



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: October 5, 2012

TO: Bobby Katai, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: Revised Affidavit
PCA 2004-PR-044
Applicant: Tysons Corner Property Holdings, LLC/Tysons Corner Holdings
LLC
BOS Hearing Date: 10/16/12

REF.: 116320

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 10/2/12, which bears my initials and is numbered 116320b, **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

REZONING AFFIDAVIT

DATE: October 2, 2012
(enter date affidavit is notarized)

I, Randy L. Brant, do hereby state that I am an
(enter name of applicant or authorized agent)

(check one) [X] applicant
[] applicant's authorized agent listed in Par. 1(a) below

1163206

in Application No.(s): PCA 2004-PR-044
(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.)

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Contains two entries for Tysons Corner Property Holdings LLC and Tysons Corner Holdings LLC, listing agents and relationships to parcels 35A.

(check if applicable) [X] 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).

• added since printing the Staff Report dated 9/4/12.

Rezoning Attachment to Par. 1(a)

DATE: October 2, 2012
 (enter date affidavit is notarized)

1163204

for Application No. (s): PCA 2004-PR-044
 (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)
PHR&A, A Pennoni Company Agents: Eric C. Brunner Helman A. Castro Douglas R. Kennedy Robert A. Munse Thomas Davis Rust Jeffrey (nmi) Smeraldo David H. Steigler Edward H. Venditti Davis M. Wise (former) Susan S. Wolford	14532 Lee Road Chantilly, VA 20151	Engineer/Agent
Cooley LLP Agents: Antonio J. Calabrese Mark C. Looney Colleen P. Gillis Snow Jill S. Parks Brian J. Winterhalter Shane M. Murphy Jeffrey A. Nein Ben I. Wales Molly M. Novotny	One Freedom Square, Reston Town Center 11951 Freedom Drive, Suite 1500 Reston, VA 20190	Attorneys/Agent
Kettler Inc. Agents: Robert C. Kettler Andrew W. Buchanan Sean H. Curtin Asheel P. Shah Pamela B. Tyrrell Brian P. Andrews	1751 Pinnacle Drive #700 McLean, VA 22102	Developer/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.

REZONING AFFIDAVIT

DATE: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(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)
Tysons Corner Property Holdings LLC
c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)
Tysons Corner Property LLC

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer,** etc.)
Officers - None
Directors - None

(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: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Tysons Corner Property LLC, c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)
Alaska Permanent Fund Corporation
MACW Tysons, LLC

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
Officers - none (a member managed limited liability company)
Directors - none

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Alaska Permanent Fund Corporation
801 West 10th, Suite 302
Juneau, AK 99801

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)
Alaska Permanent Fund Corporation is owned by the State of Alaska

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
William G. Moran, Jr., Chair Steven A. Rieger, Vice Chair Stephen G. Frank, Trustee
Carl F. Brady, Jr., Trustee Bryan D. Butcher, Trustee Lawrence L. Hartig, Esq., Trustee
Michael J. Burns, CEO, Exec. Dir., Secretary & Treasurer

(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: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

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

Tysons Corner Holdings LLC, c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)

Tysons Corner LLC

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

Directors - None
Officers: None (a member managed limited liability company)

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

Tysons Corner LLC, c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)

Alaska Permanent Fund Corporation
MACW Tysons, LLC

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

Directors - None
Officers - None (a member managed limited liability company)

(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: October 2, 2012
(enter date affidavit is notarized)

1163204

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

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

MACW Tysons, LLC, c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)

MACWH, LP

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

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

Arthur M. Coppola, Chair & CEO	Edward C. Coppola, Pres.	Thomas J. Leanse, SEVP, CLO & Sec.	Dana K. Anderson, Vice Chair
Thomas E. O'Hern, SEVP, CFO & Treas.	Randy L. Brant, EVP	Robert D. Perlmutter, EVP	Eric V. Salo, EVP
Michael J. Busenhart, SVP	Robert F. Beffa, SVP	Chet A. Cramin, SVP	Christopher J. Facas, SVP

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

MACW Tysons, LLC, c/o The Macerich Company (continued)
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)

MACWH, LP

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

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

Madonna R. Shannon, SVP & Ass. Sec.	Don M. Foster, SVP	Doug J. Healey, SVP	Christopher J. Zecchini, SVP
Mark A. Jacoby, SVP	John P. Jones, SVP	David M. Short, SVP	Scott W. Kingsmore, SVP
Gene M. Kruger, SVP	Tom J. Pendergrast, SVP	Stephen L. Spector, SVP	Tim J. Steffan, SVP
Thomas C. Unis, SVP	Kenneth (nmi) Volk, SVP	Richard A. Bayer, SEVP, CLO & Sec. (former)	Directors: None

(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: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Walleye Retail Investments LLC, c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)

Macerich Walleye LLC - Managing Member
Walleye LLC - Member

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

Arthur M. Coppola, Chair & CEO	Edward C. Coppola, Pres.	Thomas J. Leanse, SEVP, CLO & Sec.	Dana K. Anderson, Vice Chair
Thomas E. O'Hern, SEVP, CFO & Treas.	Randy L. Brant, EVP	Robert D. Perlmutter, EVP	Eric V. Salo, EVP
Michael J. Busenhart, SVP	Robert F. Beffa, SVP	Chet A. Cramin, SVP	Christopher J. Facas, SVP

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

Walleye Retail Investments LLC, c/o The Macerich Company (continued)
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)

Macerich Walleye LLC - Managing Member
Walleye LLC - Member

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

Madonna R. Shannon, SVP & Ass. Sec.	Don M. Foster, SVP	Doug J. Healey, SVP	Christopher J. Zecchini, SVP
Mark A. Jacoby, SVP	John P. Jones, SVP	David M. Short, SVP	Scott W. Kingsmore, SVP
Genene M. Kruger, SVP	Tom J. Pendergrast, SVP	Stephen L. Spector, SVP	Tim J. Steffan, SVP
Thomas C. Unis, SVP	Kenneth (nmi) Volk, SVP	Richard A. Bayer, SEVP, CLO & Sec. (former)	Directors: None

(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: October 2, 2012
(enter date affidavit is notarized)

1163202

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Macerich Walleye LLC, c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)
The Macerich Partnership, L.P.

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

Arthur M. Coppola, Chair & CEO	Edward C. Coppola, Pres.	Thomas J. Leanse, SEVP, CLO & Sec.	Dana K. Anderson, Vice Chair
Thomas E. O'Hern, SEVP, CFO & Treas.	Randy L. Brant, EVP	Robert D. Perlmutter, EVP	Eric V. Salo, EVP
Michael J. Busenhart, SVP	Robert F. Beffa, SVP	Chet A. Cramin, SVP	Christopher J. Facas, SVP

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Macerich Walleye LLC, c/o The Macerich Company (continued)
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)
The Macerich Partnership, L.P.

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

Madonna R. Shannon, SVP & Ass. Sec.	Don M. Foster, SVP	Doug J. Healey, SVP	Christopher J. Zecchini, SVP
Mark A. Jacoby, SVP	John P. Jones, SVP	David M. Short, SVP	Scott W. Kingsmore, SVP
Gene M. Kruger, SVP	Tom J. Pendergrast, SVP	Stephen L. Spector, SVP	Tim J. Steffan, SVP
Thomas C. Unis, SVP	Kenneth (nmi) Volk, SVP	Richard A. Bayer, SEVP, CLO & Sec. (former)	Directors: None

(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: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

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

Walleye LLC, c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)

The Macerich Partnership, L.P.

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

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

Arthur M. Coppola, Chair & CEO	Edward C. Coppola, Pres.	Thomas J. Leanse, SEVP, CLO & Sec.	Dana K. Anderson, Vice Chair
Thomas E. O'Hern, SEVP, CFO & Treas.	Randy L. Brant, EVP	Robert D. Perlmutter, EVP	Eric V. Salo, EVP
Michael J. Busenhart, SVP	Robert F. Beffa, SVP	Chet A. Cramin, SVP	Christopher J. Facas, SVP

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

Walleye LLC, c/o The Macerich Company (continued)
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)

The Macerich Partnership, L.P.

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

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

Madonna R. Shannon, SVP & Ass. Sec.	Don M. Foster, SVP	Doug J. Healey, SVP	Christopher J. Zecchini, SVP
Mark A. Jacoby, SVP	John P. Jones, SVP	David M. Short, SVP	Scott W. Kingsmore, SVP
Gene M. Kruger, SVP	Tom J. Pendergrast, SVP	Stephen L. Spector, SVP	Tim J. Steffan, SVP
Thomas C. Unis, SVP	Kenneth (nmi) Volk, SVP	Richard A. Bayer, SEVP, CLO & Sec. (former)	Directors: None

(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: October 2, 2012
(enter date affidavit is notarized)

1163200

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

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

The Macerich Company (public REIT)
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)

Publicly traded as MAC on the NYSE

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

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

Arthur M. Coppola, Chair & CEO	Edward C. Coppola, Pres.	Thomas J. Leanse, SEVP, CLO & Sec.	Dana K. Anderson, Vice Chair
Thomas E. O'Hern, SEVP, CFO & Treas.	Randy L. Brant, EVP	Robert D. Perlmutter, EVP	Eric V. Salo, EVP

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

The Macerich Company (public REIT) (continued)
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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 as MAC on the NYSE

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

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

Michael J. Busenhart, SVP	Robert F. Beffa, SVP	Chet A. Cramin, SVP	Christopher J. Facas, SVP
Madonna R. Shannon, SVP & Ass. Sec.	Don M. Foster, SVP	Doug J. Healey, SVP	Christopher J. Zecchini, SVP
Richard A. Bayer, SEVP, CLO & Sec. (former)			

(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: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
The Macerich Company (public REIT) (continued)
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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)
Publicly traded as MAC on the NYSE

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)
Mark A. Jacoby, SVP John P. Jones, SVP David M. Short, SVP Scott W. Kingsmore, SVP
Genene M. Kruger, SVP Tom J. Pendergrast, SVP Stephen L. Spector, SVP Tim J. Steffan, SVP

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
The Macerich Company (public REIT) (continued)
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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 as MAC on the NYSE

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)
Thomas C. Unis, SVP Kenneth (nmi) Volk, SVP Douglas (nmi) Abbey, Dir. Dana K. Anderson, Dir. Arthur M. Coppola, Dir.
Edward C. Coppola, Dir. Fred S. Hubbell, Dir. Diana M. Laing, Dir. Stanley A. Moore, Dir.
Mason G. Ross, Dir. William P. Sexton, Dir. James. S. Cownie, Dir. (former)

(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: October 2, 2012
(enter date affidavit is notarized)

1163202

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
PHR&A, A Pennoni Company
14532 Lee Road
Chantilly, VA 20151

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)
Pennoni Associates, Inc. (PAI)

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)
Pennoni Associates, Inc. (PAI)
3001 Market Street, 2nd Floor
Philadelphia, PA 19104

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)

Celestino R. Pennoni
Pennoni Associates, Inc. (PAI) E.S.O.P. (Employee Stock Option Plan - all employees are eligible plan participants; however, no one employee owns more than 10% 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.)

(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: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

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

Kettler Inc.
1751 Pinnacle Drive #700
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)

Robert C. Kettler

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

Robert C. Kettler, Chairman
Andrew W. Buchanan, President
Sean H. Curtin, Secretary

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.

REZONING AFFIDAVIT

DATE: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(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)

Cooley LLP
One Freedom Square, Reston Town Center
11951 Freedom Drive, Suite 1500
Reston, VA 20190

(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)

- | | | |
|--------------------------|-------------------------|---------------------------|
| Gian-Michele a Marca | Keith J. Berets | Nicole C. Brookshire |
| Jane K. Adams | Connie N. Bertram | Matthew D. Brown |
| Maureen P. Alger | Laura Grossfield Birger | Alfred L. Browne III |
| Thomas R. Amis | Thomas A. Blinka | Matthew T. Browne |
| Mazda K. Antia | Ian B. Blumenstein | Peter F. Burns |
| Orion (nmi) Armon | Barbara L. Borden | Robert T. Cahill |
| Gordon C. Atkinson | Jodie M. Bourdet | Antonio J. Calabrese |
| Michael A. Attanasio | Wendy J. Brenner | Christopher C. Campbell |
| Jonathan P. Bach | Matthew J. Brigham | William Lesse Castleberry |
| Charles J. Bair | James P. Brogan | Lynda K. Chandler |
| Celia Goldwag Barenholtz | | Dennis (nmi) Childs |
| Frederick D. Baron | | |
| Matthew S. Bartus | | |
| James A. Beldner | | |

(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)DATE: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)Cooley LLP (continued)
One Freedom Square, Reston Town Center
11951 Freedom Drive, Suite 1500
Reston, VA 20190(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)William T. Christiansen, II
Sean M. Clayton
Samuel S. Coates
Alan S. Cohen
Jeffrey L. Cohen
Thomas A. Coll
Joseph W. Conroy
Jennifer B. Coplan
Carolyn L. Craig
John W. Crittenden
Janet L. Cullum
Nathan K. Cummings
John A. Dado
Benjamin G. Damstedt
Craig E. Dauchy
Wendy (nmi) Davis
Renee R. Deming
Darren K. DeStefano
Jennifer Fonner DiNucci
Michelle C. Doolin
Christopher (nmi) Durbin
John C. Dwyer
Shannon (nmi) Eagan
Robert L. Eisenbach, III
Gordon H. Empey
Sonya F. Erickson
Lester J. Fagen
Brent D. Fasset
David J. Fischer (former)
M. Wainwright Fishburn, Jr.
Richard H. Frank
Steven L. Friedlander
Thomas J. Friel, Jr.
Francis (nmi) Fryscak
Koji F. Fukumura
James F. Fulton, Jr.
William S. Galliani
W. Andrew H. Gantt III
Stephen D. GardnerJon E. Gavenman
Kathleen A. Goodhart
Lawrence C. Gottlieb
Shane L. Goudey
William E. Grauer
Jonathan G. Graves
Eric (nmi) Grossman (former)
Kenneth L. Guernsey
Patrick P. Gunn
Jeffrey M. Gutkin
John B. Hale
Danish (nmi) Hamid
Bernard L. Hatcher
Matthew B. Hemington
Cathy Rae Hershcopf
John (nmi) Hession
Gordon (nmi) Ho
Suzanne Sowachka Hooper
Lila W. Hope
Mark M. Hrenya
Christopher R. Hutter
Jay R. Indyke
Craig D. Jacoby
Eric C. Jensen
Mark L. Johnson
Robert L. Jones
Barclay J. Kamb
Richard S. Kanowitz
Kimberly J. Kaplan-Gross
Jeffrey S. Karr
Sally A. Kay
Heidi M. Keefe
Kevin F. Kelly
Jason L. Kent
Charles S. Kim
Kevin M. King
James C. Kitch (former)
Michael J. Klisch
Jason M. KoralBarbara A. Kosacz
Kenneth J. Krisko
John S. Kyle
Carol Denise Laherty
Mark F. Lambert
Matthew E. Langer
Samantha M. LaPine
John G. Lavoie
Robin J. Lee
Ronald S. Lemieux
Natasha (nmi) Leskovsek
Shira Nadich Levin
Alan (nmi) Levine
Michael S. Levinson
Stephanie (nmi) Levy
Elizabeth L. Lewis
Michael R. Lincoln
James C. T. Linfield
Chet F. Lipton
Cliff Z. Liu
Samuel M. Livermore
Douglas P. Lobel
J. Patrick Loofbourrow
Mark C. Looney
Robert B. Lovett
Andrew P. Lustig
Lori (nmi) Mason
Thomas O. Mason
Keith A. McDaniels
Michael J. McGrail
John T. McKenna
Bonnie Weiss McLeod
Mark A. Medearis
Laura M. Medina
Daniel P. Meehan
Beatriz (nmi) Mejia
Craig A. Menden
Erik B. Milch
Robert H. Miller (former)(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: October 2, 2012
(enter date affidavit is notarized)

1163200

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

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

Cooley LLP (continued)
One Freedom Square, Reston Town Center
11951 Freedom Drive, Suite 1500
Reston, VA 20190

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

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

Chadwick L. Mills
Patrick J. Mitchell
Ali M.M. Mojdehi
Ann M. Mooney
Timothy J. Moore
William B. Morrow, III
Howard (nmi) Morse
Frederick T. Muto
Ryan E. Naftulin
Stephen C. Neal
William H. O'Brien (former)
Thomas D. O'Connor
Ian (nmi) O'Donnell
Kathleen (nmi) Pakenham
Nikesh (nmi) Patel
Timothy G. Patterson
Amy Elizabeth Paye
Anne H. Peck
D. Bradley Peck
David G. Peinsipp
Nicole K. Peppe
Susan Cooper Philpot
Benjamin D. Pierson
Frank V. Pietrantonio
Mark B. Pitchford
Michael L. Platt
Christian E. Plaza
Anna B. Pope (former)
Marya A. Postner
Steve M. Przesmicki
Seth A. Rafkin
Frank F. Rahmani
Marc (nmi) Recht
Danielle Naftulin Reed
Thomas Z. Reicher

Michael G. Rhodes
Michelle S. Rhyu
Lyle (nmi) Roberts
John W. Robertson
Ricardo (nmi) Rodriguez
Kenneth J. Rollins
Richard S. Rothberg (former)
Adam J. Rutenberg
Thomas R. Salley III
Jessica Valenzuela Santamaria
Glen Y. Sato
Martin S. Schenker
Joseph A. Scherer
William J. Schwartz
Audrey K. Scott
John H. Sellers
Ian R. Shapiro
Michael N. Sheetz
Jordan A. Silber
Brent B. Siler
Stephen R. Smith
Colleen P. Gillis Snow
Tower C. Snow, Jr.
Whitty (nmi) Somvichian
Wayne O. Stacy
Neal J. Stephens (former)
Donald K. Stern (former)
Anthony M. Steigler
Steven M. Strauss
Myron G. Sugarman
Christopher J. Sundermeier
Ronald R. Sussman
C. Scott Talbot
Mark P. Tanoury
Gregory C. Tenhoff
Michael E. Tenta
Timothy S. Teter

Michael S. Tuscan
Miguel J. Vega
Erich E. Veitenheimer III
Aaron J. Velli
Lois K. Voelz (former)
Emily Woodson Wagner
David A. Walsh
David M. Warren
Mark B. Weeks
Steven K. Weinberg
Mark-R. Weinstein
Thomas S. Welk
Peter H. Werner
Christopher A. Westover
Francis R. Wheeler
Brett D. White
Andrew S. "Drew" Williamson
Peter J. Willsey
Mark Windfeld-Hansen
Nancy H. Wojtas
Jessica R. Wolff
Nan (nmi) Wu
Babak (nmi) Yaghmaie
Kevin J. Zimmer

DeAnna D. Allen
Joseph M. Drayton
Jacqueline I. Grise
David M. Hernand
Jennifer (nmi) Massey
Marc G. Schildkraut
C. Christopher Shoff
David R. Young
Christina (nmi) Zhang
● Geoffrey T. Willard

(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: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

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

MACWH, LP, c/o The Macerich Company
401 Wilshire Boulevard
Suite 700
Santa Monica, CA 90401

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

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

Limited Partners:

Walleye Retail Investments LLC
DB Holdings LLC *
Judy W. Linehan
M. Colleen Wilmot
Daniel H. Wilmot
Dennis A. Wilmot
James R. Wilmot
Kevin R. Wilmot
Michael T. Wilmot
Patrick W. Wilmot
Sallie A. Wilmot
Thomas C. Wilmot
William B. Wilmot
JPW Trust uw fbo Jamie P. Linehan *
Michael P. Linehan
Thomas C. Wilmot Trust fbo James Albert
Wilmot *
Loretta C. Conroy
Paul J. Wilmot
Thomas C. Wilmot, Jr.
Great Northern Holdings, LP *
LGW Holdings, LP *
Maywil Associates, L.P. *
Rotterdam Holdings, L.P. *
Syracuse Venture Assoc. *
Danmall Property, Inc. *
GEM, Inc. *
GMT, LLC *
Wilmorite, Inc. *
Freecorp Property, Inc. *
Freehold Raceway Mall, Inc. *

Hudwil Properties, Inc. *
Willey Property Inc. *
Wilridge Property, Inc. *
Wilsar Property, Inc. *
John W. Anderson
James L. Backus
Kenneth A. Caschette (former)
Ronald A. Cocquyt
Alfred W. Friedrich
John E. Kelly
John R. Kraus
Robert Coleman

* Does not own 10% or more of Tysons
Corner Property Holdings LLC or Tysons
Corner Holdings LLC

General Partner:

Walleye Retail Investments LLC

(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: October 2, 2012
(enter date affidavit is notarized)

116 3206

for Application No. (s): PCA 2004-PR-044
(enter County-assigned application number (s))

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

The Macerich Partnership, L.P., c/o The Macerich Company
401 Wilshire Boulevard, Suite 700
Santa Monica, CA 90401

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

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

Limited Partners:

<p>Dana K. Anderson and Nancy Sue Anderson, as Trustees of the Anderson Family Trust *</p> <p>The Dana K. Anderson 2011 Grantor Retained Annuity Trust (Eff 11/30/11) *</p> <p>Richard Bayer</p> <p>William P. Beatson</p> <p>Scott Burchard</p> <p>Michael Busenbart</p> <p>Claude Keyzers Trust UTA 9/30/83 *</p> <p>Arthur Coppola</p> <p>Edward Coppola</p> <p>Eleanor P. Coppola</p> <p>Michael Coppola</p> <p>Elizabeth Ann Demartin</p> <p>Keith & Florence Smith TR 8/7/90 *</p> <p>Albert Thomas Nassi</p> <p>Northwestern Mutual Life *</p> <p>Thomas O'Hern</p> <p>Tom Pendergast</p> <p>Stephen D. Rausch, Trustee of The Rausch Family Trust of 2003 Dated February 8, 2003 *</p> <p>The Siegel Survivors Trust *</p> <p>The Siegel Family Trust *</p> <p>Article Third Trust u/a/d 2/27/07 f/b/o Samantha Siegel *</p> <p>Article Fourth Trust u/a/d 2/27/07 f/b/o Evan Siegel *</p> <p>The Mace Siegel 2010 Grantor Retained Annuity Trust (Eff. 5/25/10) * (former)</p> <p>The Mace Siegel 2010 (December) Grantor Retained Annuity Trust (Eff. 12/22/10) *</p> <p>Michael F. Siegel</p> <p>Nathan Sims</p> <p>Dane Smith</p> <p>Abraham Taff</p>	<p>TR U/W/O Samuel Nassi, Albert Nassi & David Licht, Trustees *</p> <p>Charles Waldron</p> <p>Donohoe, Kevin F. and Elizabeth AG</p> <p>Arthur W. Forte</p> <p>Salisbury-Springhill Limited Partnership *</p> <p>Timothy G. Sheehan</p> <p>Silvia Breiholz</p> <p>Michael Franchetti</p> <p>Sherry Franchetti</p> <p>Irene S. Kivitz Living Trust*</p> <p>Albert Knorp (Name changed to "Seaport Ventures L.P.") *</p> <p>Lawrence R. Lanctot and Jane J. Lanctot as Co-Trustees of the Robert E. and Jane Lanctot Survivors Trust u/t/a 10/18/2002 *</p> <p>Lawrence R. Lanctot and Jane J. Lanctot as Co-Trustees of the Robert E. and Jane Lanctot Marital Trust u/t/a 10/18/2002 *</p> <p>Lawrence R. Lanctot and Jane J. Lanctot as Co-Trustees of the Robert E. and Jane Lanctot Exemption Trust u/t/a 10/18/2002*</p> <p>Stephen T. Lanctot</p> <p>Teresa M. Wehn</p> <p>Lawrence R. Lanctot and Lelia A. Lanctot, Co-Trustees of the Lawrence R. and Lelia A. Lanctot 1996 Family Trust uta June 13, 1996, as amended *</p> <p>Morshead Family Trust *</p> <p>S.R. & Patricia T. Stofle</p> <p>Catherine Wyler Trust *</p> <p>Judy Wyler Trust *</p> <p>Melanie Wyler Trust *</p> <p>David Wyler Trust *</p> <p>Richard H. Gould Living Trust *</p> <p>Nancy H. Newton (Previous Harvey & Nancy)</p> <p>John Gatto</p>	<p>Constance B. Sheehan, Trustee of the Constance B. Sheehan Trust dated 9/22/03* John & Carmen Aitken Trust *</p> <p>Charles B. Brandes and Linda Lee Boyd, as Trustees of the Charles B. Brandes & Linda Lee Boyd Trust (effective date 6/1/05) *</p> <p>Kevin B. Clahan</p> <p>Eugenia K. Clahan</p> <p>James & Wera Clough Trust *</p> <p>Jacobs Group Partnership *</p> <p>Henry Jacobson</p> <p>Jacobsen Trust (Changed to Mary Lou Fisher Jacobsen as Trustee - Eff 3/29/00) *</p> <p>Jeremy R. Rose, UGMA Richard Rose, Custodian *</p> <p>Timothy R. Rose, UGMA Richard Rose, Custodian *</p> <p>Richard & Kathryn Rose Trust *</p> <p>Carol Ann Rosenberg Revocable Trust *</p> <p>Daniel Spiegelman</p> <p>Robert G. and Betty A. Spiegelman Consolidated Living Trust *</p> <p>Wilkinson Revocable Trust *</p> <p>Newman Marital QTIP Trust *</p> <p>Leroy H. Brettin and Ida M. Brettin, as Trustees of the Brettin Family Trust *</p> <p>Southwest Associates Investments, LLC *</p> <p>El Camino Associates *</p> <p>Charles Carlise</p> <p>Macerich SCG GP Corp.*</p> <p>Macerich Great Falls GP Corp.*</p> <p>MACDAN Corp.*</p> <p>• Mikki (nmi) Siegel</p> <p>*Does not own 10% or more of Tysons Corner Property Holdings LLC or Tysons Corner Holdings LLC</p> <p>General Partner: The Macerich Company (public REIT)</p>
---	---	---

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

• added

REZONING AFFIDAVIT

DATE: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(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:
None

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: October 2, 2012
(enter date affidavit is notarized)

1163206

for Application No. (s): PCA 2004-PR-044
(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.)
- John G. Lavoie of Cooley LLP provided an in-kind contribution in excess of \$100 to "Penny Gross For Supervisor."

(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.

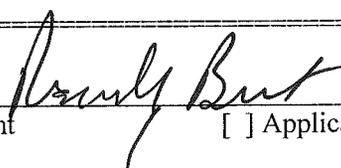
4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, 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



Randy L. Brant, Executive Vice President

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 2nd day of October 2012, in the State/Comm. of California, County/City of Los Angeles.

Notary Public

My commission expires: _____

1163206

CALIFORNIA JURAT WITH AFFIANT STATEMENT

- See Attached Document (Notary to cross out lines 1-6 below)
- See Statement Below (Lines 1-5 to be completed only by document signer[s], *not* Notary)

 Signature of Document Signer No. 1

 Signature of Document Signer No. 2 (if any)

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this

2 day of October, 2012, by
Date Month Year

(1) Randy Brandt
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) (.)

(and

(2) _____
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.)

Signature Darece Swindler
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Further Description of Any Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

RIGHT THUMBPRINT OF SIGNER #1
 Top of thumb here

RIGHT THUMBPRINT OF SIGNER #2
 Top of thumb here