



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 25, 2012

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

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

SUBJECT: Revised Affidavit
RZ/FDP 2012-PR-009
Applicant: Prosperity Metro Plaza of Virginia, LLC
PC Hearing Date: 10/4/12
BOS Hearing Date: 10/16/12

REF.: 115806

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 9/24/12, which bears my initials and is numbered 115806b, in the final Board package. Copies of the revised affidavit will be delivered to the Planning Commission prior to the scheduled.

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

REZONING AFFIDAVIT

DATE: September 24, 2012
(enter date affidavit is notarized)

I, Sarah E. Hall, 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 *1158066*

in Application No.(s): RZ 2012-PR-009
(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)
Prosperity Metro Plaza of Virginia, LLC Nicholas R. Smith	7600 Wisconsin Avenue Bethesda, Maryland 20814	Applicant/Title Owner of TM 49-1((13)) 19B Agent
Board of Supervisors of Fairfax County, Virginia Edward L. Long Jr., County Executive	12000 Government Center Parkway Fairfax, Virginia 22035	Title Owner of portion of Dorr Avenue to be vacated Agent
Walter L. Phillips, Inc. Jeffrey J. Stuchel Monica R. Westgate	207 Park Avenue Falls Church, Virginia 22046	Engineers/Agents Agent Agent

(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 24, 2012
(enter date affidavit is notarized)

115806-6

for Application No. (s): RZ 2012-PR-009
(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)
Blankingship & Keith, P.C. Sarah E. Hall Jeremy B. Root	4020 University Dr. Suite 300 Fairfax, VA 22030	Attorneys/Agents Attorney/Agent Attorney/Agent
Davis, Carter, Scott LTD. Claude Robert Atkinson	1676 International Drive Suite 500 McLean, VA 22102	Architects/Agents for Applicant/Title Owner Agent
M. J. Wells & Associates, Inc. Robin L. Antonucci William F. Johnson Brian J. Horan	1420 Spring Hill Road, Suite 600 McLean, VA 22102	Transportation Engineers/Agents for Applicant/Title Owner Agent Agent Agent

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

Page Two

REZONING AFFIDAVIT

DATE: September 24, 2012
(enter date affidavit is notarized)

1158066

for Application No. (s): RZ 2012-PR-009
(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, **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)
Prosperity Metro Plaza of Virginia, LLC
7600 Wisconsin Avenue
Bethesda, Maryland 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 SHAREHOLDERS: (enter first name, middle initial, and last name)

Coakley Prosperity of Virginia, LLC
FP Metro Place, LLC

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

FP Metro Place, LLC - Managing Member
Coakley Prosperity of Virginia, LLC - Member

(check if applicable) 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 24, 2012
(enter date affidavit is notarized)

1158066

for Application No. (s): RZ 2012-PR-009
(enter County-assigned application number (s))

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

Coakley Prosperity of Virginia, LLC
7732 Lee Highway
Falls Church, Virginia 22042

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Cornelius J. Coakley Maria Coakley David Revocable Living Trust
Liam F. Coakley Ellen P. Coakley Revocable Living Trust
Michael D. Coakley

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

Managing Member: Maria Coakley David

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

Maria Coakley David Revocable Living Trust
7732 Lee Highway
Falls Church, Virginia 22042

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Sole Beneficiary: Maria Coakley David

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

N/A

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

Rezoning Attachment to Par. 1(b)

DATE: September 24, 2012
(enter date affidavit is notarized)

1158066

for Application No. (s): RZ 2012-PR-009
(enter County-assigned application number (s))

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

Ellen P. Coakley Revocable Living Trust
7732 Lee Highway
Falls Church, Virginia 22042

DESCRIPTION OF CORPORATION: (check one statement)

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

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

Sole Beneficiary: Ellen P. Coakley

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

N/A

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

FP Metro Place, LLC
7600 Wisconsin Avenue
Bethesda, Maryland 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)

First Potomac Realty Investment Limited Partnership

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

Douglas J. Donatelli, Chief Executive Officer
 Barry H. Bass, Executive Vice President and Chief Financial Officer (former as of 9/11/12)
 Joel F. Bonder, Executive Vice President, General Counsel and Secretary
 Andrew P. Blocher, Executive Vice President and Chief Financial Officer (effective 10/8/12)

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

Rezoning Attachment to Par. 1(b)

DATE: September 24, 2012
(enter date affidavit is notarized)

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for Application No. (s): RZ 2012-PR-009
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code) (Continued)
FP Metro Place, LLC
7600 Wisconsin Avenue
Bethesda, Maryland 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 SHAREHOLDER: (enter first name, middle initial, and last name)
First Potomac Realty Investment Limited Partnership

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
James H. Dawson, Executive Vice President and Chief Operating Officer
Nicholas R. Smith, Executive Vice President, Chief Investment Officer
Michael H. Comer, Senior Vice President and Chief Accounting Officer

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code) (Continued)
FP Metro Place, LLC
7600 Wisconsin Avenue
Bethesda, Maryland 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)
First Potomac Realty Investment Limited Partnership

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Ernest D. Jarvis, Senior Vice President
Timothy M. Zulick, Senior Vice President, Leasing
Anthony R. Beck, Vice President
Krista Bean Dorrian, 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.
John E. Sadlik, Vice President
Judy Tria, Vice President
Matthew L. Wilson, Vice President
Patrick Kelly, Assistant Secretary

Rezoning Attachment to Par. 1(b)

DATE: September 24, 2012
(enter date affidavit is notarized)

1158066

for Application No. (s): RZ 2012-PR-009
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
First Potomac Realty Trust
7600 Wisconsin Avenue
Bethesda, Maryland 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 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.**) Douglas J. Donatelli, Chief Executive Officer; Barry H. Bass, Executive Vice President and Chief Financial Officer (former as of 9/11/12); Andrew P. Blocher, Executive Vice President and Chief Financial Officer (effective 10/8/12); Joel F. Bonder, Executive Vice President, General Counsel and Secretary; James H. Dawson, Executive Vice President and Chief Operating Officer; Nicholas R. Smith, Executive Vice President, Chief Investment Officer; Michael H. Comer, Senior Vice President and Chief Accounting Officer; Ernest D. Jarvis, Senior Vice President; Timothy M. Zulick, Senior Vice President, Leasing; Krista Bean Dorrian, Vice President, Assistant Secretary.

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
First Potomac Realty Trust (cont.)
7600 Wisconsin Avenue
Bethesda, Maryland 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)

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**) Amy Barker, Vice President; Anthony R. Beck, Vice President; Patrick Kelly, Vice President; John E. Sadlik, Vice President; Judy Tria, Vice President; Matthew L. Wilson, Vice President; Robert H. Arnold, Board Member/Trustee; Richard B. Chess, Board Member/Trustee; J. Roderick Heller, III, Board Member/Trustee; R. Michael McCullough, Board Member/Trustee; Alan G. Merten, Board Member/Trustee; Terry L. Stevens, Board Member/Trustee
(check if applicable) There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)

DATE: September 24, 2012
(enter date affidavit is notarized)

1158060

for Application No. (s): RZ 2012-PR-009
(enter County-assigned application number (s))

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

Walter L. Phillips, Inc.
207 Park Avenue
Falls Church, Virginia 22046

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)

Jeffrey J. Stuchel
Brian G. Baillargeon
Aaron M. Vinson

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

N/A

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

Blankingship & Keith, P.C.
4020 University Dr., Suite 300
Fairfax, VA 22030

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.

ALL SHAREHOLDERS LISTED

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

John A.C. Keith	Peter S. Everett	Robert J. Stoney	Gifford R. Hampshire	Jeremy B. Root
William H. Casterline Jr.	David Rust Clarke	Wm. Quinton Robinson	William L. Carey	Daniel E. Ortiz
Sarah E. Hall	David J. Gogal	John F. Cafferky	Mary McGowan	
Paul B. Terpak	Elizabeth C. Morrogh	William B. Porter	Mark A. Towery	

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

N/A

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

Rezoning Attachment to Par. 1(b)

DATE: September 24, 2012
(enter date affidavit is notarized)

1158066

for Application No. (s): RZ 2012-PR-009
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Davis, Carter, Scott LTD.
1676 International Drive, Suite 500
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)
Patricia A. Appleton Christine C. Garrity Douglas N. Carter
Claude Robert Atkinson Christopher L. Garwood Lena I. Scott
Marcia K. Calhoun Alan K. Houde

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

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
M. J. Wells & Associates, Inc.
1420 Spring Hill Road, Suite 600
McLean, 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 SHAREHOLDERS: (enter first name, middle initial, and last name)
MJ Wells & Associates Employee Stock Ownership Trust
All employees are eligible plan 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.)
N/A

(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 AFFIDAVIT

DATE: September 24, 2012
(enter date affidavit is notarized)

1158066

for Application No. (s): RZ 2012-PR-009
(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, number, street, city, state and zip code)

First Potomac Realty Investment Limited Partnership
7600 Wisconsin Avenue
Bethesda, Maryland 20814

(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 Partner: First Potomac Realty Trust

Limited Partners: * None of the limited partners identified with an asterisk (*) owns 10% or more of First Potomac Realty Investment Limited Partnership or of Prosperity Metro Plaza of Virginia LLC.

Table with 3 columns listing partners and their titles. Partners include William McKnight, Stephen D. Harlan, Dominic Schiattareggia, Hugo Schiattareggia, Shared Earth Foundation, Elaine Rosensweig Trust, Natalie R. Abrams, Somerset Holdings, Inc., Paul Abrans, Isikoff Family LP, Kenneth L. Marks, Phyllis Feder, Stephen H. Friedlander, Leonard Sloan, Gerald Herb, Ian and Linda Kramer, Dr. Frank Kamer, Gail Kamer, John Decker, and David Decker.

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

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

Rezoning Attachment to Par. 1(c)

DATE: September 24, 2012
(enter date affidavit is notarized)

115806-5

for Application No. (s): RZ 2012-PR-009
(enter County-assigned application number (s))

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

First Potomac Realty Investment Limited Partnership (cont.)
7600 Wisconsin Avenue
Bethesda, Maryland 20814

(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)

- Lawrence W. Abrams *
- Jennifer R. Abrams *
- Kenneth and Ellen Marks *
- Lowell and Bonnie Baler *
- Andrew Isikoff *
- Marguerite Berger *
- Terry Berger *
- Evic Berger Gilbert and Rona Eisner *
- Gilbert and Rona Eisner *
- KLD-HMG Ltd. *
- Shari D. Goodman and Harvey M. Goodman *
- Andrew New *
- Dorothy Rabkin *
- James Scott, Jr. and Terri D. Scott *
- David A. Sisen *
- Lucy Chang & Dennis Wang *
- AKB Family, LLC *
- The Nancy & Marc Duber Family, LLC *
- TZG II Investment LLC *
- LVC LLC *
- MacKenzie Fibres International, Inc. *
- VJM LLC *
- Stephen A. Goldberg *
- Brian B. Goldberg Generational Trust *
- Lauren B. Goldberg Generational Trust *
- Stuart W. Goldberg Generational Trust *

(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 24, 2012
(enter date affidavit is notarized)

115806-6

for Application No. (s): RZ 2012-PR-009
(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 24, 2012
(enter date affidavit is notarized)

1158066

for Application No. (s): RZ 2012-PR-009
(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.)

Blankingship & Keith P.C. retained as an expert witness James R. Hart, who is a member of the Planning Commission and the Board of Zoning Appeals.

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

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

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one) [] Applicant [x] Applicant's Authorized Agent
Sarah E. Hall, Attorney/Agent
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 24 day of September 20 12, in the State of Virginia, County/City of Fairfax.

Susanna Price
Notary Public



My commission expires: 4-30-2014