



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: December 21, 2012

TO: Brent Krasner, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Bette R. Crane, Paralegal
Office of the County Attorney

SUBJECT: Revised Affidavit
PCA 86-S-083-05
Applicant: Branch Banking and Trust Company
BOS Hearing Date: 1/8/13

REF.: 116674

Attached is an affidavit which has been approved by the Office of the County Attorney for the above-referenced case. Please include this affidavit dated 12/20/12, which bears my initials and is numbered 116674b, **in the supplemental Board package.**

Thank you for your cooperation.

Attachment

cc: (w/attach) Amy Moxley, Planning Technician (sent via email)
Zoning Evaluation Division
Department of Planning and Zoning

REZONING AFFIDAVIT

DATE: December 20, 2012
(enter date affidavit is notarized)

I, Robert A. Lawrence, 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

1166746

in Application No.(s): PCA 86-S-083-05
(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)
BRANCH BANKING AND TRUST COMPANY Agents: Donald N. Strehle William D. Andre Stephen H. Spencer II Karen B. Wallis Kenneth A. Thomas	6400 Arlington Boulevard, #1140 Falls Church, VA 22042	Applicant / Ground Lessee

(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: December 20, 2012
 (enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
 (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)
SAUL HOLDINGS LIMITED PARTNERSHIP Agents: Brian T. Downie Thomas H. McCormick John F. Collich Scott V. Schneider	7501 Wisconsin Avenue Bethesda, MD 20814	Title Owner / Ground Lessor
BOHLER ENGINEERING VA, LLC Agents: David B. Logan Patrick (NMI) Gorman	22636 Davis Drive, Suite 250 Sterling, VA 20164	Engineers / Agents for Applicant
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 / Agents for Applicant
CBRE, Incorporated Agent: Kenneth (NMI) Garrett, Senior Project Manager (former) ● John (NMI) August, Senior Project Manager	111500 Santa Monica Boulevard, Suite 1600 Los Angeles, CA 90025	Consultant/Agent for Applicant

(check if applicable)

[]

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

REZONING AFFIDAVIT

DATE: December 20, 2012
(enter date affidavit is notarized)

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for Application No. (s): PCA 86-S-083-05
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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)

Branch Banking and Trust Company
6400 Arlington Boulevard, #1140
Falls Church, VA 22042

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

Donald N. Strehle, Vice President
William D. Andre, Vice President
Karen B. Wallis, Regional Retail Banking Manager
Kenneth A. Thomas, Vice President, Real Estate Transaction Management Group Manager

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

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

Rezoning Attachment to Par. 1(b)

DATE: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

B. F. Saul Company
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

B. Francis Saul II
George M. Rogers, Jr., Successor Trustee U/T./D 12/30/1976 FBO B. Francis Saul III and Andrew M. Saul II

=====

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

B. Francis Saul II, Dir., Chairman, CEO	Thomas H. McCormick, Dir., President	Burke F. Hayes, SVP
George M. Rogers, Jr., Dir.	John R. Whitmore, Dir.	
Mark G. Carrier, SVP	Henry C. Parrish, III, SVP	(Cont'd on separate page)

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

Franklin Development Company, Inc.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

B. F. Saul Company
Teresa G. Lyons 2002 Trust U/A Dtd 1/21/2002 FBO Teresa G. Lyons
Ruth Saul Poljevka

=====

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

B. Francis Saul II, Dir., President	Thomas H. McCormick, Dir., EVP	Patrick T. Connors, VP
George M. Rogers, Jr., Dir.	John R. Whitmore, Dir.	B. Francis Saul III, Dir., EVP (former)
Jessica L. Parker, Secretary	Joel A. Friedman, Treasurer	

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

Rezoning Attachment to Par. 1(b)

DATE: December 20, 2012
(enter date affidavit is notarized)

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for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

B. F. Saul Company
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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.)

Steven N. Corey, SVP	Joel A. Friedman, SVP, Treasurer	Mark A. Hardy, SVP	Victoria J. Perkins, SVP
Patrick T. Connors, SVP	Bryon S. Barlow, SVP	Kenneth F. Kovach, SVP	David J. Makarsky, SVP
Kashiyo Enokido, EVP	Soterios Koutris, SVP	Robert M. Wulff, SVP (until 1/1/13)	(Cont'd on separate page)

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

DESCRIPTION OF CORPORATION: (check one statement)

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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: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

B. F. Saul Company
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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.)

J. Page Lansdale, SVP	Mary Beth Avedesian, SVP	Merle Sustersich, SVP	Mark Jennings, Controller
John A. Spain, VP	J. Craig Hamilton, VP	Enio P. Guerra, VP	Mark L. Rigsby, VP
Deborah D. Gault, VP	Kimberley J. Anderson, VP	Clyde R. Dismukes, VP	(Cont'd on separate page)

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

(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: December 20, 2012
(enter date affidavit is notarized)

1160740

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

B. F. Saul Company
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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.**)

Scott G. Armstrong, VP	Steven W. Brand, VP	Jessica L. Parker, Secretary	Joan E. Cerimele, Vice President
Mary Lou Mayer, Vice President	M. Scott Campbell, VP	Karen S. Halloran, VP	
Terry Landers, VP	Bryan S. Megary, VP	James M. Walent, VP	(Cont'd on separate page)

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

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

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

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for Application No. (s): PCA 86-S-083-05
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NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

B. F. Saul Company
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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.)

Sandra A. Seely, VP	Fadwa Hasan, VP	Ronald Davis, VP	David T. Pearson, VP
Paul K. Reynolds, VP	Barbara C. Phillips, VP	Christopher H. Connolly, VP	Tanya Marhefka, VP
Timothy S. Gillen VP	Victoria Crowe, VP	Samara Gerson, VP	B. Francis Saul III, Dir., President (former)

=====

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Saul Centers, Inc.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

B. F. Saul Real Estate Investment Trust

=====

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

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

B. Francis Saul, II, Dir., CEO	Thomas H. McCormick, Dir., President	George P. Clancy, Dir.	H. Gregory Potts, Dir.
John E. Chapoton, Dir.	Gilbert M. Grosvenor, Dir.	Philip C. Jackson, Jr., Dir.	Charles R. Longworth, Dir.
Gen P. X. Kelley, USMC (Ret.), Dir.	Patrick F. Noonan, Dir.	Philip D. Caraci, Dir.	(Cont'd on separate page)

=====

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

B.F. Saul Real Estate Investment Trust
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

B. F. Saul Company	Westminster Investing Corporation
Franklin Development Company, Inc.	Chevy Chase Trust Holdings Inc.
Columbia Securities of Washington, D.C., Inc.	Somerset Investment Co.
The Klinge Corporation	

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

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

B. Francis Saul II, Dir., Chairman, CEO	B. Francis Saul III, Dir., SVP, Secretary (former)	Philip D. Caraci, Dir.
Gilbert M. Grosvenor, Dir.	John R. Whitmore, Dir.	Thomas H. McCormick, Dir., SVP, Secretary
Mark G. Carrier, VP	John A. Spain, VP	Merle F. Sustersich, VP
Joel A. Friedman, VP, Treasurer, CAO	Bryon S. Barlow, VP	(Cont'd on separate page)

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

Rezoning Attachment to Par. 1(b)

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(enter date affidavit is notarized)

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for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Saul Centers, Inc.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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.**)

James W. Symington, Dir.	John R. Whitmore, Dir.	Mark Sullivan III, Dir.
John F. Collich, SVP	Mary Beth Avedesian, SVP	Scott V. Schneider, SVP, Secretary, Treasurer, CFO
Christopher H. Netter, SVP	Charles W. Sherren, Jr., SVP	Robert M. Wulff, SVP (until 1/1/13) (Cont'd on separate page)

=====

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

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

(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: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Saul Centers, Inc.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

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- 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)

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

J. Page Lansdale, SVP	Victoria J. Perkins, SVP	Donald A. Hachey, SVP	Joel A. Friedman, VP, CAO
Brian Downie, VP	Mary Lou Mayer, VP	Walter Minerbi, VP	Barbara C. Phillips, VP
Tricia Culpepper, VP	Alan E. Gersh, VP	Richard R. Meiburger, VP, Controller	(Cont'd on separate page)

=====

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

DESCRIPTION OF CORPORATION: (check one statement)

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

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

(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: December 20, 2012
(enter date affidavit is notarized)

1166740

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Saul Centers, Inc.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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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.**)

Diana Shipley, VP B. Francis Saul III, Dir., President (former)
Karen S. Halloran, VP
Patrick T. Connors, VP

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

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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: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

B.F. Saul Real Estate Investment Trust
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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.**)

Steven N. Corey, VP	Mark L. Rigsby, VP	Patrick T. Connors, VP	J. Page Lansdale, VP
Henry C. Parrish, III, VP	Donald A. Hachey, VP	Victoria J. Perkins, VP	Robert M. Wulff, VP (until 1/1/13)
Mark A. Hardy, VP	John F. Collich, VP	Mary Beth Avedesian, VP	

=====

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: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Dearborn L.L.C.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

B. F. Saul Real Estate Investment Trust

=====

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

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

B. Francis Saul II, CEO	Thomas H. McCormick, President	Joel A. Friedman, VP, Treasurer	Patrick T. Connors, VP
J. Page Lansdale, VP	Merle F. Sustersich, Secretary	B. Francis Saul III, President (former)	

=====

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

B.F. Saul Property Company
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

B. F. Saul Company

=====

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

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

Thomas H. McCormick, Dir., Chairman, President	B. Francis Saul III, Dir., Chairman, President (former)	Jessica L. Parker, Dir., Secretary
Barbara Reifsnider, VP	May Lou Mayer, VP	Steven N. Corey, SVP
Joel A. Friedman, SVP, Treasurer	Donald A. Hachey, VP	M. Scott Campbell, VP (cont'd on separate page)

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

Rezoning Attachment to Par. 1(b)

DATE: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

B.F. Saul Property Company
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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.
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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.**)

Henry C. Parrish, SVP	Mark G. Carrier, SVP	Kenneth F. Kovach, SVP	Bryon S. Barlow, SVP
Patrick T. Connors, SVP	Karen S. Halloran, VP	Terry Landers, VP	Derrick A. Wade, VP
Mark Jennings, Controller	Mark A. Hardy, VP	Enio P. Guerra, VP	(Cont'd on separate page)

=====

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

DESCRIPTION OF CORPORATION: (check one statement)

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- 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)

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1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

B.F. Saul Property Company
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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.**)

John A. Spain, VP
J. Page Lansdale, VP
Tanya Marhefka, VP

=====

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.
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- 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: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Van Ness Square Corporation
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

Chevy Chase Lake Corporation

=====

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

B. Francis Saul II, Dir., CEO Thomas H. McCormick, Dir., President, Secretary William F. Anhut, Jr., Dir., VP, Treasurer
B. Francis Saul III, Dir., President, Secretary (former)

=====

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

SHLP Unit Acquisition Corp.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

B. F. Saul Real Estate Investment Trust

=====

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

B. Francis Saul II, Dir. Thomas H. McCormick, Dir., President, Secretary
Joel A. Friedman, VP, Treasurer John A. Spain, VP
B. Francis Saul III, Dir., President (former)

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

Rezoning Attachment to Par. 1(b)

DATE: December 20, 2012
(enter date affidavit is notarized)

1166740

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Avenel Executive Park Phase II, L.L.C.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

B. F. Saul Real Estate Investment Trust

=====

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

Thomas H. McCormick, President	Joel A. Friedman, VP, Treasurer	Patrick T. Connors, VP
J. Page Lansdale, VP	B. Francis Saul III, President (former)	

=====

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

Westminster Investing Corporation
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

Chevy Chase Property Company

=====

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

B. Francis Saul II, Dir., President, CEO	Thomas H. McCormick, Dir., EVP
George M. Rogers, Jr., Dir.	Patrick T. Connors, VP
Merle F. Sustersich, Secretary	B. Francis Saul III, Dir., EVP (former)

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

Rezoning Attachment to Par. 1(b)

DATE: December 20, 2012
(enter date affidavit is notarized)

1166740

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
Columbia Securities Company of Washington, D.C.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)
B. F. Saul Company
B. Francis Saul II
Teresa G. Lyons 2002 Trust U/A Dtd 1/21/2002 FBO Teresa G. Lyons

=====
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
B. Francis Saul II, Dir., President Thomas H. McCormick, Dir, EVP B. Francis Saul, III, Dir., EVP (former)
George M. Rogers, Jr., Dir. John R. Whitmore, Dir. Patrick T. Connors, VP
Jessica L. Parker, Secretary Joel A. Freidman, Treasurer

=====
NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
The Klingle Corporation
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)
B. F. Saul Company
B. Francis Saul II and American Security Bank, Trustees, U/W Andrew M. Saul, FBO Ruth Saul Poljevka

=====
NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. **President, Vice-President, Secretary, Treasurer, etc.**)
B. Francis Saul II, Dir., President Thomas H. McCormick, Dir., EVP B. Francis Saul III, Dir., EVP (former)
George M. Rogers, Jr., Dir. John R. Whitmore, Dir. Patrick T. Connors, VP
James M. Goode, VP

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

Rezoning Attachment to Par. 1(b)

DATE: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Chevy Chase Trust Holdings, Inc.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

Westminster Investing Corporation

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

B. Francis Saul II, Dir., President, CEO	Thomas H. McCormick, Dir., EVP	George M. Rogers, Jr., Dir.
Patrick T. Connors, VP	Merle F. Sustersich, Clerk	B. Francis Saul, III, Dir., EVP (former)

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

Somerset Investment Co.
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

Westminster Investing Corporation

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

B. Francis Saul II, Dir., President	Thomas H. McCormick, Dir., EVP	George M. Rogers, Jr., Dir.
Patrick T. Connors, VP	Merle F. Sustersich, Secretary	B. Francis Saul, III, Dir., EVP (former)

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

Rezoning Attachment to Par. 1(b)

DATE: December 20, 2012
(enter date affidavit is notarized)

1166740

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Chevy Chase Property Company
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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

B. Francis Saul II Chevy Chase Lake Corporation
George M. Rogers, Jr., Successor TTEE U/A Dtd 12/30/76 FBO B. Francis Saul III and Andrew M. Saul II
Donald P. Lines, David A.E.R. Peake and John D. Campbell, Trustees; The Saul Family Trust (beneficiaries B. Francis Saul III, Andrew M. Saul II, Sharon E. Saul, Elizabeth W. Saul and Patricia E. Saul)

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

B. Francis Saul II, Dir., Chairman, President Thomas H. McCormick, Dir., EVP George M. Rogers, Jr., Dir.
David A.E.R. Peake, Dir. John M. Whitmore, Dir. Patrick T. Connors, VP
Merle F. Sustersich, Secretary B. Francis Saul, III, Dir., EVP (former)

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

Chevy Chase Lake Corporation
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

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)

B. Francis Saul II and Patricia E. Saul
George M. Rogers, Jr., Successor TTEE U/T/D 12/31/70; Andrew M. Saul Irrevocable Trust FBO Sharon Elizabeth Saul
George M. Rogers, Jr., Successor TTEE U/T/D 12/31/70; Andrew M. Saul Irrevocable Trust FBO B. Francis Saul III
George M. Rogers, Jr., Successor TTEE U/T/D 12/31/70; Andrew M. Saul Irrevocable Trust FBO Elizabeth Willoughby Saul

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

B. Francis Saul II, Dir., CEO, President Jane Stunkel, VP and Treasurer George M. Rogers, Jr., Dir.
Jessica L. Parker, VP and Secretary

(check if applicable) [X] 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: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Chevy Chase Property Company
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

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- 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)

George M. Rogers, Jr., Successor TTEE U/A Dtd 3/28/77 FBO Sharon E. Saul, Elizabeth W. Saul and Patricia E. Saul

=====

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)

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

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

(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: December 20, 2012
(enter date affidavit is notarized)

11/6/12

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Chevy Chase Lake Corporation
7501 Wisconsin Avenue, Suite 1500 E
Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

- There are 10 or less shareholders, and all of the shareholders are listed below.
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- 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)

George M. Rogers, Jr., Successor TTEE U/T/D 12/31/70; Andrew M. Saul Irrevocable Trust FBO Andrew M. Saul II
George M. Rogers, Jr., Successor TTEE U/T/D 12/15/71; Andrew M. Saul Irrevocable Trust FBO Patricia English Saul
George M. Rogers, Jr., Successor TTEE U/A Dtd 12/30/76 FBO B. Francis Saul III and Andrew M. Saul II

=====

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)

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- 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: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Bohler Engineering VA, LLC
22636 Davis Drive, Suite 250
Sterling, VA 20164

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)

Ludwig H. Bohler
Adam J. Volanth
Mark R. Joyce
Daniel M. Duke

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)

CBRE, Incorporated
111500 Santa Monica Boulevard, Suite 1600
Los Angeles, CA 90025

DESCRIPTION OF CORPORATION: (check one statement)

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

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

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

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

REZONING AFFIDAVIT

DATE: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(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. Bettino, Diane
Abdalla, Tarek F. Bhattacharyya, Gautam
Allen, Thomas L. Bickham, J. David
Andrews, Alex T.
Arnold, Roy W.
Atallah, Ana
Baker, Scott D.
Barber, William James Gresham
Barnes, James J.
Bartfield, Arnold L.
Bastier, Ellen L.
Beale, Giles W.
Begley, Sara A.
Beilke, Michele J.
Bell, Gordon F.
Bernier, Maria N.
Bernstein, Leonard A.

(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: December 20, 2012
(enter date affidavit is notarized)

1166746

for Application No. (s): PCA 86-S-083-05
(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)

- | | | |
|------------------------|-------------------------|--------------------------|
| Binder, Justus | Connoley, Mark F. | Fritton, Karl A. |
| Binis, Barbara R. | Connors, Eugene K. | Gabbert, Dale |
| Birt, Steven James | Convery, III, J. Ferd | Gallo, Frank J. |
| Blasier, Peter C. | Cooper, Steven | Gasparetti, Lorenzo E. |
| Boehner, Russell J. | Cotler, Alan K. | Geist, Melissa |
| Bolden, A. Scott | Couste, Marina | Gentile, Jr. Pasquale D. |
| Bonessa, Dennis R. | Davies, Colleen T. | Greenblatt, Lewis B. |
| Booker, Daniel I. | Davis, James M. | Green-Kelly, Diane |
| Borg, Christopher | Dermody, Debra H. | Greer, Amy |
| Boutcher, David J. | DiFiore, Gerard S. | Greeson, Thomas W. |
| Boven, Douglas G. | Dilling, Robert M. | Grellet, Luc |
| Bovich, John P. | Dillon, Lee Ann | Grignon, Margaret A. |
| Box, Tamara | DiNome, John A. | Grimes, David M. |
| Bradley, Patrick E. | Dittoe, John E. | Gross, Dodi Walker |
| Brown, Andrew Kenneth | Doron, Uri | Guadagnino, Frank T. |
| Brown, Charles A. | Drew, Jeffery | Gunn, Richard |
| Brown, Jon | Dubelier, Eric A. | Gwynne, Kurt F. |
| Brown, Michael K. | Dumville, S. Miles | Hackett, Mary J. |
| Burroughs, Jr., Benton | Duronio, Carolyn D. | Halbreich, David M. |
| Cameron, Douglas E. | East, Lindsay T. | Hansson, Leigh T. |
| Cameron, Scott P. | Ellis, Peter | Hardy, Peter |
| Caplan, Gary S. | Ellison, John N. | Hargreaves, Philip M. |
| Carder, Elizabeth B. | Epstein, Bette B. | Hartley, Simon P. |
| Cardozo, Raymond A. | Eskilson, James R. | Hartman, Ronald G. |
| Casdagli, Emma Francis | Estrada, Edward J. | Hasselman, Scot T. |
| Cassidy, Peter J. | Evagora, Kyri | Hawley, Terence N. |
| Charot, Benoit | Fagelson, Ian B. | Healy, Christopher W. |
| Cheung, Janet Bo Chun | Fawcett, David B. | Heffler, Curt L. |
| Clark, II, Peter S. | Flatley, Lawrence E. | Hemming, Seth M. |
| Cobetto, Jack B. | Fogel, Paul D. | Hewetson, Charles M. |
| Cody, Daniel | Fosh, Michael John | Hill, Robert J. |
| Cohen, David R. | Francis, Jr., Ronald L. | Hill, Thomas E. |
| Colen, Frederick H. | Frank, Ronald W. | Hirsch, Austin L. |
| Colman, Abraham J. | Freeman, Lynne P. | Hitt, Leo N. |
| Conner, W. Thomas | Frenier, Diane M. | Ho, Delpha |

(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: December 20, 2012
(enter date affidavit is notarized)

1166740

for Application No. (s): PCA 86-S-083-05
(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**)

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

(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: December 20, 2012
(enter date affidavit is notarized)

1166744

for Application No. (s): PCA 86-S-083-05
(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)

Rubenstein, Donald P.
Ryan, Catherine S.
Rydstrom, Kirsten R.
Rymer, Philip R.
Sanders, James L.
Sanders, Michael
Sauvage, Nicolas C.
Schaffer, Eric A.
Schatz, Gordon B.
Schlecker, David M.
Schlesinger, Matthew J.
Schmarak, Bradley S.
Schwartz, Wendy H.
Scogin, Hugh T.
Scott, Michael T.
Seaman, Charles H.
Sedlack, Joseph M.
Shanus, Stuart A.
Sharma, Asha Rani
Shaw, Nick J.
Shay-Byrne, Olivia
Short, Carolyn P.
Shugrue, John D.
Siev, Jordan W.
Sigelko, Duane F.
Simons, Robert P.
Singer, Paul M.
Skrein, Michael P.
Slater, Phillip B.
Smersfelt, Kenneth N.
Smith, John Lynn
Smith, Robert M.
Sollie, Kyle O.
Sorensen, Anker
Spafford, Richard A.

Speed, Nicholas P.
Springer, Claudia Z.
Stanley, David E.
Stephenson, Leon
Stewart, II, George L.
Suddath, Thomas
Suess, Philipp
Swinburn, Richard G.
Tandler, James R.
Tashman, Matthew E.
Taylor, Andrew D.
Taylor, Philip M.
Teare, Peter
Terras, Alexander
Thallner, Jr., Karl A.
Thomas, Alexander Y.
Thompson, David A.
Thompson, Gary S.
Tillman, Eugene
Tocci, Gary M.
Todd, Thomas
Tompkins, Benjamin F.
Unkovic, John C.
Vishneski, John S.
Vitsas, John L.
Von Waldow, Arnd N.
Wasserman, Mark W.
Weiss, David E.
Weissman, David L.
Weissman, Sonja S.
Weller, Charles G.
Weyman, Mark L.
Wilkinson, James F.
Wilkinson, John NR
Wolff, Sarah R.

Wood, Douglas J.
Wray, Richard K.
Yam, Perry
Yan, Betty
Yan, Jay J.
Yoo, Thomas J.
Zaman, Peter
Zoeller, Lee A.
Zurzolo, Tracy L.

● Additions as of December 20, 2012:

{ Toms, Jason
Stimpson, Barry P.
Beale, Tim

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

● *New names added*

Rezoning Attachment to Par. 1(c)

DATE: December 20, 2012
(enter date affidavit is notarized)

1166748

for Application No. (s): PCA 86-S-083-05
(enter County-assigned application number (s))

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

Saul Holdings Limited Partnership
7501 Wisconsin Avenue
Bethesda, MD 20814

(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**)

Saul Centers, Inc.	General Partner
B.F. Saul Real Estate Investment Trust	Limited Partner
Dearborn L.L.C.	Limited Partner
B.F. Saul Property Company	Limited Partner
Avenel Executive Park Phase II L.L.C.	Limited Partner
Westminster Investing Corporation	Limited Partner
Van Ness Square Corporation	Limited Partner
SHLP Unit Acquisition Corp.	Limited Partner

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

REZONING AFFIDAVIT

DATE: December 20, 2012
(enter date affidavit is notarized)

11/20/12

for Application No. (s): PCA 86-S-083-05
(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: December 20, 2012
(enter date affidavit is notarized)

1166740

for Application No. (s): PCA 86-S-083-05
(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)

Robert A. Lawrence
[] Applicant [x] Applicant's Authorized Agent

Robert A. Lawrence, Esq.
(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 20th day of December 2012, in the State/Comm. of Virginia, County/City of Fairfax

Jaima J. Brown
Notary Public

My commission expires: August 31, 2016
Notary Registration #: 153632

