VIRGINIA:

IN THE CIRCUIT COURT OF FAIRFAX COUNTY

In re Multi-Circuit Episcopal Church Litigation:	)	**Case Nos.:** CL 2007-248724,
	)	CL 2007-1235,
	)	CL 2007-1236,
	)	CL 2007-1238,
	)	CL 2007-1625,
	)	CL 2007-5250,
	)	CL 2007-5682,
	)	CL 2007-5683, and
	)	CL 2007-5902
	)	

FINAL ORDER

THIS MATTER is before the Court for entry of a Final Order in the cases listed above.

UPON CONSIDERATION WHEREOF, and for the reasons stated in the Court's January 10, 2012, Letter Opinion, which is incorporated herein by reference, the Court ADJUDGES, ORDERS and DECREES as follows:

A. (1) The Episcopal Church ("TEC") and the Diocese of Virginia ("Diocese") have contractual and proprietary interests in the real and personal property at issue in this litigation; (2) the defendants The Church At The Falls – The Falls Church, a Virginia non-stock corporation; St. Stephen's Church, a Virginia non-stock corporation, doing business as "St. Stephen's Anglican Church"; Truro Church, a Virginia non-stock corporation; St. Paul's Church, Haymarket, a Virginia non-stock corporation; St. Margaret's Church, a Virginia non-stock corporation; Church of the Apostles, a Virginia non-stock corporation; Church of the Epiphany, Herndon, a Virginia non-stock corporation (collectively, "CANA Congregations") do not have either contractual or proprietary interests in the real or personal property at issue in this litigation; (3) the Court finds no merit in the CANA Congregations' counterclaims for unjust enrichment, quantum meruit and constructive trusts , and the motions of TEC and the Diocese to

strike those claims are granted; and (4) the vestry empowered to elect the directors of The Falls Church Endowment Fund, Inc. is the vestry recognized by the Diocese as the Episcopal vestry of The Falls Church Episcopal Church. Accordingly,

B. The defendant trustees (excluding Trustee William Latham who resigned prior to entry of this Order)[1] and the defendant CANA Congregations hold, and, until the real and personal property at issue in this litigation is conveyed to the Bishop of the Diocese as required by this Order, will continue to hold, the real and personal property at issue in this litigation subject to the contractual and proprietary rights of TEC and the Diocese. The defendant trustees and the CANA Congregations are enjoined from further use of the real and personal property at issue in this litigation in accordance with the deadlines and terms set forth below, excepting personal property identified on Exhibit L attached hereto.

C. On or before April 30, 2012, (1) the defendant trustees and the CANA Congregations shall quitclaim and release all real estate, fixtures, improvements and appurtenances comprising the properties identified in Exhibit A attached hereto to the Bishop of the Diocese by means of quitclaim deeds. The defendant trustees shall use quitclaim deeds substantially in the form of Exhibit B attached hereto with all blanks therein appropriately completed and all exhibits thereto appropriately attached; and the CANA Congregations shall use quitclaim deeds substantially in the form of Exhibit C attached hereto with all blanks therein appropriately completed and all exhibits thereto appropriately attached, and (2) the defendant trustees and the CANA Congregations shall thereupon (except as may otherwise be agreed by the parties) relinquish possession and control over such properties to the Bishop of the Diocese in an orderly fashion. The CANA Congregations and the defendant trustees shall represent and

[1] All future references to trustees or defendant trustees or however such term may be phrased in this Final Order and in any of the exhibits hereto exclude Trustee William Latham. Consequently, the Court finds that Trustee William Latham is not subject to the Final Order.

warrant to the Bishop of the Diocese that to the best of their knowledge, information and belief, after review of their own files, such properties are free and clear of deeds of trust, mechanics' and other monetary liens, leases and parties in possession, except as set forth in Exhibit A attached hereto. The Diocese shall assume the obligations as of the date of conveyance pursuant to this Order on all such indebtedness shown on Exhibit A subject to the consent of the lender or otherwise indemnify the CANA Congregations for such obligations before the quitclaim deeds described herein are executed and recorded.

As to the Church of the Apostles' Braddock Road property and as to St. Margaret's Church Parcel 2 listed on Exhibit A, the Diocese will either assume or pay off the current loan on the property and take title to it, or it will surrender its interest in the property on or before March 30, 2012. Church of the Apostles and St. Margaret's Church shall make loan payments due for the months of February and March 2012 using current funds on hand that would otherwise be payable to the Diocese under this order. If the Diocese surrenders its interest in the Braddock Road property and/or St. Margaret's Church Parcel 2, the property shall be deemed deleted from Exhibit A and will not be subject to any provisions of this Order. On or before April 2, 2012, the defendant trustees who hold record title to the properties which are described on Exhibit A attached hereto as "Church of the Apostles Property," "Church of The Epiphany Property," and "Truro Church Property," and which lie in Fairfax County, together with the respective CANA Congregations whose joinder to the petitions shall be limited by the qualification that it is only to the extent necessary, the Diocese, and TEC, shall submit petitions pursuant to Va. Code Section 57-8 and Va. Code Section 57-15 to the Circuit Court of Fairfax County, or before the judge of such court in vacation, asking for confirmation of the appointment of such defendant trustees as trustees, asking for leave to grant and convey the respective properties to the Bishop of the

Diocese and seeking entry of an order (in the form of Exhibit D attached hereto) confirming the appointment of such defendant trustees and providing for and approving such grants and conveyances.

On or before April 2, 2012, the defendant trustees who hold record title to the properties which are described on Exhibit A attached hereto as "St. Margaret's Church Property" and "St. Paul's Church Property," and which lie in Prince William County, together with the respective CANA Congregations whose joinder to the petitions shall be limited by the qualification that it is only to the extent necessary, the Diocese, and TEC, shall submit petitions pursuant to Va. Code Section 57-8 and Va. Code Section 57-15 to the Circuit Court of Prince William County, or before the judge of such court in vacation, asking for confirmation of the appointment of such defendant trustees as trustees, asking for leave to grant and convey the respective properties to the Bishop of the Diocese and seeking entry of an order (in the form of Exhibit D attached hereto) confirming the appointment of such defendant trustees and providing for and approving such grant and conveyance.

On or before April 2, 2012, the defendant trustees who hold record title to the property which is described on Exhibit A attached hereto as "The Falls Church Property," and which lies in the City of Falls Church, Fairfax County, or Arlington County, together with the CANA Congregation whose joinder to the petitions shall be limited by the qualification that it is only to the extent necessary, the Diocese, and TEC, shall submit a petition pursuant to Va. Code Section 57-8 and Va. Code Section 57-15 to the Circuit Court of Arlington County, or before the judge of such court in vacation, asking for confirmation of the appointment of such defendant trustees as trustees, asking for leave to grant and convey The Falls Church Property to the Bishop of the Diocese and seeking entry of an order (in the form of Exhibit D attached hereto) confirming the

appointment of such defendant trustees and providing for and approving such grant and conveyance.

On or before April 2, 2012, the defendant trustees who hold record title to the property described on Exhibit A attached hereto as "St. Stephen's Church Property," and which lies in Northumberland County, together with the CANA Congregation whose joinder to the petitions shall be limited by the qualification that it is only to the extent necessary, the Diocese, and TEC, shall submit a petition pursuant to Va. Code Section 57-8 and Va. Code Section 57-15 to the Circuit Court of Northumberland County, or before the judge of such court in vacation, asking for confirmation of the appointment of such defendant trustees as trustees, asking for leave to grant and convey the St. Stephen's Church Property to the Bishop of the Diocese and seeking entry of an order (in the form of Exhibit D attached hereto) confirming the appointment of such defendant trustees and providing for and approving such grant and conveyance.

Such petitions and orders shall be in substantially the same form as Exhibits E and F attached hereto with all blanks therein appropriately completed and all exhibits thereto appropriately attached, with such modifications thereto as may be required by the applicable court.

The relinquishment of real and personal property or any other act in compliance with this Order shall not make moot any claims the CANA Congregations may raise on appeal to ownership and control of any real and personal property so relinquished.

D. On or before April 30, 2012, the defendant trustees and the CANA Congregations shall (1) convey to the Bishop of the Diocese all of their respective rights, titles and interests in the tangible and intangible personal property identified in Exhibit G attached hereto (other than liquid personal property that is the subject matter of paragraph E of this Order) and excepting

after acquired property identified in Exhibit L attached hereto, pursuant to bills of sale and assignments substantially in the form of Exhibit H attached hereto with all blanks therein appropriately completed and all exhibits thereto appropriately attached, and (2) deliver and relinquish possession and control over such tangible and intangible personal property to the Bishop of the Diocese in an orderly fashion. The CANA Congregations shall represent and warrant to the Bishop of the Diocese that to the best of their knowledge, information and belief, after review of their own files, such tangible and intangible personal properties are free and clear of liens and encumbrances, except as set forth in Exhibit G attached hereto (which exceptions will also be set forth in properly completed Exhibits A to the bills of sale and assignments to be delivered to the Bishop of the Diocese by the respective defendant trustees and CANA Congregations). Delivery of possession of the premises wherein such tangible personal property is situated shall be deemed delivery of possession of all tangible personal property located on such premises at the time of delivery. The CANA Congregations shall represent and warrant to the Bishop of the Diocese that to the best of their knowledge, information and belief, after review of their own files, they are not aware of any omitted tangible and intangible personal property held by the CANA Congregations or their trustees as of the applicable "Ownership Determination Date" (January 31, 2007, in the cases of The Church at the Falls – The Falls Church, Truro Church, Church of the Apostles, Church of The Epiphany, and St. Stephen's Church; and February 1, 2007, in the cases of St. Margaret's Church and St. Paul's Church) or acquired by them after such date with property that was liquid personal property described in paragraph E of this Order held by them on such date. The CANA Congregations shall also represent and warrant to the Bishop of Diocese that to the best of their knowledge, information and belief, after review of their own files, they and the defendant trustees have conveyed such

tangible and intangible personal property to the Bishop of the Diocese free and clear of liens and encumbrances created by the acts of the defendant trustees and the CANA Congregations, except as set forth in Exhibit G hereto. The foregoing representation by the CANA Congregations as to the defendant trustees shall not be deemed to create any cause of action on behalf of the Diocese arising out of any act of any trustee which is outside the best knowledge, information and belief of the corresponding CANA Congregation after review of its own files. Each defendant trustee, solely with respect to such trustee and not the other trustees, shall also represent and warrant to the Bishop of the Diocese that to the best of such trustee's knowledge, information and belief after review of such trustee's own files, such trustee has conveyed such tangible and intangible personal property to the Bishop of the Diocese free and clear of liens and encumbrances created by the acts of such trustee, except as set forth in Exhibit G attached hereto.

E. On or before April 30, 2012, the defendant trustees and the CANA Congregations shall either (1) convey to the Bishop of the Diocese all of their respective rights, titles and interests in all liquid personal property (e.g., cash, cash equivalents, securities and entitlements, instruments, investments, bank and other deposit accounts, certificates of deposit, endowment funds, and contributions and donations of money received as of the applicable Ownership Determination Date, and including restricted funds, as defined below, except to the extent that payments were made from such funds prior to the date of conveyance pursuant to this Order); or (2) pay to the Bishop of the Diocese the value of same, as of the applicable Ownership Determination Date, via cashier's check or equivalent form; or (3), at the CANA Congregations' election, pay the value of the same into the Court registry pending any appeal together with sufficient sums to pay interest at the rate of 6 percent per annum on the principal amounts for nine months from May 4, 2012. Additional interest at the rate of 6 percent per annum on the

judgment amounts paid into the Court registry shall be made every three months thereafter until the conclusion of such appeals. At the conclusion of such appeals the interest payments shall be reconciled so as to account for any overpayment or underpayment of interest, crediting the CANA Congregations with all interest earned on the amounts deposited. The values of such liquid personal property as of the applicable Ownership Determination Date are to be determined by the parties net of reconciliations including uncleared checks and uncleared deposits and including such legal liabilities incurred as of the applicable Ownership Determination Date but paid thereafter including, but not limited to, payroll, payroll deductions, taxes, withholding, pension contributions, accrued vacation, pre-paid tuition and fees, and funds belonging to third parties, and net of the pro-rated prepaid expenses that provide benefits after the applicable Ownership Determination Date (including but not limited to any prior payments of legal fees but not including any prior payments of insurance premiums). Further deductions are allowed for payments made after the applicable Ownership Determination Date and in accordance with the terms and conditions of restricted funds which are defined as follows: restricted funds are funds held by the CANA Congregations as of the applicable Ownership Determination Date which were subject to restrictions which limited the use of such funds to particular purposes which were not for the benefit of the Congregation, the Diocese, or TEC, leaving no discretion to or for the Congregation or its Vestry, clergy, or other persons associated therewith to use or disburse such funds for the benefit of the Congregations, the Diocese, or TEC. Such restricted funds that remain in the possession of the CANA Congregations as of the date of this Order shall be transferred to the Diocese subject to the same restrictions, and in accordance with all applicable laws. Investment accounts owned by the CANA Congregations and held by the Diocese shall remain with Diocese. The St. Stephen's accounts subject to the interpleader action involving St.

Stephen's and the Diocese shall convey to the Diocese as currently valued, net of interest earned thereon.

To the extent that any accounts are conveyed in any fashion other than by cashier's check or equivalent form, the defendant trustees and the CANA Congregations shall execute appropriate documents to effect such conveyances, including bills of sale and assignments substantially in the form of Exhibit J attached hereto with all blanks therein appropriately completed and all exhibits thereto appropriately attached. The CANA Congregations shall represent and warrant to the Bishop of the Diocese that to the best of their knowledge, information and belief, after review of their own files, such liquid personal property constitutes all liquid personal property acquired and held by the defendant trustees or the CANA Congregations as of the applicable Ownership Determination Date. The CANA Congregations shall also represent and warrant to the Bishop of Diocese that to the best of their knowledge, information and belief, after review of their own files, they and the defendant trustees have conveyed such liquid personal property and interest to the Bishop of the Diocese free and clear of liens and encumbrances created by the acts of the CANA Congregations and the defendant trustees, except as disclosed to the Diocese (which exceptions will also be set forth in properly completed Exhibits A to the bills of sale and assignments to be delivered to the Bishop of the Diocese by the respective defendant trustees and the CANA Congregations). The foregoing representation by the CANA Congregations as to the defendant trustees shall not be deemed to create any cause of action on behalf of the Diocese arising out of any act of any trustee which is outside the best knowledge, information and belief of the corresponding CANA Congregation after review of its own files. Each defendant trustee, solely with respect to such trustee and not the other trustees, shall also represent and warrant to the Bishop of the Diocese that to the best of

such trustee's knowledge, information and belief, after review of such trustee's own files such trustee has conveyed such liquid personal property to the Bishop of the Diocese in which such trustee may have an interest free and clear of liens and encumbrances created by the acts of such trustee, except as disclosed to the Diocese.

By March 15, 2012, the CANA Congregations shall provide the Diocese with their comprehensive position regarding the amounts of liquid property owed to the Diocese pursuant to this Order along with the source documentation. By March 7, 2012 the Diocese shall notify the CANA Congregations of the categories of source documentation that the Diocese requires to conduct its own calculation and evaluation. If, by March 30, 2012, the parties are unable to agree as to an amount to be conveyed by each CANA Congregation, the Diocese shall so advise the Court and may seek to enforce this Final Order as to any such CANA Congregation.

Money judgments are hereby entered as of May 4, 2012 in any amounts due to the Diocese in accordance with this Paragraph E which remain unpaid as of May 1, 2012. Such money judgments, if any, are in favor of the Diocese and against each CANA Congregation which has not paid the full amount owed. The money judgments shall include interest at the judgment rate beginning on May 4, 2012 until paid.

F. The parties shall cooperate with each other as may reasonably be required from time to time for the following purposes: (1) to effectuate the provisions of paragraphs B through E of this Order, (2) to seek and obtain appropriate or necessary consents and approvals from third parties with respect to the transfers, conveyances and assignments described in paragraphs C, D and E of this Order, (3) to cause such third parties to acknowledge and recognize such transfers, conveyances and assignments and the Bishop of the Diocese as the owner and

titleholder of the subject properties for all purposes and (4) to transfer certificates of title to all properties that are subject to certificates of title to the Bishop of the Diocese.

G. Upon or prior to delivering the quitclaim deeds, bills of sale and assignments and other documents required pursuant to this Order, the CANA Congregations shall (a) take or cause to be taken all board, corporate and other actions necessary to authorize and approve all actions required of them pursuant to this Order and (b) deliver to the Bishop of the Diocese certificates of their respective secretaries substantially in the form of Exhibit K attached hereto with blanks therein appropriately completed and exhibits thereto appropriately attached.

H. On or before April 30, 2012, the CANA Congregations shall take or cause to be taken all necessary board, corporate and other actions so as to effect a change to the names by which they hold themselves out to the public such that they do not use and shall not use the terms "Episcopal" or "Episcopalian" in their names. The Court further finds that the parties have agreed that if the CANA Congregations incorporate some derivative of the word "Anglican" in their signage, stationery, and websites, the use of such names does not infringe on the Diocese's property rights. The CANA Congregations' amended counterclaims are dismissed with prejudice in their entirety.

I. The CANA Congregations' Motion for Partial Reconsideration is denied.

J. The Clerks of the Circuit Courts of Fairfax County, Arlington County, Prince William County, Loudoun County and Northumberland County shall enter this Order in the Civil Order books of such counties in regard to each of the following dockets or cases:

- *The Protestant Episcopal Church in the Diocese of Virginia v. The Church at the Falls – The Falls Church* (Circuit Court of Arlington County, case no. 07-125) (Circuit Court of Fairfax County, case no. CL 2007-5250);
- *The Protestant Episcopal Church in the Diocese of Virginia v. Truro Church* (Circuit Court of Fairfax County, case no. CL 2007-1236);

- *The Protestant Episcopal Church in the Diocese of Virginia v. Church of the Epiphany, Herndon* (Circuit Court of Fairfax County, case no. CL 2007-1235);

- *The Protestant Episcopal Church in the Diocese of Virginia v. Church of the Apostles* (Circuit Court of Fairfax County, case no. CL 2007-1238);

- *The Protestant Episcopal Church in the Diocese of Virginia v. St. Margaret's Church* (Circuit Court of Prince William County, case no. CL 73465) (Circuit Court of Fairfax County, case no. CL 2007-5682);

- *The Protestant Episcopal Church in the Diocese of Virginia v. St. Paul's Church, Haymarket* (Circuit Court of Prince William County, case no. CL 73466) (Circuit Court of Fairfax County, case no. CL 2007-5683);

- *The Protestant Episcopal Church in the Diocese of Virginia v. St. Stephen's Church* (Circuit Court of Northumberland County, case no. CL 07-16) (Circuit Court of Fairfax County, case no. CL 2007-5902); and

- *The Episcopal Church v. Truro Church, et al.* (Circuit Court of Fairfax County, case no. CL 2007-1625)

THIS IS A FINAL ORDER.

THE Clerk will send copies of this Order to all counsel of record.

Entered this 1st day of March, 2012.

Circuit Court Judge Randy I. Bellows

SEEN AND OBJECTED TO, all exceptions noted, based upon the evidence and for the reasons previously stated in motions and briefing and at oral argument and trial:

TRURO CHURCH AND RELATED TRUSTEES

By: _____

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THE CHURCH AT THE FALLS – THE FALLS CHURCH

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SEEN:

TRUSTEES OF THE CHURCH AT THE FALLS – THE FALLS CHURCH, *including* William W. Goodrich and Steven Skancke

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SEEN AND AGREED:

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By: David L. Honadle, by Bradford W. Davenport, Jr., with authorization

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SEEN AND OBJECTED TO, all exceptions noted, based upon the evidence and for the reasons previously stated in motions and briefing and at oral argument and trial:

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