

REZONING AFFIDAVIT

DATE: September 18, 2012
(enter date affidavit is notarized)

I, Thomas D. Fleury, 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

1146750

in Application No.(s): FDP 2011-PR-023
(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)
Cityline Partners LLC(1) Agents: Michael R. Pedulla • William C. Helm Thomas D. Fleury Keith S. Turner Tasso N. Flocos	1651 Old Meadow Road, Suite 650 Tysons Corner, VA 22102	Applicant and Agent for Title Owner
Frederick 8003 Westpark LLC(5) Agents: Michael R. Pedulla • William C. Helm Thomas D. Fleury	1651 Old Meadow Road, Suite 650 Tysons Corner, VA 22102	Title Owner of Parcel 29-4-((7))-10
Home Properties Tysons, LLC(10) Agents: Ruth Uchiyama Hoang Donald R. Hague	850 Clinton Square Rochester, NY 14604	Contract Purchaser of Parcel 29-4-((7))-10

(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).

• added since printing of 9/13/12 staff report.

Rezoning Attachment to Par. 1(a)

DATE: September 18, 2012
 (enter date affidavit is notarized)

1146756

for Application No. (s): FDP 2011-PR-023
 (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)
Fairfax County Board of Supervisors, a body Politic with no shareholders Agent: Edward L. Long, Jr., County Executive. and his successors in office	12000 Government Center Parkway, Suite 530 Fairfax, VA 22035	Title Owner of approximately 3,428 square feet of Westbranch Drive Right-of-Way
Hunton & Williams LLP(13)	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
John C. McGranahan, Jr. Francis A. McDermott Nicholas H. Grainger	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Attorneys/Agents for Applicant
Elaine O'Flaherty Cox	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Planner/Agent for Applicant
Jeannie A. Mathews	1751 Pinnacle Drive, Suite 1700 McLean, VA 22102	Paralegal/Agent for Applicant
Bowman Consulting Group, Ltd.(14) Agents: Gary P. Bowman Matthew J. Tauscher Donald H. Hughes Brice R. Kutch Jessica L. Fleming Robert S. Devenney	14020 Thunderbolt Place, Suite 300 Chantilly, VA 20151	Engineers/Agents for Applicant
WDG Architecture, PLLC(15) Agents: Frederick B. Hammann II Sungjin Cho (nmi) Malcolm Durwood Dixon James Nicholas Anderson	1025 Connecticut Avenue, N.W., Suite 300 Washington, DC 20036	Architects/Agents for Applicant

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

Rezoning Attachment to Par. 1(a)

DATE: September 18, 2012
 (enter date affidavit is notarized)

1146756

for Application No. (s): FDP 2011-PR-023
 (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)
M. J. Wells & Associates, Inc.(16) Agents: Robin L. Antonucci Terence J. Miller Kevin R. Fellin William F. Johnson Courtney J. Menjivar Justin B. Schor Jami L. Milanovich John F. Cavan IV	1420 Spring Hill Road, Suite 600 McLean, VA 22102	Traffic Consultants/Agents for Applicant
Parker Rodriguez, Inc.(18) Agents: Trini M. Rodriguez Craig A. McClure Alit J. Balk	101 N. Union Street, Suite 320 Alexandria, VA 22314-3002	Landscape Architects/Agents for Applicant
Shalom Baranes Associates, P.C.(18) Agents: S. Shalom Baranes Robert M. Sponseller Juan I. Tampe Hyojin Yi (nmi) Ekachai Pattamasattayasonthi (nmi)	3299 K Street, N.W., Suite 400 Washington, DC 20007	Architects for Contract Purchaser
Aon Fire Protection Engineering Corporation(19) Agents: David P. Wilmot Jennifer M. Zaworski	6305 Ivy Lane, Suite 220 Greenbelt, MD 20770	Code Compliance Consultant/Agent for Home Properties Tysons, LLC
ARUP USA, Inc.(21) Agents: John E. Mahoney Matthew W. Davy	1120 Connecticut Avenue, N.W., Suite 200 Washington, DC 20036	Code Compliance Consultant/Agent for Applicant

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

REZONING AFFIDAVIT

DATE: September 18, 2012
(enter date affidavit is notarized)

114675-6

for Application No. (s): FDP 2011-PR-023
(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)

(1)Cityline Partners LLC
1651 Old Meadow Road, Suite 650
Tysons Corner, VA 22102

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)

MEMBER:
RECP IV Tysons Cityline Holdco LLC(2)

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

Michael R. Pedulla, Co-President Eric R. Maggio, Senior VP & CFO
William C. Helm, Co-President Keith S. Turner, VP
Donna P. Shafer, Executive VP Tasso N. Flocos, Senior VP
Thomas D. Fleury, Executive VP

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

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

Rezoning Attachment to Par. 1(b)

DATE: September 18, 2012
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for Application No. (s): FDP 2011-PR-023
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(2)RECP IV Tysons Cityline Holdco LLC
590 Madison Avenue, 8th Floor
New York, NY 10022

DESCRIPTION OF CORPORATION: (check one statement)

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

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

MEMBERS:
DLJ Real Estate Capital Partners IV, L.P.(3)
RECP IV Co-Investors A, LP (owns less than 10% of Cityline Partners LLC)

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

Michael R. Pedulla, Executive VP
William C. Helm, Executive VP

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

(4)Credit Suisse Group AG
Paradeplatz 8
Zurich, 8070 Switzerland

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 in Switzerland (SIX) and as American Depositary Shares (CS) in New York (NYSE)

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)

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1146754

for Application No. (s): FDP 2011-PR-023
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(5)Frederick 8003 Westpark LLC
1651 Old Meadow Road, Suite 650
Tysons Corner, 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)

MEMBER:
RECP IV WG Land Investors LLC(6)
Cityline Executive Investors LLC(8)
RECP IV WG Land Co-Investor A LLC(9)

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

Michael R. Pedulla, Executive VP
William C. Helm, Executive VP
● Thomas J. Scott, Secretary

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

(6)RECP IV WG Land Investors LLC
590 Madison Avenue, 8th Floor
New York, NY 10022

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)

RECP IV Tysons Land Investor Holdeo LLC (7)

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

Michael R. Pedulla, Executive VP
William C. Helm, Executive VP

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

• added since printing of 9/13/12 staff report.

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114675e

for Application No. (s): FDP 2011-PR-023
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(7)RECP IV Tysons Land Investor Holdco LLC
590 Madison Avenue, 8th Floor
New York, NY 10022

DESCRIPTION OF CORPORATION: (check one statement)

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

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

MEMBERS:
DLJ Real Estate Capital Partners IV, L.P.(3)
RECP IV Co-Investors A, LP (owns less than 10% of Frederick 8003 Westpark LLC)

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

Michael R. Pedulla, Executive VP
William C. Helm, Executive VP

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

(8)Cityline Executive Investors LLC
590 Madison Avenue, 8th Floor
New York, NY 10022

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)

MANAGER: RECP IV WG Land Investors LLC(6)

MEMBERS: Thomas D. Fleury Eric R. Maggio
 Tasso N. Flocos Donna P. Shafer

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

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

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

(9)RECP IV WG Land Co-Investor A LLC
590 Madison Avenue, 8th Floor
New York, NY 10022

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)

RECP IV Co-Investors A, LP (owns less than 10% of Frederick 8003 Westpark LLC)

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

Michael R. Pedulla, Executive VP
William C. Helm, Executive VP

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

(10)Home Properties Tysons, LLC
850 Clinton Square
Rochester, NY 14604

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)

Home Properties, L.P.(11)

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

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for Application No. (s): FDP 2011-PR-023
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(12)Home Properties, Inc.
850 Clinton Square
Rochester, NY 14604

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

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

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

Edward J. Pettinella, Pres/CEO	Scott A. Doyle, SVP	Lisa M. Critchley, SVP	Christopher J. Berson, VP
David P. Gardner, EVP/CFO	Donald R. Hague, SVP	Bernard J. Quinn, SVP	William L. Brown, VP
Ann M. McCormick, EVP/GC/Sec	Robert J. Luken, SVP/CAO/Treas	John E. Smith, SVP	(Continued below)

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

(12)Home Properties, Inc. (Continued)
850 Clinton Square
Rochester, NY 14604

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

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

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

Lesley A. Darling, VP	Kenneth O. Hall, VP	Rick W. Leith, VP	Kimberly M. Pepe, VP
Kristen A. Duckles, VP	Kerri L. Haltom, VP	Karen A. Lejman, VP	Caron D. Shore, VP (former)
Michael D. Eastwood, VP	Keith E. Knight, VP	Rosemarie Cook-Manley (nmi), VP	Robin L. Stein, VP
Les Eisenberg (nmi), VP	Gerald B. Korn, VP	Paul H. O'Leary, VP	(Continued next page)

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

Rezoning Attachment to Par. 1(b)

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for Application No. (s): FDP 2011-PR-023
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(12)Home Properties, Inc. (continued)
850 Clinton Square
Rochester, NY 14604

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

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

Charis W. Warshof, VP Kathleen K. Suher, VP/Asst Sec
Michele M. Wilson, VP
Brent A. Kohere, VP

(Continued below w/Directors)

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

(12)Home Properties, Inc. (Continued)
850 Clinton Square
Rochester, NY 14604

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

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

DIRECTORS:

Stephen R. Blank	Thomas P. Lydon, Jr.	Clifford W. Smith, Jr.
Leonard F. Helbig III	Alan L. Gosule	Amy L. Tait
Edward J. Pettinella	Charles John Koch	

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

(14)Bowman Consulting Group, Ltd.
3863 Centerview Drive, Suite 300
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)

Gary P. Bowman

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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)

(15)WDG Architecture, PLLC
1025 Connecticut Avenue, N.W., Suite 300
Washington, DC 20036

DESCRIPTION OF CORPORATION: (check one statement)

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

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

MANAGING MEMBERS:		MEMBERS:
Carroll R. Dove	Eric J. Liebmann	Robert C. Keane
Malcolm D. Dixon	Marc Nathanson (nmi)	John R. Lowe (former)
Frederick B. Hammann II	Jeffrey A. Morris	

=====

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

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

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for Application No. (s): FDP 2011-PR-023
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

(16)M. J. Wells & Associates, Inc.
1420 Spring Hill Road, Suite 600
McLean, VA 22102

DESCRIPTION OF CORPORATION: (check one statement)

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

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

M. J. Wells & Associates, Inc. Employee Stock Ownership Trust (ESOT)
(All employees are eligible Plan participants; however, none owns 10% or more of any class of stock)

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

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

(17)Parker Rodriguez, Inc.
101 N. Union Street, Suite 320
Alexandria, VA 22314-3002

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)

Trini M. Rodriguez
James (Jay) E. Parker

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

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

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1146756

for Application No. (s): FDP 2011-PR-023
(enter County-assigned application number (s))

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

(18)Shalom Baranes Associates, P.C.
3299 K Street, N.W., Suite 400
Washington, DC 20007

DESCRIPTION OF CORPORATION: (check one statement)

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

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

S. Shalom Baranes

=====

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)

(19)Aon Fire Protection Engineering Corporation
6305 Ivy Lane, Suite 220
Greenbelt, MD 20770

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)

Aon plc(20)

=====

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: September 18, 2012
(enter date affidavit is notarized)

114675-j

for Application No. (s): FDP 2011-PR-023
(enter County-assigned application number (s))

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

(20)Aon plc
9 Devonshire Square
London, England EC2M 4PL

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 on the NYSE

=====

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)

(21)ARUP USA, Inc.
1120 Connecticut Avenue, N.W., Suite 200
Washington, DC 20036

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: September 18, 2012
(enter date affidavit is notarized)

1146754

for Application No. (s): FDP 2011-PR-023
(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)

(3)DLJ Real Estate Capital Partners IV, L.P.
590 Madison Avenue, 8th Floor
New York, NY 10022

(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:

DLJ Real Estate Capital IV, LLC
(Owns less than 10% of Cityline Partners LLC or Frederick 8003 Westpark LLC)

DLJ RECP Management, L.P.
(Owns less than 10% of Cityline Partners LLC or Frederick 8003 Westpark LLC)

LIMITED PARTNERS:

Commonwealth of Pennsylvania Public School Employees' Retirement System
(There are hundreds of thousands of members in this pension fund, none of whom owns 10% or more of Cityline Partners LLC or Frederick 8003 Westpark LLC)

Credit Suisse Group AG(4)

(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: September 18, 2012
(enter date affidavit is notarized)

1146756

for Application No. (s): FDP 2011-PR-023
(enter County-assigned application number (s))

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

(11)Home Properties, L.P.
850 Clinton Square
Rochester, NY 14604

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

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

GENERAL AND LIMITED PARTNER:

Home Properties, Inc.(12)

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

Rezoning Attachment to Par. 1(c)DATE: September 18, 2012
(enter date affidavit is notarized)

1146754

for Application No. (s): FDP 2011-PR-023
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(13)Hunton & Williams LLP
1751 Pinnacle Drive, Suite 1700
McLean, VA 22102(check if applicable) The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)Benjamin C. Ackerly
Robert A. Acosta-Lewis
Lawrence C. Adams
Michael F. Albers
Virginia S. Albrecht
Kenneth J. Alcott
Fernando C. Alonso
Walter J. Andrews
Heather S. Archer
Charles E. G. Ashton
L. Scott Austin
Ian Phillip Band
Sean M. Beard
John J. Beardsworth, Jr.
Steven H. Becker
Stephen John Bennett
Melinda R. Beres
Lucas Bergkamp (nmi)
Lon A. Berk
Mark B. Bierbower
Stephen R. Blacklocks
Jeffry M. Blair
Matthew P. Boshier
James W. Bowen
Lawrence J. Bracken, II
James P. Bradley
Sheldon T. Bradshaw
David F. Brandley, Jr.
Craig A. Bromby
Benjamin P. Browder
A. Todd Brown, Sr.
Tyler P. Brown
F. William Brownell
Kevin J. Buckley
Kristy A. Niehaus Bulleit
Joseph B. Buonanno
Nadia S. Burgard
Eric R. Burner
M. Brett BurnsP. Scott Burton
Ellis M. Butler
Ferdinand A. Calice
Matthew J. Calvert
Daniel M. Campbell
Thomas H. Cantrill
Curtis G. Carlson
Jean Gordon Carter
Charles D. Case
Thomas J. Cawley
James N. Christman
Whittington W. Clement
Herve' Cogels (nmi)
Cassandra C. Collins
Stacy M. Colvin
Terence G. Connor
S. Gregory Cope
Cameron N. Cosby
Cyane B. Crump
Ashley Cummings (nmi)
Alexandra B. Cunningham
William D. Dannelly
Samuel A. Danon
Barry R. Davidson
John A. Decker
John J. Delionado
Stephen P. Demm
Dee Ann Dorsey
Edward L. Douma
Mark S. Dray
Sean P. Ducharme
Deidre G. Duncan
Roger Dyer (nmi)
Frederick R. Eames
Maya M. Eckstein
W. Jeffery Edwards
John C. Eichman
Emmett N. Ellis
Edward W. Elmore, Jr.Frank E. Emory, Jr.
Juan C. Enjamio
John D. Epps
Patricia K. Epps
Phillip J. Eskenazi
Joseph P. Esposito
Kelly L. Faglioni
Susan S. Failla
Eric H. Feiler
Kevin C. Felz
Edward F. Fernandes
Norman W. Fichthorn
Andrea Bear Field
Kevin J. Finto
Melanie Fitzgerald (nmi)
Michael F. Fitzpatrick, Jr.
Robert N. Flowers
William M. Flynn
Laura M. Franze
Lauren E. Freeman
Steven C. Friend
Edward J. Fuhr
Charles A. Gall
Daniel C. Garner
Douglas M. Garrou
Richard D. Gary
John T. Gerhart, Jr.
Jeffrey W. Giese
Neil K. Gilman
C. Christopher Giragosian
Douglas S. Granger
Laurie A. Grasso
J. William Gray, Jr.
Charles E. Greef
Christopher C. Green
Robert J. Grey, Jr.
Greta T. Griffith
Brett L. Gross
Bradley W. Grout(check if applicable) There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: September 18, 2012
(enter date affidavit is notarized)

1146750

for Application No. (s): FDP 2011-PR-023
(enter County-assigned application number (s))

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

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

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

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

Steven M. Haas
Miles B. Haberer
Brian L. Hager
Robert J. Hahn
Jarrett L. Hale
Eric J. Hanson
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

(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 since printing of 9/13/12 staff report

Rezoning Attachment to Par. 1(c)

DATE: September 18, 2012
(enter date affidavit is notarized)

1146756

for Application No. (s): FDP 2011-PR-023
(enter County-assigned application number (s))

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

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

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

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

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
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
William L. S. Rowe
● Ronald L. Rubin
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)

(Continued next page with former partners)

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

• added since printing of 9/13/12 staff report

Rezoning Attachment to Par. 1(c)

DATE: September 18, 2012
(enter date affidavit is notarized)

1146754

for Application No. (s): FDP 2011-PR-023
(enter County-assigned application number (s))

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

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

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

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

FORMER PARTNERS:

- Chris M. Amantea
- Douglas M. Berman
- Michael J. Blayney
- Joseph C. Edwards
- Jeffrey W. Gutchess
- Timothy G. Hayes
- E. Peter Kane
- Thomas F. Kaufman
- Robert Klotz (nmi)
- Christopher Kuner (nmi)
- Robert G. McCormick
- Bruce W. Moorhead, Jr.
- Michael P. F. Phelps
- Jonathan G. Simpson
- R. Michael Sweeney, Jr.
- Henry Talavera (nmi)
- Abigail C. Watts-FitzGerald
- David B. Weisblat
- Hill B. Wellford, Jr.

(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 18, 2012
(enter date affidavit is notarized)

1146751

for Application No. (s): FDP 2011-PR-023
(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 18, 2012
(enter date affidavit is notarized)

1146754

for Application No. (s): FDP 2011-PR-023
(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.)

The Applicant, Cityline Partners LLC, sponsored a three-part series entitled Evolution of Fairfax, hosted by Chairman Sharon Bulova, the value of which exceeded \$100.

Thomas D. Fleury of Cityline Partners LLC, Applicant, has contributed in excess of \$100 each to Supervisors Bulova, Cook, Foust, Hudgins, McKay, Gross, Hyland, Smyth, Herrity and Frey.

Keith S. Turner of Cityline Partners LLC, Applicant, has contributed in excess of \$100 to Supervisor Frey.

Francis A. McDermott of Hunton & Williams LLP, Attorney for Applicant, contributed in excess of \$100 to Supervisor Herrity.

(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

Thomas D. Fleury, Agent for Applicant

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

Subscribed and sworn to before me this 18th day of September 20 12, in the State/Comm. of Virginia, County/City of Fairfax.

Mary Beth Vincent
Notary Public

My commission expires: 3/31/2013
Ref. No. 299668

