

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: December 28, 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

116675c

in Application No.(s): SEA 93-Y-032  
(enter County-assigned application number(s), e.g. SE 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 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.)

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> 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 "Special Exception 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).

**Special Exception Attachment to Par. 1(a)**

116675c

DATE: December 28, 2012  
(enter date affidavit is notarized)

for Application No. (s): SEA 93-Y-032  
(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.)

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> 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 "Special Exception Attachment to Par. 1(a)" form.

SPECIAL EXCEPTION AFFIDAVIT

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for Application No. (s): SEA 93-Y-032
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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:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name and 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.
[X] 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)

(check if applicable) [X] There is more corporation information and Par. 1(b) is continued on a "Special Exception Affidavit 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.

**Special Exception Attachment to Par. 1(b)**

DATE: December 28, 2012  
(enter date affidavit is notarized)

116675c

for Application No. (s): SEA 93-Y-032  
(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 SHAREHOLDERS:** (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

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

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



**Special Exception Attachment to Par. 1(b)**

DATE: December 28, 2012  
(enter date affidavit is notarized)

116675c

for Application No. (s): SEA 93-Y-032  
(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 SHAREHOLDERS:** (enter first name, middle initial, and last name)  
B. F. Saul Real Estate Investment Trust

**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

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

**Special Exception Attachment to Par. 1(b)**

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116675e

for Application No. (s): SEA 93-Y-032  
(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 SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Chevy Chase Lake Corporation

**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

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

**Special Exception Attachment to Par. 1(b)**

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(enter date affidavit is notarized)

116675c

for Application No. (s): SEA 93-Y-032  
(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 SHAREHOLDERS:** (enter first name, middle initial, and last name)  
B. F. Saul Real Estate Investment Trust

**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

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

**Special Exception Attachment to Par. 1(b)**

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for Application No. (s): SEA 93-Y-032  
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**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 SHAREHOLDERS:** (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

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

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

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**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 SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Westminster Investing Corporation

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

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

Special Exception Attachment to Par. 1(b)

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for Application No. (s): SEA 93-Y-032
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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)
[ ] 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; Chevy Chase Lake Corporation
George M. Rogers, Jr., Successor TTEE
U/A Dtd 3/28/77 FBO Sharon E. Saul, Elizabeth W. Saul and Patricia E. Saul
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)

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.
[ ] 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
Willoughby Saul

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

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for Application No. (s): SEA 93-Y-032  
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**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.  
 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)  
George M. Rogers, Jr., Successor TTEE      George M. Rogers, Jr., Successor TTEE      George M. Rogers, Jr., Successor TTEE  
U/T/D 12/31/70; Andrew M. Saul      U/T/D 12/15/71; Andrew M. Saul      U/A Dtd 12/30/76 FBO B. Francis Saul III  
Irrevocable Trust FBO Andrew M. Saul II      Irrevocable Trust FBO Patricia English Saul      and Andrew M. Saul II

**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)

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

**Special Exception Attachment to Par. 1(b)**

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for Application No. (s): SEA 93-Y-032  
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**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 SHAREHOLDERS:** (enter first name, middle initial, and last name)  
Ludwig H. Bohler  
Adam J. Volanth  
Mark R. Joyce  
Daniel M. Duke

**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)

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

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for Application No. (s): SEA 93-Y-032
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1(c). The following constitutes a listing\*\*\* of all of the PARTNERS, both GENERAL and LIMITED, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

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

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

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

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

Abbott, Kevin C.
Abdalla, Tarek F.
Allen, Thomas L.
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.
Bettino, Diane
Bhattacharyya, Gautam
Bickham, J. David
Binder, Justus
Binis, Barbara R.
Birt, Steven James
Blasier, Peter C.
Boehner, Russell J.
Bolden, A. Scott
Bonessa, Dennis R.
Booker, Daniel I.
Borg, Christopher
Boutcher, David J.

Boven, Douglas G.
Bovich, John P.
Box, Tamara
Bradley, Patrick E.
Brown, Andrew Kenneth
Brown, Charles A.
Brown, Jon
Brown, Michael K.
Burroughs, Jr., Benton
Cameron, Douglas E.
Cameron, Scott P.
Caplan, Gary S.
Carder, Elizabeth B.
Cardozo, Raymond A.
Casdagli, Emma Francis

(check if applicable) [X] There is more partnership information and Par. 1(c) is continued on a "Special Exception Affidavit 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.

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**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**)

- |                       |                          |                            |
|-----------------------|--------------------------|----------------------------|
| Cassidy, Peter J.     | Flatley, Lawrence E.     | Hill, Thomas E.            |
| Charot, Benoit        | Fogel, Paul D.           | Hirsch, Austin L.          |
| Cheung, Janet Bo Chun | Fosh, Michael John       | Hitt, Leo N.               |
| Clark, II, Peter S.   | Francis, Jr., Ronald L.  | Ho, Delpha                 |
| Cobetto, Jack B.      | Frank, Ronald W.         | Hofmeister, Jr., Daniel J. |
| Cody, Daniel          | Freeman, Lynne P.        | Honigberg, Carol C.        |
| Cohen, David R.       | Frenier, Diane M.        | Hooper, John P.            |
| Colen, Frederick H.   | Fritton, Karl A.         | Houston, Marsha A.         |
| Colman, Abraham J.    | Gabbert, Dale            | Hultquist, James T.        |
| Conner, W. Thomas     | Gallo, Frank J.          | Husar, Linda S.            |
| Connoley, Mark F.     | Gasparetti, Lorenzo E.   | Iino, John M.              |
| Connors, Eugene K.    | Geist, Melissa           | Illouz, Stephane           |
| Convery, III, J. Ferd | Gentile, Jr. Pasquale D. | Ince, Thomas               |
| Cooper, Steven        | Greenblatt, Lewis B.     | Innamorato, Don A.         |
| Cotler, Alan K.       | Green-Kelly, Diane       | Jared, Cynthia             |
| Couste, Marina        | Greer, Amy               | Jaskot, Paul J.            |
| Davies, Colleen T.    | Greeson, Thomas W.       | Jeffcott, Robin B.         |
| Davis, James M.       | Grellet, Luc             | Jenkinson, Andrew P.       |
| Dermody, Debra H.     | Grignon, Margaret A.     | Jong, Denise               |
| DiFiore, Gerard S.    | Grimes, David M.         | Jordan, Gregory B.         |
| Dilling, Robert M.    | Gross, Dodi Walker       | Kabnick, Lisa D.           |
| Dillon, Lee Ann       | Guadagnino, Frank T.     | Karides, Constantine       |
| DiNome, John A.       | Gunn, Richard            | Kaufman, Marc S.           |
| Dittoe, John E.       | Gwynne, Kurt F.          | Kaung, Alexander Wai Ming  |
| Doron, Uri            | Hackett, Mary J.         | Kirk, Dusty Elias          |
| Drew, Jeffery         | Halbreich, David M.      | Kirkpatrick, Stephen A.    |
| Dubelier, Eric A.     | Hansson, Leigh T.        | Klein, Murray J.           |
| Dumville, S. Miles    | Hardy, Peter             | Kohn, Steven M.            |
| Duronio, Carolyn D.   | Hargreaves, Philip M.    | Kozlov, Herbert F.         |
| East, Lindsay T.      | Hartley, Simon P.        | Kramer, Ann V.             |
| Ellis, Peter          | Hartman, Ronald G.       | Krasik, Carl               |
| Ellison, John N.      | Hasselmann, Scot T.      | Krebs-Markrich, Julia      |
| Epstein, Bette B.     | Hawley, Terence N.       | Kugler, Stefan L.          |
| Eskilson, James R.    | Healy, Christopher W.    | Kwuon, Janet H.            |
| Estrada, Edward J.    | Heffler, Curt L.         | Lacy, D. Patrick Jr.       |
| Evagora, Kyri         | Hemming, Seth M.         | Lai, Ivy                   |
| Fagelson, Ian B.      | Hewetson, Charles M.     | Lasher, Lori L.            |
| Fawcett, David B.     | Hill, Robert J.          | Leech, Frederick C.        |

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

**Special Exception Attachment to Par. 1(c)**

116675c

DATE: December 28, 2012  
(enter date affidavit is notarized)

for Application No. (s): SEA 93-Y-032  
(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**)

- |                           |                            |                         |
|---------------------------|----------------------------|-------------------------|
| Leiderman, Harvey L.      | Patterson, Lorin E.        | Sanders, Michael        |
| Li, Lianjun               | Pearman, Scott A.          | Sauvage, Nicolas C.     |
| Loepere, Carol C.         | Peck, Jr., Daniel F.       | Schaffer, Eric A.       |
| Lo Vallo, Michael A.      | Pedretti, Mark G.          | Schatz, Gordon B.       |
| Lowenstein, Michael E.    | Pepper, Michael Ross David | Schlecker, David M.     |
| Lyons, III, Stephen M.    | Petersen, Matthew          | Schlesinger, Matthew J. |
| Magera, George F.         | Peterson, Kurt C.          | Schmarak, Bradley S.    |
| Mahone, Glenn R.          | Phillips, Richard P.       | Schwartz, Wendy H.      |
| Maiden, Todd O.           | Phillips, Robert D.        | Scogin, Hugh T.         |
| Mantell, Nanette W.       | Phillips, Robert N.        | Scott, Michael T.       |
| Martin, James C.          | Pierre, Yvan-Claude J.     | Seaman, Charles H.      |
| Martini, John D.          | Pike, Jon R.               | Sedlack, Joseph M.      |
| McAllister, David J.      | Poe, Alexandra             | Shanus, Stuart A.       |
| McCarroll, James C.       | Pollack, Michael B.        | Sharma, Asha Rani       |
| McConnell, Stephen J.     | Powell, David C.           | Shaw, Nick J.           |
| McDavid, George E.        | Pryor, Gregor              | Shay-Byrne, Olivia      |
| McGarrigle, Thomas J.     | Quenby, Georgia M.         | Short, Carolyn P.       |
| McNair, James E.          | Quinn, Jonathan S.         | Shugrue, John D.        |
| McNichol, Jr., William J. | Radley, Lawrence J.        | Siev, Jordan W.         |
| Mehfoud, Kathleen S.      | Rahl, J. Andrew            | Sigelko, Duane F.       |
| Melodia, Mark S.          | Raju, Ajay K.              | Simons, Robert P.       |
| Metro, Joseph W.          | Rawles, Douglas C.         | Singer, Paul M.         |
| Miller, Edward S.         | Raymond, Peter D.          | Skrein, Michael P.      |
| Miller, Steven A.         | Reed, W. Franklin          | Slater, Phillip B.      |
| Min, Catharina Y.         | Reid, Graham M.            | Smersfelt, Kenneth N.   |
| Moberg, Marilyn A.        | Reinke, Donald C.          | Smith, John Lynn        |
| Mok, Kar Chung            | Robinson, Richard A.       | Smith, Robert M.        |
| Morrison, Alexander David | Roche, Brian D.            | Sollie, Kyle O.         |
| Munsch, Martha Hartle     | Rosen, Barry S.            | Sorensen, Anker         |
| Napolitano, Perry A.      | Rosenbaum, Joseph I.       | Spafford, Richard A.    |
| Naugle, Louis A.          | Rosenberg, Carolyn H.      | Speed, Nicholas P.      |
| Nelson, Jack R.           | Roth, Robert A.            | Springer, Claudia Z.    |
| Nicholas, Robert A.       | Rowan, Vincent             | Stanley, David E.       |
| O'Brien, Kathyleen A.     | Rubenstein, Donald P.      | Stephenson, Leon        |
| O'Donoghue, Cynthia       | Ryan, Catherine S.         | Stewart, II, George L.  |
| O'Neil, Mark T.           | Rydstrom, Kirsten R.       | Suddath, Thomas         |
| Paisley, Belinda L.       | Rymer, Philip R.           | Suess, Philipp          |
| Parker, Roger J.          | Sanders, James L.          | Swinburn, Richard G.    |

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

**Special Exception Attachment to Par. 1(c)**

DATE: December 28, 2012  
(enter date affidavit is notarized)

116675c

for Application No. (s): SEA 93-Y-032  
(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)**

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

● Additions effective as of January 1, 2013:

● Alexander, Eric L.  
Brennan, James C.  
Campos, Lorraine M.  
Dentice, Nathan  
Falkner, Robert P.  
Graumlich, Betty S.  
Hammodi, Ziad A.  
Horriggan, Courtney C.  
Maguire, Nicola  
Miller, Jesse L.  
Moller, Charlotte  
Sessa, Stephen E.  
Bagnell, Nicolle R. Snyder  
Wells, Kristin I.

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

● added since 12/20/12 affidavit

**Special Exception Attachment to Par. 1(c)**

DATE: December 28, 2012  
(enter date affidavit is notarized)

116675c

for Application No. (s): SEA 93-Y-032  
(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 "Special Exception Attachment to Par. 1(c)" form.

SPECIAL EXCEPTION AFFIDAVIT

DATE: December 28, 2012  
(enter date affidavit is notarized)

116675c

for Application No. (s): SEA 93-Y-032  
(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 "Special Exception Attachment to Par. 2" form.

Application No.(s): SEA 93-Y-032  
(county-assigned application number(s), to be entered by County Staff)

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: December 28, 2012  
(enter date affidavit is notarized)

116675c

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 "Special Exception 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 28th day of December 2012, in the State/Comm. of Virginia, County/City of Fairfax

Jaima L. Brown  
Notary Public

My commission expires: August 31, 2016  
Notary Registration No. 153632

