Curtis G. Carlson	Eric H. Feiler
Kenneth J. Alcott	Jean Gordon Carter	Kevin C. Felz
Fernando C. Alonso	Charles D. Case	Edward F. Fernandes
Walter J. Andrews	Thomas J. Cawley	Norman W. Fichthorn
Heather S. Archer	James N. Christman	Andrea Bear Field
Charles E. G. Ashton	Whittington W. Clement	Kevin J. Finto
L. Scott Austin	Herve' Cogels (nmi)	Melanie Fitzgerald (nmi)
Ian Phillip Band	Cassandra C. Collins	Michael F. Fitzpatrick, Jr.
Sean M. Beard	Stacy M. Colvin	Robert N. Flowers
John J. Beardsworth, Jr.	Terence G. Connor	William M. Flynn
Steven H. Becker	S. Gregory Cope	Laura M. Franze
Stephen John Bennett	Cameron N. Cosby	Lauren E. Freeman
Melinda R. Beres	Cyane B. Crump	Steven C. Friend
Lucas Bergkamp (nmi)	Ashley Cummings (nmi)	Edward J. Fuhr
Lon A. Berk	Alexandra B. Cunningham	Charles A. Gall
Mark B. Bierbower	William D. Dannelly	Daniel C. Garner
Stephen R. Blacklocks	Samuel A. Danon	Douglas M. Garrou
Jeffrey M. Blair	Barry R. Davidson	Richard D. Gary
Matthew P. Boshier	John A. Decker	John T. Gerhart, Jr.
James W. Bowen	John J. Delionado	Jeffrey W. Giese
Lawrence J. Bracken, II	Stephen P. Demm	Neil K. Gilman
James P. Bradley	Dee Ann Dorsey	C. Christopher Giragosian
Sheldon T. Bradshaw	Edward L. Douma	Douglas S. Granger
David F. Brandley, Jr.	Mark S. Dray	Laurie A. Grasso
Craig A. Bromby	Sean P. Ducharme	J. William Gray, Jr.
Benjamin P. Browder	Deidre G. Duncan	Charles E. Greef
A. Todd Brown, Sr.	Roger Dyer (nmi)	Christopher C. Green
Tyler P. Brown	Frederick R. Eames	Robert J. Grey, Jr.
F. William Brownell	Maya M. Eckstein	Greta T. Griffith
Kevin J. Buckley	W. Jeffery Edwards	Brett L. Gross
Kristy A. Niehaus Bulleit	John C. Eichman	Bradley W. Grout
Joseph B. Buonanno	Emmett N. Ellis	Steven M. Haas
Nadia S. Burgard	Edward W. Elmore, Jr.	Miles B. Haberer
Eric R. Burner	Frank E. Emory, Jr.	Brian L. Hager
M. Brett Burns	Juan C. Enjamio	Robert J. Hahn
P. Scott Burton	John D. Epps	Jarrett L. Hale
Ellis M. Butler	Patricia K. Epps	Eric J. Hanson

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(12)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**)

Ronald M. Hanson
Jason W. Harbour
Ray V. Hartwell, III
Jeffrey L. Harvey
John D. Hawkins
Rudene Mercer Haynes
Mark S. Hedberg
Colleen Heisey (nmi)
Michael S. Held
Gregory G. Hesse
David A. Higbee
Thomas Y. Hiner
D. Bruce Hoffman
Robert E. Hogfoss
John R. Holzgraefe
Cecelia Philipps Horner
George C. Howell, III
Kevin F. Hull
Donald P. Irwin
Jamie Zysk Isani
Judith H. Itkin
Makram B. Jaber
Timothy L. Jacobs
Lori Elliott Jarvis
Matthew D. Jenkins
Andrew E. Jillson
Harry M. Johnson, III
James A. Jones, III
Kevin W. Jones
Laura Ellen Jones
Dan J. Jordanger
Roland Juarez (nmi)
Thomas R. Julin
W. Alan Kailer
Andrew Kamensky (nmi)
Joseph C. Kearfott
Michael G. Keeley
G. Roth Kehoe, II
David A. Kelly
Douglas W. Kenyon
Michael C. Kerrigan

Ryan T. Ketchum
• Scott H. Kimpel
Robert A. King
Edward B. Koehler
John T. Konther
Torsten M. Kracht
Christopher G. Kulp
David Craig Landin
Gregory F. Lang
David C. Lashway
Andrew W. Lawrence
Daniel M. LeBey
Bradley T. Lennie
L. Steven Leshin
Catherine D. Little
Steven R. Loeshelle
David C. Lonergan
David S. Lowman, Jr.
Michael J. Madden, Jr.
Tyler Maddry (nmi)
Kimberly M. Magee
Manuel E. Maisog
Douglas M. Mancino
Alan J. Marcuis
Brian R. Marek
Fernando Margarit (nmi)
Stephen S. Maris
Thelma Marshall (nmi)
Jeffrey N. Martin
John S. Martin
J. Michael Martinez de Andino
Walfrido J. Martinez
Joseph Clarke Mathews
Laurie Uustal Mathews
John Gary Maynard, III
Fraser A. McAlpine
William H. McBride
Michael C. McCann
T. Allen McConnell
Francis A. McDermott
Alexander G. McGeoch

John C. McGranahan, Jr.
Gustavo J. Membiela
Mark W. Menezes
Gary C. Messplay
Peter J. Mignone
Patrick E. Mitchell
Jack A. Molenkamp
T. Justin Moore, III
Thurston R. Moore
Robert J. Morrow
Ann Marie Mortimer
Michael J. Mueller
Eric J. Murdock
Frank J. Murphy, Jr.
Ted J. Murphy
Thomas P. Murphy
David A. Mustone
James P. Naughton
Wim Nauwelaerts (nmi)
Michael Nedzbala (nmi)
Henry V. Nickel
Lonnie D. Nunley, III
Michael A. Oakes
Peter K. O'Brien
John T. O'Connor
Leslie A. Okinaka
John D. O'Neill, Jr.
Pam Gates O'Quinn
Michael A. O'Shea
Brian V. Otero
Raj Pande (nmi)
Randall S. Parks
Peter S. Partee, Sr.
J. Steven Patterson
William S. Patterson
Robert Dean Pope
Curtis D. Porterfield
Laurence H. Posorske
Kurtis A. Powell
Lewis F. Powell, III
J. Waverly Pulley, III

(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.

• added since 8/29/12

Special Exception Attachment to Par. 1(c)

DATE: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(12)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**)

Robert T. Quackenboss
Dionne C. Rainey
Katherine E. Ramsey
John Jay Range
Stuart A. Raphael
Robert S. Rausch
Belynda B. Reck
Baker R. Rector
Shawn Patrick Regan
Sona Rewari (nmi)
Thomas A. Rice
Michael P. Richman
Jennings G. ("J. G.") Ritter, II
Kathy E. B. Robb
Daryl B. Robertson
Gregory B. Robertson
Patrick L. Robson
Robert M. Rolfe
Ronald D. Rosener
Brent A. Rosser
● Ronald L. Rubin
William L. S. Rowe
Marguerite R. ("Rita") Ruby
D. Alan Rudlin
Mary Nash K. Rusher
D. Kyle Sampson
Karen M. Sanzaro
Stephen M. Sayers
Arthur E. Schmalz
Gregory J. Schmitt
John R. Schneider
Howard E. Schreiber
Jeffrey P. Schroeder
Robert M. Schulman
Carl F. Schwartz
P. Watson Seaman
James S. SeEVERS, Jr.
Douglass P. Selby
Joel R. Sharp
Michael R. Shebelskie
Rita A. Sheffey

Ryan A. Shores
George P. Sibley, III
Donald F. Simone
Aaron P. Simpson
Jo Anne E. Sirgado
Laurence E. Skinner
Thomas G. Slater, Jr.
Brooks M. Smith
Caryl Greenberg Smith
John R. ("J. R.") Smith
Yisun Song (nmi)
Lisa J. Sotto
Joseph C. Stanko, Jr.
Todd M. Stenerson
John J. Stenger
Gregory N. Stillman
Fradyn Suarez (nmi)
Yeongyo Anna Suh
C. Randolph Sullivan
Jeffrey M. Sullivan
Andrew J. Tapscott
Robert M. Tata
Rodger L. Tate
W. Lake Taylor, Jr.
Wendell L. Taylor
Robin Lyn Teskin
John Charles Thomas
Gary E. Thompson
B. Cary Tolley, III
Bridget C. Treacy
Julie I. Ungerman
Surasak Vajasit (nmi)
Mark C. Van Deusen
C. Porter Vaughan, III
Emily Burkhardt Vicente
Daniel G. Vivarelli, Jr.
Mark R. Vowell
Amanda L. Wait
Linda L. Walsh
William A. Walsh, Jr.
Lynnette R. Warman

William L. Wehrum
Peter G. Weinstock
Malcolm C. Weiss
Mark G. Weisshaar
Kevin J. White
Jonathan M. Wilan
Amy McDaniel Williams
Mitchell G. Williams
Holly H. Williamson
Michael G. Wilson
Evan D. Wolff
Allison D. Wood
John W. Woods, Jr.
David C. Wright
Richard L. Wyatt, Jr.
Scott F. Yarnell
David R. Yates
William F. Young
Lee B. Zeugin
Manida Zimmerman (nmi)

FORMER PARTNERS:

Chris M. Amantea
Douglas M. Berman
Michael J. Blayney
Joseph C. Edwards
Bruce W. Moorhead, Jr.

(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.

● added since 8/29/12

Special Exception Attachment to Par. 1(c)

DATE: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(18)King of Northern Virginia
P. O. Box 650728
Sterling, VA 20165

(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 F. Jarratt
William L. Scarbrough
Patricia M. Scarbrough
Shelby J. Scarbrough

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(20)S. Truett Cathy Irrevocable Trust U/A dated 5/17/1979
5200 Buffington Road
Atlanta, GA 30349

(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**)

BENEFICIARIES:

Andrew T. Cathy
Daniel R. Cathy
Samuel M. Cathy
James D. Cathy
Rachel M. Cathy
Seth M. Cathy
Joseph L. Cathy
Joy W. Wilbanks
John W. White IV
Angela W. Fielder
David E. White
with one minor child

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(enter County-assigned application number (s))

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

(32)MSD Capital, L.P.
645 Fifth Avenue, 21st Floor
New York, NY 10022-5910

(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)

Michael S. Dell, General & Limited Partner

(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: September 12, 2012
(enter date affidavit is notarized)

115275d

for Application No. (s): SEA 88-S-077-5
(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 88-S-077-5
(county-assigned application number(s), to be entered by County Staff)

SPECIAL EXCEPTION AFFIDAVIT

DATE: September 12, 2012
(enter date affidavit is notarized)

115275 d

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.)

- Robert Frank Pence, Agent for Applicant, contributed in excess of \$100 to Supervisor Herry.
- Robert Frank Pence, Agent for Applicant, contributed in excess of \$100 to Supervisor Frey on behalf of Pence-Friedel Developers, Inc., now known as The Pence Group, and on behalf of The Pence Group, neither of which corporation is a party to this application.
- Francis A. McDermott, Attorney for Applicant, contributed in excess of \$100 to Supervisor Herry.

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:

Francis A. McDermott

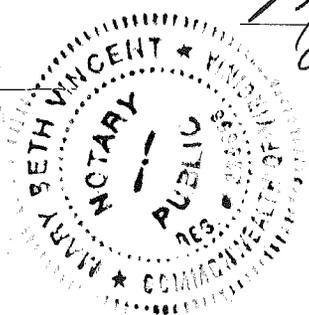
(check one) Applicant Applicant's Authorized Agent

Francis A. McDermott, Attorney and Agent for Applicant
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 12th day of September 20 12, in the State/Comm. of Virginia, County/City of Fairfax.

My commission expires: 3/31/13

Mary Beth Vincent
Notary Public
Ref. No. 299668



• added since 8/29/12