



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: August 25, 2016

TO: Carmen Bishop, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

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

SUBJECT: Affidavit
Application No.: PCA 84-S-027-08 / FDPA 84-S-027-06
Applicant: MACS Retail LLC
PC Hearing Date: 9/14/16
BOS Hearing Date: 9/20/16

REF.: 134155

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 8/23/16, which bears my initials and is numbered 134155d, when you prepare the staff report.

Thank you for your cooperation.

Attachment

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

REZONING AFFIDAVIT

DATE: August 23, 2016
(enter date affidavit is notarized)

134155d

I, Sara V. Mariska, attorney/agent, 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

in Application No.(s): PCA 84-S-027-08 / FDPA 84-S -027-06
(enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES of the land described in the application, and, if any of the foregoing is a TRUSTEE, each BENEFICIARY of such trust, and all ATTORNEYS and REAL ESTATE BROKERS, and all AGENTS who have acted on behalf of any of the foregoing with respect to the application:

(NOTE: All relationships to the application listed above in BOLD print must be disclosed. Multiple relationships may be listed together, e.g., Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

Table with 3 columns: NAME, ADDRESS, RELATIONSHIP(S). Includes entries for MACS Retail LLC and Sully Station, LLC with their respective agents and relationships.

(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 AFFIDAVIT

DATE: August 23, 2016
(enter date affidavit is notarized)

134155d

for Application No. (s): PCA 84-S-027-08 / FDPA 84-S -027-06
(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)
MACS Retail LLC
10 Industrial Highway
Lester, PA 19029

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

Sole Member: Mid-Atlantic
Convenience Stores, LLC

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

Robert W. Owens, CEO & President; Cynthia A. Archer, VP; Karl L. Fails, VP; Boyd E. Foster, VP; Brian A. Hand, VP, S. Blake Heinemann, VP; John P. Steel, VP; James F. Wagner, VP; Anthony M. Williams, VP; Clare P. McGrory, Former Treasurer; Arnold D. Dodderer, General Counsel, Secretary; Tom Terry, Assistant Secretary, Marci K. Donnelly, Assistant Secretary, Joseph Kim, VP, Darryl Krebs, VP, Leta McKinley, VP, Controller, Thomas R. Miller, CFO, Robert B. Williams, VP & COO

(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)

134155d

DATE: August 23, 2016
(enter date affidavit is notarized)

for Application No. (s): PCA 84-S-027-08 / FDPA 84-S -027-06
(enter County-assigned application number (s)).

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

Mid-Atlantic Convenience Stores, LLC
10 Industrial Highway
Lester, PA 19029

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)

Susser Petroleum Property
Company LLC, Sole Member

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

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

Robert W. Owens, CEO & President; Cynthia A. Archer, VP; Karl L. Fails, VP; Boyd E. Foster, VP; Brian A. Hand, VP, S. Blake Heinemann, VP; James F. Wagner, VP; Brad Williams, VP & COO; Clare P. McGrory, Treasurer; Arnold D. Dodderer, Secretary; Tom Terry, Assistant Secretary

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

Susser Petroleum Property Company LLC
4525 Ayers Street
Corpus Christi, TX 78415

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)

Susser Petroleum Operating
Company LLC, Sole Member

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

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

Robert W. Owens, CEO & President; Cynthia A. Archer, EVP & Chief Marketing Officer; Christopher Curia, SVP; Karl R. Fails, SVP; Boyd E. Foster, SVP, Teresa Gavigan, VP; Brian A. Hand, Chief Procurement Officer & VP; William J. Healy, Assistant Secretary; S. Blake Heinemann, EVP; Kevin Mahany, SVP; Clare P. McGrory, SVP, Brad Williams, SVP; Gail S. Workman, SVP & COO

(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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(enter date affidavit is notarized)

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for Application No. (s): PCA 84-S-027-08 / FDPA 84-S -027-06
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Susser Petroleum Operating Company LLC
4525 Ayers Street
Corpus Christi, TX 78415

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)
Sunoco LP, Sole Member

=====

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)
Core States Inc.
44355 Premier Plaza, Suite 240
Ashburn, Virginia 20147

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)
John M. Scheffey
Glenn M. Phillips (FORMER)
Richard A. Perez
Richard A. Cote

=====

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)

Walsh, Colucci, Lubeley & Walsh, P.C.
2200 Clarendon Boulevard, Suite 1300
Arlington, VA 22201

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)

Wendy A. Alexander	Jay du Von	J. Randall Minchew	Lynne J. Strobel
David J. Bomgardner	William A. Fogarty	Andrew A. Painter	Garth M. Wainman
E. Andrew Burcher	John H. Foote	G. Evan Pritchard	Nan E. Walsh
Thomas J. Colucci	H. Mark Goetzman	M. Catharine Puskar	
Michael J. Coughlin	Bryan H. Guidash	John E. Rinaldi	
Peter M. Dolan, Jr.	Michael J. Kalish	Kathleen H. Smith	

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)

Sully Station, LLC
4445 Willard Avenue, Suite 700
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)

Members:
Moses LLC
Abacus Group
JBG/R Sully Station LLC

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

JBG/R Sully Station LLC, Co-Manager Moses LLC, Co-Manager

(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)

Moses LLC
4445 Willard Avenue, Suite 700
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)

Alfred H. Moses, Sole
Member and Manager

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/R Sully Station LLC
4445 Willard Avenue, Suite 700
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)

1111 Property Associates (1998) LLC, Sole Member and 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.

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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
1111 Property Associates (1998) LLC
4445 Willard Avenue, Suite 700
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)

Rosenfeld Realty Company, Inc., Member

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

Rosenfeld Realty Company, Inc., Managing Member
JBG/Rosenfeld Equity Investments LLC, FORMER Managing Member (owns less than 10% of Sully Station, LLC)

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

Rosenfeld Realty Company, Inc.
4445 Willard Avenue, Suite 700
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)

Robert J.T. Rosenfeld

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

Robert J.T. Rosenfeld, President, Director; Sheri A. Rosenfeld, VP; Allen H. Cannon, Jr., Secretary/Treasurer

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

Rezoning Attachment to Par. 1(b)

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

Abacus Group LLC
14 Penn Plaza, 14th floor
New York, NY 10122

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)

Norman-Weil Equine
Investment Partnership

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 AFFIDAVIT

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134155 d

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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)

Sunoco LP
555 East Airtex Drive
Houston, TX 77073

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

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

General Partner/Manager:
Sunoco GP LLC (owns less than 10% of MACS Retail LLC)

Sunoco LP is a master limited partnership consisting of millions of limited partners/investors and publicly traded on the NYSE.

(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: August 23, 2016
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134155 d

for Application No. (s): PCA 84-S-027-08 / FDPA 84-S -027-06
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)
Norman-Weil Equine Investment Partnership
4445 Willard Avenue, Suite 700
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)

- RANH 1968 Trust FBO Robert L. Bunnan, Jr.
- RANH 1968 Trust FBO Belinda B. Reusch
- RANH 1968 Trust FBO FBO Melissa Bunnan
- RANH 1965 Trust FBO Robert L Bunnan, Jr.
- RANH 1965 Trust FBO Belinda B. Reusch
- RANH 1965 Trust FBO Melissa Bunnan
- Lucinda W. Bunnan
- LWB 1935 Trust FBO Lucinda W. Bunnan
- Robert L. Bunnan, Jr.
- Belinda B. Reusch
- Melissa Bunnan
- LRN Trust FBO Frank A. Weil, Lucinda W. Bunnan, Nancy
- N. Lassalle
- RANH 1971 Trust FBO Robert L. Bunnan Jr
- RANH 1971 Trust FBO Belinda Bunnan Reusch
- RANH 1971 Trust FBO Melissa Bunnan
- RANH 1971 Acc Tr FBO Robert L. Bunnan Jr
- RANH 1971 Acc Tr FBO Belinda Bunnan Reusch
- RANH 1971 Acc Tr FBO Melissa Bunnan
- RANH 1968 Trust FBO Andrew Dejongh Franklin
- RANH 1968 Trust FBO Audrey F. Franklin
- RANH 1965 Trust FBO Andrew Dejongh Franklin
- RANH 1965 Trust FBO Audrey F. Franklin
- PWL 1935 Trust FBO Andrew D. Franklin
- Andrew Dejongh Franklin TTEE FBO Andrew D. Franklin
- Audrey F Franklin
- PWL 1983 Grantor Tr FBO Andrew Dejongh Franklin
- PWL 1983 Trust FBO Audrey F. Franklin
- RANH 1971 Trust FBO Andrew D. Franklin
- RANH 1971 Trust FBO Alice Franklin
- Samuel Franklin Trust FBO Samuel Franklin
- Emily Cohen Trust FBO Emily Cohen
- RANH 1971 Acc Tr FBO Andrew D. Franklin
- RANH 1971 Acc Tr FBO Alice Franklin
- Aaron M Hawk 2013 Pourover Trust FBO Aaron M. Hawk

*No partner owns more than 10% of Sully Station, LLC

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

Rezoning Attachment to Par. 1(c)

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(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)
Norman-Weil Equine Investment Partnership [continued]
4445 Willard Avenue, Suite 700
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)

- | | |
|---|--|
| Phoebe Lundeen Trust FBO Samuel Franklin | William S. Weil |
| Phoebe Lundeen Trust FBO Emily Calvanese | LRN Trust FBO Frank A. Weil |
| Phoebe Lundeen Trust FBO Aaron M. Hawk | RANH 1971 Trust FBO Amanda E. Weil |
| NNL 1996 Grantor Trust FBO Nancy N. Lassalle | RANH 1971 Tr FBO Deborah W. Harrington |
| NNL 1969 Trust FBO Honor Lassalle | RANH 1971 Tr FBO Sandison E. Weil |
| NNL 1991 Trust FBO Diana L. Turner | RANH 1971 Tr FBO William S. Weil |
| NNL 1991 Trust FBO Phoebe Lundeen | RANH 1968 Trust FBO Amanda Harrington |
| NNL 1991 Trust FBO Phil Lassalle | RANH 1968 Trust FBO Eliza Harrington Myers |
| NNL 1935 Trust FBO Nancy N. Lassalle | RANH 1968 Trust J. Tim Harrington |
| Honor Lassalle Grantor Tr u/a dtd 11/26/76 FBO Honor Lassalle | RANH 1971 Acc Tr FBO Amanda E. Weil |
| AEN Trust FBO Nancy N. Lassalle | RANH 1971 Acc Tr FBO Deborah W. Harrington |
| LRN Trust FBO Frank A. Weil, Lucinda W. Bunnan, Nancy N. Lassalle | RANH 1971 Acc Tr FBO Sandison E. Weil |
| AEN 1966 Trust FBO Abigail Norman | RANH 1971 Acc Tr FBO William S. Weil |
| AEN 1966 Trust FBO Sarah E. Norman | Frank A. Weil 2007 Revocable Trust FBO Frank A. Weil |
| AEN 1966 Trust FBO Margaret Norman | Denie S. Weil 2007 Revocable Trust FBO Denie S. Weil |
| AEN 1966 Trust FBO Rebecca D. Norman | |
| AN Grantor Trust FBO Abigail Norman | |
| MN Grantor Trust FBO Margaret Norman | |
| RDN 1996 Grantor Trust FBO Rebecca D. Norman | |
| Sarah E. Norman 2000 Trust FBO Sarah E. Norman | |
| Margaret Norman 2000 Trust FBO Margaret Norman | |
| Abigail Norman 2004 Trust FBO Abigail Norman | |
| 1935 Appointive Trust u/w AEN FBO Abigail Norman | |
| Trust FBO Abigail Norman u/w/o AEN | |
| Trust FBO Sarah Norman u/w/o AEN | |
| Trust FBO Margaret Norman u/w/o AEN | |
| Trust FBO Rebecca D. Norman u/w/o AEN | |
| RANH 1968 Trust FBO Amanda E. Weil | |
| RANH 1968 Trust FBO Deborah W. Harrington | |
| RANH 1968 Trust FBO Sandison E. Weil | |
| RANH 1968 Trust FBO William S. Weil | |
| RANH 1965 Trust FBO Amanda E. Weil | |
| RANH 1965 Trust FBO Deborah W. Harrington | |
| RANH 1965 Trust FBO Sandison E. Weil | |
| RANH 1965 Trust FBO William S. Weil | |
| FAW 1935 Trust FBO Frank A. Weil | |

*No partner owns more than 10% of Sully Station LLC

REZONING AFFIDAVIT

DATE: August 23, 2016
(enter date affidavit is notarized)

134155d

for Application No. (s): PCA 84-S-027-08 / FDPA 84-S -027-06
(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: August 23, 2016
(enter date affidavit is notarized)

134155d

for Application No. (s): PCA 84-S-027-08 / FDPA 84-S -027-06
(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.)

None

(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
Sara V. Mariska

Sara V. Mariska, attorney/agent
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 23 day of August 2016, in the State/Comm. of Virginia, County/City of Arlington.

Kimberly K. Follin
Notary Public

My commission expires: 11/30/2019

KIMBERLY K. FOLLIN
Registration # 283945
Notary Public
COMMONWEALTH OF VIRGINIA