



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: February 19, 2014

TO: Nicholas Rogers, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Jo Ellen Groves, Paralegal *JEG*
Office of the County Attorney

SUBJECT: Affidavit
Application No.: PCA B-846-02 / PRC B-846-03 / DPA B-848-04
Applicant: JBG/Reston Retail, L.L.C.
PC Hearing Date: 4/3/14
BOS Hearing Date: Not yet scheduled

REF.: 121899

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 2/12/14, which bears my initials and is numbered 121899, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Jonathan Buono, Planning Technician I (Sent via e-mail)
Zoning Evaluation Division
Department of Planning and Zoning

REZONING AFFIDAVIT

DATE: February 12, 2014
(enter date affidavit is notarized)

I, Benjamin F. Tompkins, do hereby state that I am an
(enter name of applicant or authorized agent)

121899

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

in Application No.(s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(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)
JBG/Reston Retail, L.L.C. Agents: Greg W. Trimmer Matthew R. Valentini Edward R. Johnson	4445 Willard Avenue Suite 400 Chevy Chase, MD 20815	Title Owner / Applicant TM 17-3-((3)), Parcel 1E3
Reston Square Office, L.L.C. Agents: Greg W. Trimmer Matthew R. Valentini Edward R. Johnson	4445 Willard Avenue Suite 400 Chevy Chase, MD 20815	Title Owner TM 17-4-((31)), Parcel P
JBG/Reston Hotel, L.L.C. Agents: Greg W. Trimmer Matthew R. Valentini Edward R. Johnson	4445 Willard Avenue Suite 400 Chevy Chase, MD 20815	Title Owner TM 17-3-((3)), Parcel 1E2

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

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)

DATE: February 12, 2014
 (enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
 (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)
Reed Smith LLP Agents: Benjamin F. Tompkins, Esq. Grayson P. Hanes, Esq. Robert A. Lawrence, Esq. Linda S. Broyhill, Esq. Michael A. Banzhaf, Esq. David S. Houston, Esq.	3110 Fairview Park Drive Suite 1400 Falls Church, VA 22042	Attorneys / Agent for Applicant
Urban Engineering & Associates, LLC (t/a Urban, Ltd.) Agents: Eric S. Siegel, P.E. Matthew K. Koirtyohann, P.E. Peter F. Crawford, P.E.	7712 Little River Turnpike Annandale, VA 22003	Engineers / Agent for Applicant
M.J. Wells & Associates, Inc. Agents: Michael J. Workosky Robin L. Antonucci	1420 Spring Hill Road Suite 600 McLean, VA 22102	Transportation Consultants / 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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(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)
JBG/Reston Retail, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

JBG/Company Manager IV, L.L.C., Managing Member
JBG Investment Fund VIII, L.L.C.

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

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

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

Rezoning Attachment to Par. 1(b)

DATE: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

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

JBG/Reston Hotel, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

JBG/Company Manager IV, L.L.C., Manager
JBG/Fund VIII Trust

=====

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)

Reston Square Office, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

Reston Square Holdings, L.L.C., Managing Member

=====

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

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

Rezoning Attachment to Par. 1(b)

DATE: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
JBG/Company Manager IV, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)
Michael J. Glosserman James L. Iker, Managing Member
Brian P. Coulter, Managing Member W. Matt Kelly
Robert A. Stewart

=====

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)
JBG/Fund VIII Trust
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)
JBG Investment Fund VIII, L.L.C.

=====

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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
JBG Investment Fund VIII, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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 Trustees of Princeton University
Indigo 2009, LLC

=====

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)
Indigo 2009, LLC, c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)
Fourth Century, LLC

=====

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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

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

Fourth Century, LLC
c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

Yale University
3C Corporation

=====

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)

3C Corporation, c/o The JBG Companies
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

* No shareholder owns 10% or more of any entity listed on Par. 1(a) and the shareholders will not be further listed on this affidavit.
3C Corporation is a non-stock corporation and has no owners or shareholders.

=====

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

David F. Swensen, President and Director
Dean J. Takahashi, Vice President and Treasurer and Director
Stephen C. Murphy, Secretary and Director
Kenneth R. Miller, Assistant Secretary

(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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Reston Square Holdings, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)
JBG/Reston Square Manager, L.L.C., Managing Member
Rockwood Reston Office/Hotel LLC

=====

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)
JBG/Reston Square Manager, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)
JBG/Company Manager II, L.L.C., Managing Member
JBG/Reston Square Fund Partner, L.L.C.

=====

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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
JBG/Company Manager II, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

Benjamin R. Jacobs	Robert A. Stewart
Michael J. Glooserman	Kenneth E. Finkelstein
Brian P. Coulter, Managing Member	Porter G. Dawson

=====

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)
JBG/Reston Square Fund Partner, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

JBG/Company Manager II, L.L.C., Manager
JBG Investment Fund I, L.P.
JBG Investment Fund V, L.L.C.

=====

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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

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

Rockwood Reston Office/Hotel, LLC
10 Bank Street, 11th Floor
White Plains, NY 10606

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)

Rockwood VII REIT, Inc.

=====

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

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

Edmond A. Kavounas, President	Peter J. Falco, Vice President and Secretary
Robert L. Gray, Jr., Vice President	Walter P. Schmidt, Vice President

=====

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

JBG Investment Fund V, L.L.C.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

JIF V Holdings, LLC

=====

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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

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

JIF V Holdings, LLC
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

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)

Fourth Century, LLC

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)

Rockwood VII REIT, Inc.
Two Embarcadero Center, Suite 2360
San Francisco, CA 94111

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)

Rockwood Capital Real Estate Partners Fund VII, L.P.

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

Edmond A. Kavounas, President	Robert L. Gray, Jr., Vice President	Peter Kaye, Vice President
Walter P. Schmidt, Vice President	Peter J. Falco, Vice President and Secretary	David I. Becker, Vice President
Jennifer A. Levy, Vice President and Secretary	David A. Streicher, Vice President	

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

Rezoning Attachment to Par. 1(b)

DATE: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

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

Rockwood Capital Partners VII, LLC
Two Embarcadero Center, Suite 2360
San Francisco, CA 94111

DESCRIPTION OF CORPORATION: (check one statement)

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

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

=====

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

=====

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

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 Attachment to Par. 1(b)

DATE: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

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

Urban Engineering & Associates, LLC
(t/a Urban, Ltd.)
7712 Little River Turnpike
Annandale, VA 22003

DESCRIPTION OF CORPORATION: (check one statement)

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

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

J. Edgar Sears, Jr.
Brian A. Sears

=====

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)

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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.**)

Terence J. Miller, President, Treasurer, Director
Martin J. Wells, Founder, Secretary, Director
John Carman, Director

(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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(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)

Reed Smith LLP
3110 Fairview Park Drive, Suite 1400
Falls Church, VA 22042

(check if applicable) [X] 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)

- Abbott, Kevin C.
Abdalla, Tarek F.
Alexander, Eric L.
Allen, Thomas L.
Andrews, Alexander T.
Arnold, Roy W.
Atallah, Ana (NMI)
Baker, Scott D.
Barber, William James Gresham
Barnes, James J.
Bartfield, Arnold L.
Bastier, Ellen L.
Beale, Giles W.
Beale, Timothy (NMI)
Begley, Sara A.
Beilke, Michele J.
Bell, Gordon F.

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

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

Rezoning Attachment to Par. 1(c)DATE: February 12, 2014

(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04

(enter County-assigned application number (s))

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

Reed Smith LLP
3110 Fairview Park Drive, Suite 1400
Falls Church, VA 22042

(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**)

Bernier, Maria N. (former)	Cobetto, Jack B.	Francis, Jr., Ronald L.
Bernstein, Leonard A.	Cody, Daniel A.	Frank, Ronald W.
Bettino, Diane A.	Cohen, David R.	Freeman, Lynne P.
Bhattacharyya, Gautam (NMI)	Colman, Abraham J.	Frenier, Diane M.
Bickham, J. David	Conner, W. Thomas	Fritton, Karl A.
Binder, Dr. Justus (NMI)	Connoley, Mark F.	Gabbert, Dale (former)
Binis, Barbara R.	Convery, III, J. Ferd	Gallo, Frank J.
Birt, Steven James	Cooper, Steven (NMI)	Gaspiretti, Lorenzo E.
Blasier, Peter C.	Cotler, Alan K.	Geist, Melissa A.
Boehner, Russell J.	Couste, Marina (NMI)	Gentile, Jr. Pasquale D.
Bolden, A. Scott	Davies, Colleen T.	Graumlich, Betty S.
Bonessa, Dennis R.	Davis, James M.	Greenblatt, Lewis B.
Booker, Daniel I.	Dentice, Nathan P. W.	Green-Kelly, Diane
Borg, Christopher (NMI)	Dermoddy, Debra H.	Greer, Amy J.
Boutcher, David J.	DiFiore, Gerard S.	Greeson, Thomas W.
Boven, Douglas G. (former)	Dilling, Robert M.	Grellet, Luc J.
Bovich, John P.	Dillon, Lee Ann	Grignon, Margaret A.
Box, M. Tamara	DiNome, John A.	Grimes, David M.
Bradley, Patrick E.	Doron, Uri (former)	Gross, Dodi Walker
Brennan, James C.	Drew, Jeffery R.	Guadagnino, Frank T. (former)
Broughton, Kenneth E.	Dubelier, Eric A.	Gunn, Richard M.
Brown, Andrew Kenneth (former)	Dumville, S. Miles	Gwynne, Kurt F.
Brown, Charles A.	Duronio, Carolyn D.	Haag, Edmund Lee
Brown, Claude (NMI)	East, Lindsay T. (former)	Hackett, Mary J.
Brown, Jon M.	Ellis, Peter M.	Halbreich, David M.
Brown, Michael K.	Ellison, John N.	Hammodi, Ziad A.
Burke, Carol M.	Enochs, Craig R.	Hansson, Leigh T.
Burroughs, Jr., Benton (former)	Epstein, Bette B. (former)	Hardin, Julie A.
Cameron, Douglas E.	Eskilson, James R.	Hardy, Peter A.
Campos, Lorraine M.	Estrada, Edward J.	Hartley, Simon P.
Caplan, Gary S. (former)	Evagora, Kyriacos (NMI)	Hartman, Ronald G.
Carder, Elizabeth B.	Fagelson, Ian B.	Hasselman, Scot T.
Cardozo, Raymond A.	Falkner, Robert P.	Hawley, Terence N.
Casdagli, Emma Francis (former)	Fawcett, David B.	Healy, Christopher W.
Cassidy, Peter J.	Fogel, Paul D.	Heffler, Curt L.
Charot, Benoit (NMI)	Fosh, Michael John J.	
Cheung, Janet Bo Chun		
Clark, II, Peter S.		

(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: February 12, 2014

121899

(enter date affidavit is notarized)

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04

(enter County-assigned application number (s))

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

Reed Smith LLP
3110 Fairview Park Drive, Suite 1400
Falls Church, VA 22042

(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**)

Hemming, Seth M.	Lai, Ivy (NMI)	Nicholas, Robert A.
Hewetson, Charles M.	Lasher, Lori L.	O'Brien, Kathyleen A.
Hill, Robert J.	Leech, Frederick C.	O'Donoghue, Cynthia (NMI)
Hill, Thomas E.	Leiderman, Harvey L.	O'Neil, Mark T.
Hirsch, Austin L.	Li, Lianjun (NMI)	Paisley, Belinda L.
Hitt, Leo N.	Loepere, Carol C.	Parker, Roger J.
Ho, Delpha (NMI)	LoVallo, Michael A.	Patterson, Lorin E.
Hofmeister, Jr., Daniel J.	Lowenstein, Michael E.	Pearman, Scott A.
Holloway, Wanda G.	Lyons, III, Stephen M.	Peck, Jr., Daniel F.
Honigberg, Carol C.	Magera, George F. (former)	Pedretti, Mark G.
Hooper, John P.	Maguire, Nicola K.	Pepper, Michael Ross David
Horrigan, Courtney C.	Mahone, Glenn R.	Petersen, Matthew J.
Houston, Marsha A.	Maiden, Todd O.	Peterson, Kurt C.
Hultquist, James T.	Mantell, Nanette W. (former)	Philipps, Richard P.
Husar, Linda S.	Martin, James C.	Phillips, Robert D.
Iino, John M.	Martini, John D.	Phillips, Robert N.
Ince, Thomas A.	McAllister, David J.	Pierre, Yvan-Claude J.
Innamorato, Don A.	McCarroll, James C.	Pike, Jonathan R.
Jared, Cynthia (former)	McConnell, Stephen J.	Poe, Alexandra (NMI)
Jaskot, Paul J.	McDavid, George E.	Pollack, Michael B.
Jeffcott, Robin B.	McGarrigle, Thomas J.	Powell, David C.
Jenkinson, Andrew P.	McNair, James E.	Pryor, Gregor J.
Jong, Denise (NMI)	Melodia, Mark S.	Quenby, Georgia M.
Jordan, Gregory B. (former)	Mercadante, James A.	Radley, Lawrence J.
Kabnick, Lisa D.	Metro, Joseph W.	Raju, Ajay K. (former)
Karides, Constantine (NMI)	Miller, Edward S.	Rawles, Douglas C.
Kaufman, Marc S.	Miller, Jesse L.	Raymond, Peter D.
Kaung, Alexander Wai Ming	Miller, Steven A.	Reid, Graham M.
Kirk, Dusty Elias	Min, Catharina Y.	Reinke, Donald C.
Kirkpatrick, Stephen A.	Moberg, Marilyn A.	Robinson, Richard A.
Kozlov, Herbert F.	Mok, Kar Chung	Roche, Brian D.
Kramer, Ann V.	Moller, Charlotte (NMI)	Rosen, Barry S.
Krasik, Carl (former)	Morrison, Alexander David	Rosenbaum, Joseph I.
Krebs-Markrich, Julia	Munsch, Martha Hartle	Rosenberg, Carolyn H.
Kugler, Stefan L.	Napolitano, Perry A.	Roth, Robert A.
Kwuon, Janet H.	Naugle, Louis A.	
	Nelson, Jack R.	

(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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

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

Reed Smith LLP
3110 Fairview Park Drive, Suite 1400
Falls Church, VA 22042

(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)

- | | | |
|------------------------------|-------------------------|--------------------------------|
| Rowan, Vincent B. | Speed, Nicholas P. | Yam, Perry (NMI) |
| Rubenstein, Donald P. | Springer, Claudia Z. | Yan, Betty (NMI) |
| Ryan, Catherine S. | Stanley, David E. | Yan, Jay J. |
| Rydstrom, Kirsten R. | Stephenson, Leon (NMI) | Yoo, Thomas J. |
| Rymer, Philip R. | Stewart, II, George L. | Zaman, Peter O. |
| Sanders, James L. | Stimpson, Barry P. | Zoeller, Lee A. |
| Sanders, Michael (NMI) | Suddath, Thomas H. | Zurzolo, Tracy L. |
| Sauvage, Nicolas C. (former) | Suss, Philipp (NMI) | |
| Schaffer, Eric A. | Swinburn, Richard G. | Added as of February 12, 2014: |
| Schatz, Gordon B. | Tandler, James R. | Alfieri, Paul M. |
| Scheve, Stephen E. | Tashman, Matthew E. | Armao, Joseph P. |
| Schlecker, David M. | Taylor, Andrew D. | Berman, Patricia Dondanville |
| Schlesinger, Matthew J. | Taylor, Philip M. | Boranian, Steven J. |
| Schmarak, Bradley S. | Teare, Peter A. | Brown, Bryan K. |
| Scogin, Hugh T. (former) | Temple, Mark D. | Dakessian, Mardiros H. |
| Scott, Michael T. | Terras, Alexander (NMI) | Hagan, John F., Jr. |
| Seaman, Charles H. | Thallner, Jr., Karl A. | Hatfield, Jacqueline A. |
| Sedlack, Joseph M. | Thomas, Alexander Y. | Hryck, David M. |
| Sessa, Stephen E. | Thompson, David A. | Katsambas, Panagiotis (NMI) |
| Shanus, Stuart A. | Thompson, Gary S. | Klett, Dr. Alexander R., LL.M. |
| Sharma, Asha Rani | Tocci, Gary M. | Korenblatt, Jeffrey S. |
| Shaw, Nicholas J. | Tompkins, Benjamin F. | Lackert, Clark W. |
| Shay-Byrne, Olivia | Toms, Jason (NMI) | Lackner, Marc A. |
| Short, Carolyn P. | Turner, Paul B. | MacElhone, Isabelle (NMI) |
| Shugrue, John D. | Vishneski, John S. | Minniti, Cindy Schmitt |
| Siev, Jordan W. | Vitsas, John L. | Mitchell, Jonah D. |
| Sigelko, Duane F. | von Waldow, Arnd N. | Richthammer, Dr. Etienne (NMI) |
| Simons, Robert P. | Watt, Christopher B. | Schryber, John W. |
| Singer, Paul M. (former) | Weiss, David E. | Solomon, Jonathan (NMI) |
| Skrein, Stephen P. | Weissman, David L. | Suleman, Sakil A. |
| Slater, Phillip B. (former) | Weissman, Sonja S. | Theodorou, Demetris C. |
| Smersfelt, Kenneth N. | Weller, Charles G. | Watterson, Kim M. |
| Smith, John Lynn | Wells, Kristin L. | Wong, Patrick Ho Yin |
| Smith, Robert M. | Wilkinson, James F. | |
| Snyder Bagnell, Nicolle R. | Wilkinson, John N. | |
| Sollie, Kyle O. | Wolff, Sarah R. | |
| Sorensen, Anker (NMI) | Wood, Douglas J. | |
| Spafford, Richard A. | | |

(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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

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

JBG Investment Fund I, L.P.
4445 Willard Avenue, Suite 400
Chevy Chase, MD 20815

(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)

JBG Investment Fund I, L.P. does not own more than ten percent (10%) of any entity listed on Par. 1(a).

JBG Real Estate Associates XXXIV, L.L.C. is a general partner and owns a 0.1029 interest, JBG Real Estate Associates XXXV, L.L.C. owns a 5.0433 limited partnership interests. Various individual investors comprise the remaining 94.8538 limited partnership interests.

(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: February 12, 2014
(enter date affidavit is notarized)

121899

for Application No. (s): PCA B-846-02 / PRC B-846-03 / DPA B-848-04
(enter County-assigned application number (s))

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

Rockwood Capital Real Estate Partners Fund VII, L.P.
Two Embarcadero Center, Suite 2360
San Francisco, CA 94111

(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)

Rockwood Capital Partners VII, LLC,
General Partner

The remaining 99% partnership interests
are all limited partners, however, such
limited partners' interest do not equal to
owning ten percent (10%) or more of any
entity listed on Par. 1(a).

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

