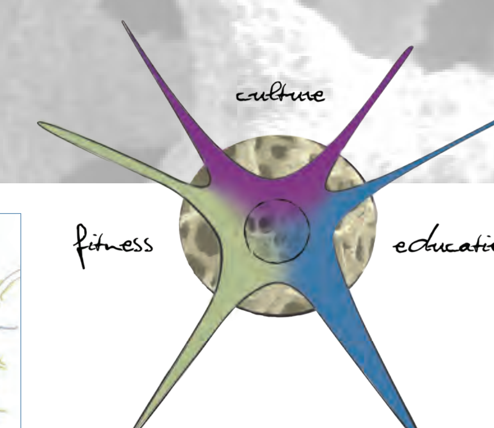
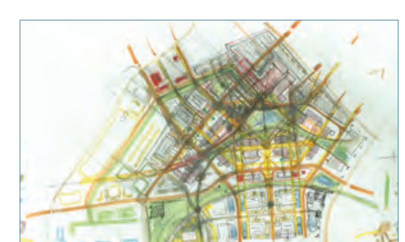
INNOVATION

Fine art is that in which the hand, the head, and the heart of man go together.
- John Ruskin





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OCTOBER 26, 2009 PRE-FINAL

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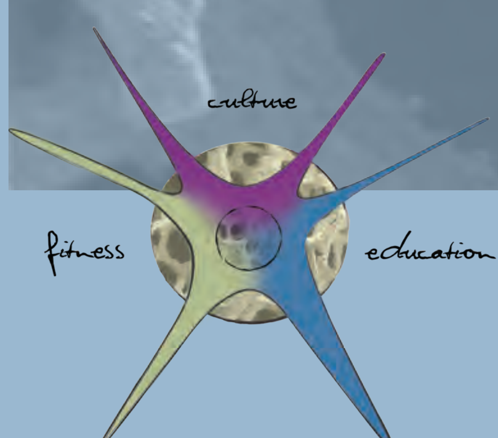

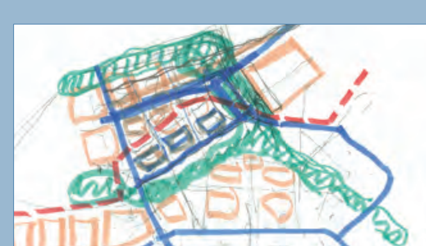

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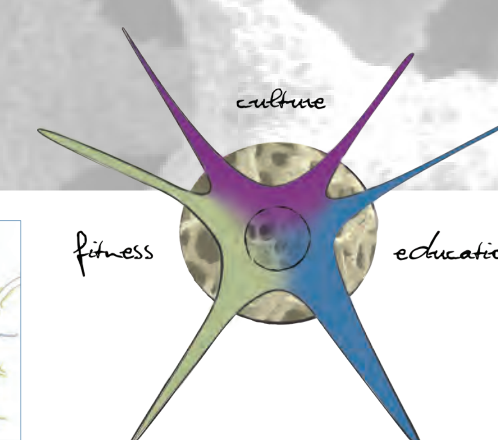


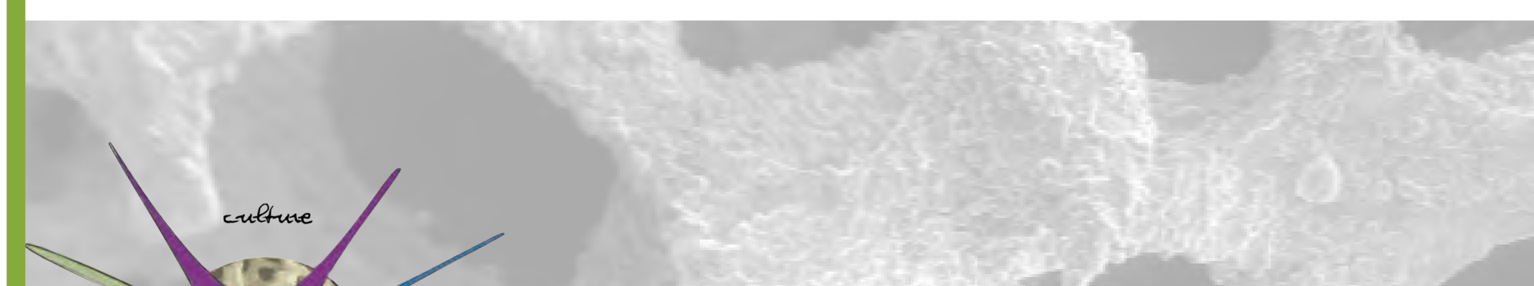
MISSION STATEMENT

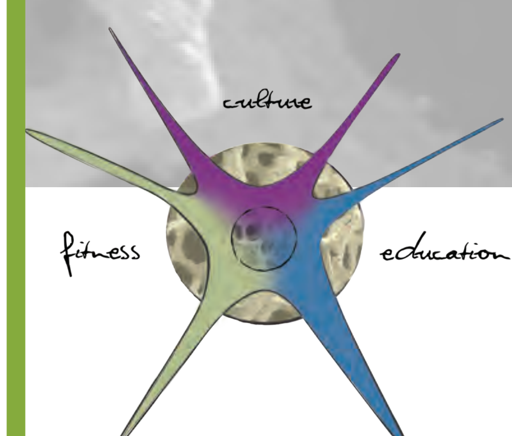
Introduction

Cooper Carry, along with Robert Charles Lesser & Co. (RCLCO), Gorove/Slade and Rinker Design Associates, present the findings of their eight month study of the Innovation site. This report includes recommendations for potential acreage and program for a mixed-used *"communiversity"* in Prince William County, Virginia bringing together the Prince William campus of George Mason University and Innovation Technology Park.

Charge

George Mason University, Prince William County Department of Economic Development and the owners of the Odin/Feldman/Libby property engaged Cooper Carry to study the amount of acreage necessary for the development of a meaningful and connected town center for the Innovation community. These three adjoining property owners, working together with Cooper Carry, shared their thoughts and vision on how a town center development may draw a community together, providing a place not only to live, work and be active, but encourage social interaction and learning. These ideas emerged from the realization that George Mason University and its partner components, Freedom Center and Hylton Performing Arts Center, together create a substantial anchor for such a community. Alone, these programs and institutions are not well integrated as one place and community; however, combined with a captive audience and an economic engine like a town center, they can mature into a healthy community. We envision this location in Prince William County as an appropriate destination for increased density in an urban, walkable street grid.





"communiversity"

Owner Desires

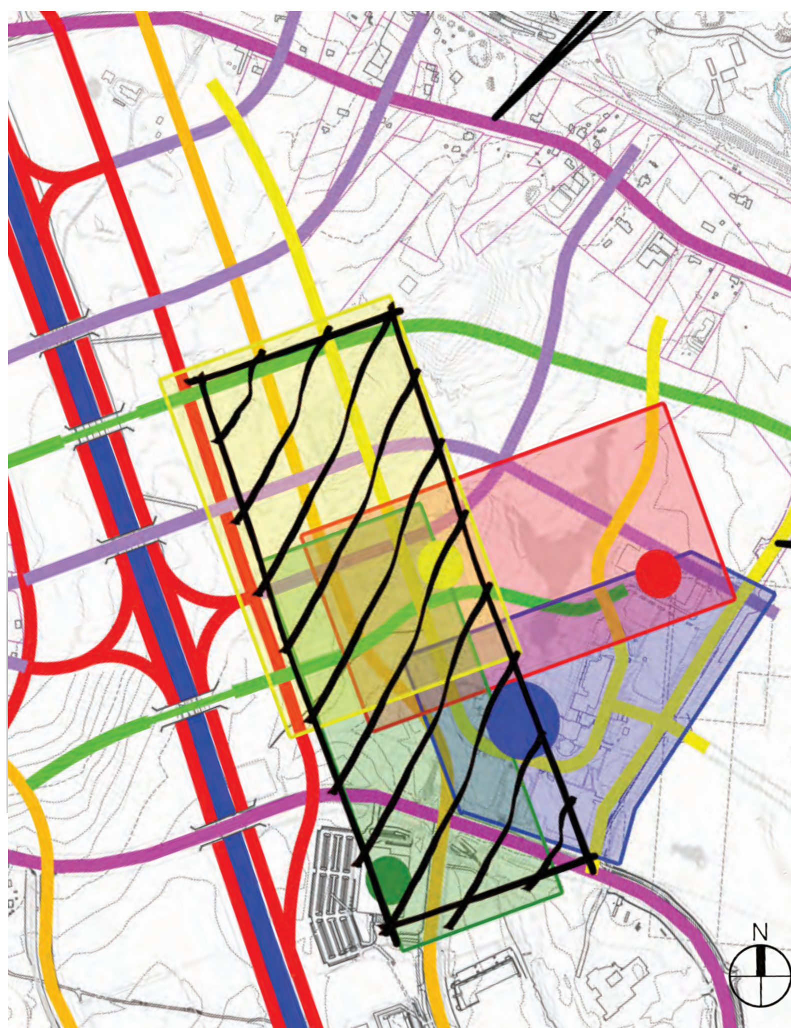
Together, the owners' intent was to determine how much land from each property owner should be consolidated to create a true community at Innovation. Prince William County's aim is to infuse the Innovation Technology Park, the County and George Mason University with the ingredients needed to become a cohesive community. The private landowners' desire is to gain direction for the development of their long-held property; their belief is that the property is best developed in concert with George Mason University. George Mason University, including the Hylton Performing Arts Center and Freedom Center, desires a growth plan coordinated with surrounding property owners, businesses and the development community, enhancing the attributes of the campus. These goals came together in a common aspiration to connect people through ***education, culture and fitness***.

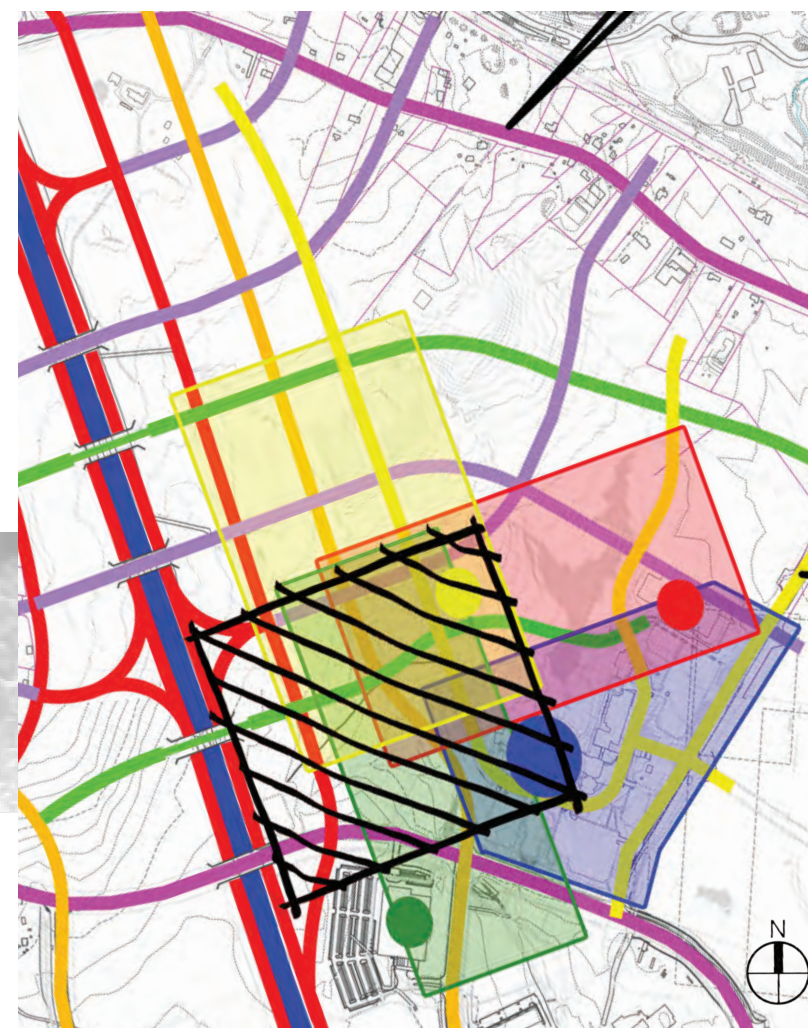
eduction

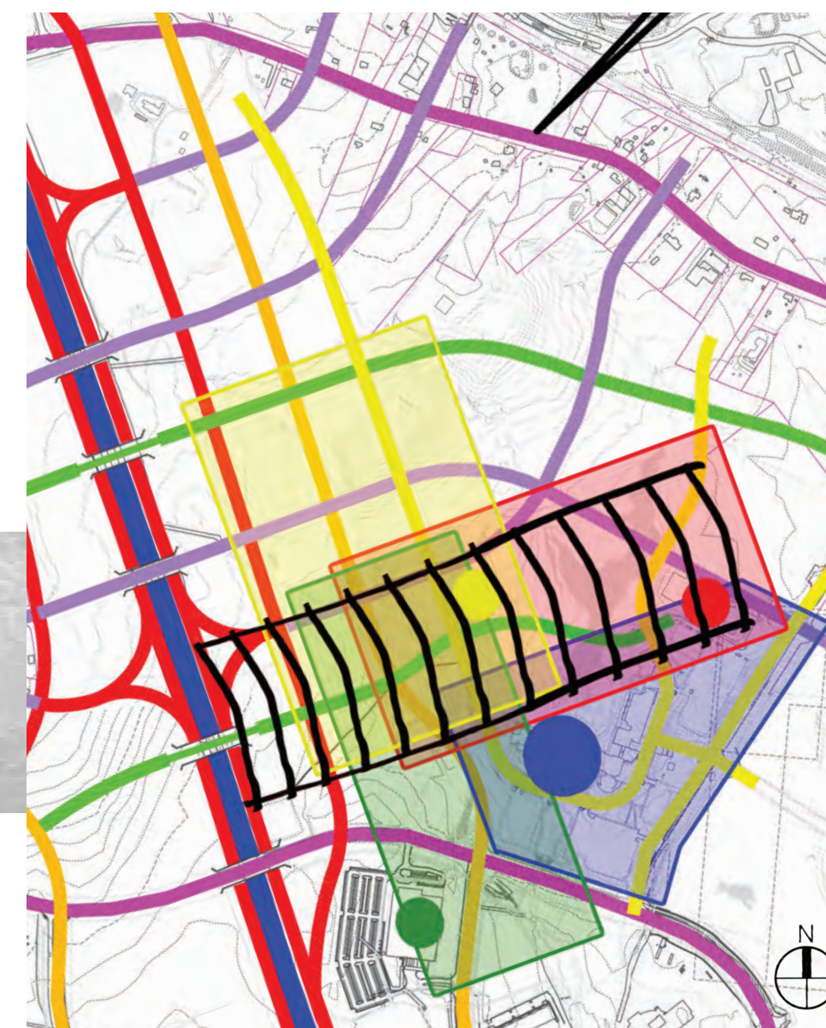
culture

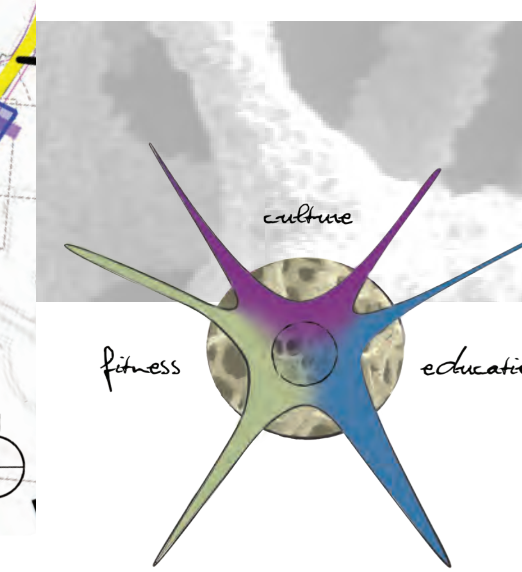
fitness

MISSION









PROCESS

Reconnaissance

Environment

No master plan creates a sustainable place without understanding and responding to its natural environment. The design team worked with Prince William County staff, George Mason University, Odin/Feldman/Libby property owners and Rinker-Detwiller and Associates to ascertain the environmental characteristics of the site and minimize negative impact the town center may have on the ecosystem. The site includes topography and wetlands that influenced the genesis of the street and block pattern, the location of buildings and open space connections, and the formation of neighborhoods and districts in the master plan.

Planning/Political

Cooper Carry, RCLCO and Gorove/Slade met with State of Virginia, George Mason University and local officials, including State Senator Charles Colgan, throughout the planning process. As work progressed with George Mason University, Cooper Carry and RCLCO presented preliminary market findings and master plan documents to the Prince William Campus Advisory Board. These presentations provided the team with critical support and input. For technical assistance, the consultant team worked closely with Prince William County Department of Economic Development, Planning, Transportation, Public Works and the Innovation Owners Association.

History

Before the initial design process began, the design team spent time becoming familiar with the region and the recent history of development around the site, especially the growth of Innovation Technology Park and the Prince William Campus of George Mason University, the Freedom Center and the forthcoming Hylton Performing Arts Center. We relied heavily on each of the owners' and owners' representatives' history with the property, including the development of the Prince William Campus of George Mason University, Innovation @ Prince William Technology Park and more recently, the completion of the FBI Northern Virginia Resident Agency. We also spent considerable time understanding the natural environmental history of the site and locations of existing wetlands and streambeds, how the land was once used for agriculture and how the topography influenced that use.

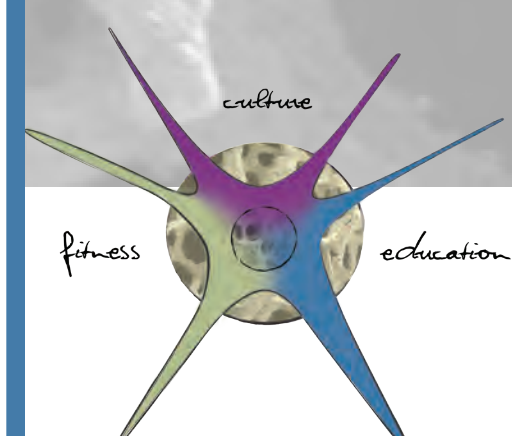
Business

Cooper Carry interviewed business leaders from Innovation @ Prince William Technology Park to understand how they and their employees used the area and components of an integrated, mixed-use town center. We asked them what would build a stronger physical connection between the Technology Park, the University, the Hylton and Freedom Centers.

Would the ability to walk to lunch in the town center, take clients to dinner and a show at the Hylton, or to live near their workplace bring a sense of community to Innovation @ Prince William? Would a place that offers educational, cultural, fitness opportunities at work and home improve their ability to recruit new employees?

These questions and more sparked thoughtful discussion between the design team and potential users of the town center. Participants included representatives from:

- ATCC
- Micron
- Zestron
- Covance
- Progeny Systems
- APT Impact
- Power Loft



	Scenario 1: Town Square	Scenario 2: Unanchored Town Center	Scenario 3: Anchored Town Center
Potential Timing	2011-2015	2015+	2020+
Town Center Description	Multiple Use	Multiple and Mixed-Use	Multiple and Mixed-Use
Parking Type	Surface	Surface and Structured	Surface and Structured
Retail	There is pent-up demand for convenience retail and restaurants in the vicinity of the Innovation Campus. However, attracting an anchor tenant(s) (i.e., grocery, bookstore, multiplex) is key to driving any significant demand for the retail component.	Leveraging Freedom/Hylton and attracting an anchor tenant, and creating a mix of restaurants, entertainment, and neighborhood retail in a compelling town center style development is critical to creating a retail destination at the Innovation Campus.	Attracting multiple retail anchors is essential to driving a significant lifestyle retail component at the Innovation Campus.
Office	Limited opportunity to attract office users in a center of this size.	Opportunity to attract a segment of boutique and professional/medical office users interested in mixed-use environment.	Segment of the market willing to pay a significant premium for a true town center mixed-use environment.
Residential	Mix of townhomes and multifamily in a multiple-use configuration	Begins to drive demand for component of true vertical mixed-use.	Segment of the market willing to pay premium for true mixed-use.
Hotel	Limited market support in the near-term.	Demand for limited-service or suites hotel in the mid-term.	Longer-term demand for multiple hotels.

	Scenario 1: Town Square	Scenario 2: Unanchored Town Center	Scenario 3: Anchored Town Center
Potential Timing	2011-2015	2016-2020	2021-2030
Town Center Description	Multiple Use	Multiple and Mixed-Use	Multiple and Mixed-Use
Parking Type	Surface	Surface and Structured	Surface and Structured
Retail	Restaurants and convenience-oriented retail catering primarily to GMU students, faculty, staff, and visitors.	Collection of restaurants, entertainment, and neighborhood retail drawing a greater percentage of demand from surrounding households/employees.	Major anchor(s) and mix of significant restaurants supports wide variety of retail tenant types, with demand emanating from a wider geographic area.
Office	Limited market demand for quasi retail/office users.	Local-serving boutique professional and medical office space integrated within the town center above retail.	Boutique and corporate office tenants willing to pay premium for unique town center environment.
Residential	Townhomes targeted to young families, empty nesters, faculty, and staff; apartments and condos targeting price sensitive young couples.	By integrating some of the multifamily residential within the town center, the demand base could expand to include young professionals seeking a vibrant living environment.	Case studies indicate that a segment of the market is willing to pay a significant premium for a well-executed mixed-use town center environment.
Hotel	Limited hotel opportunity	Limited-service/suites hotel	Multiple hotel offerings

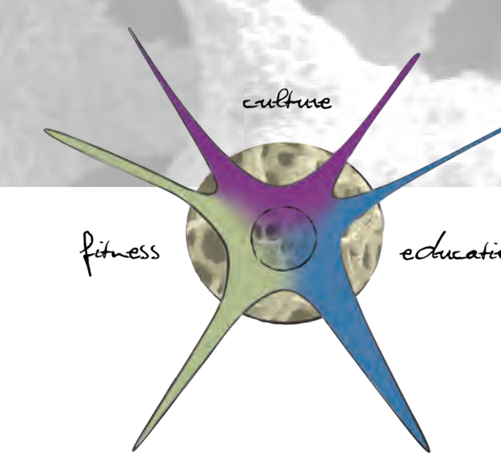
*Complete market analysis report availbe in appendix.

Market Analysis

RCLCO conducted real estate market analysis and provided product program recommendations to Cooper Carry for a mixed-use town center development at Innovation, including appropriate target market audiences, depth of market and likely timing. The proposed town center development is envisioned to be an integral component of GMU's life sciences campus and Innovation at Prince William Technology Park. RCLCO evaluated market opportunity for various land uses, including: market rate residential (both rental and for-sale), seniors housing, retail, office/lab space, and hotel. Product program recommendations were based on an evaluation of supportable land uses in the near-, mid-, and long-terms.

In order to achieve the objectives of this analysis, RCLCO conducted the following key analytical steps:

- Evaluate the competitive advantages and market challenges for various land uses at the subject site.
- Understand the existing campus and surrounding land uses and evaluate the site in the context of the greater Washington, D.C. region.
- Examine key demographic and economic information to understand the underpinnings of demand for various land uses at the subject property, including population and household growth, income and retail expenditure patterns, employment growth, etc.
- Compile and analyze key secondary source data regarding historical real estate market trends, including residential building permits, home sales activity, commercial real estate occupancy and net absorption, and hotel occupancies and room rates.
- Identify and survey selected relevant existing and planned residential, retail, office, and hotel comparables.
- Conduct interviews with various knowledgeable real estate professionals, including: Realtors, commercial brokers, sales agents, planning, economic development and other public officials with regard to metropolitan development trends and market activity.
- Prepare a statistical demand analysis to estimate the depth of market for various land uses at the subject property over time.
- Based on the sum of the above, prepare an opportunity matrix outlining supportable land uses at the subject property in the near, mid, and long terms

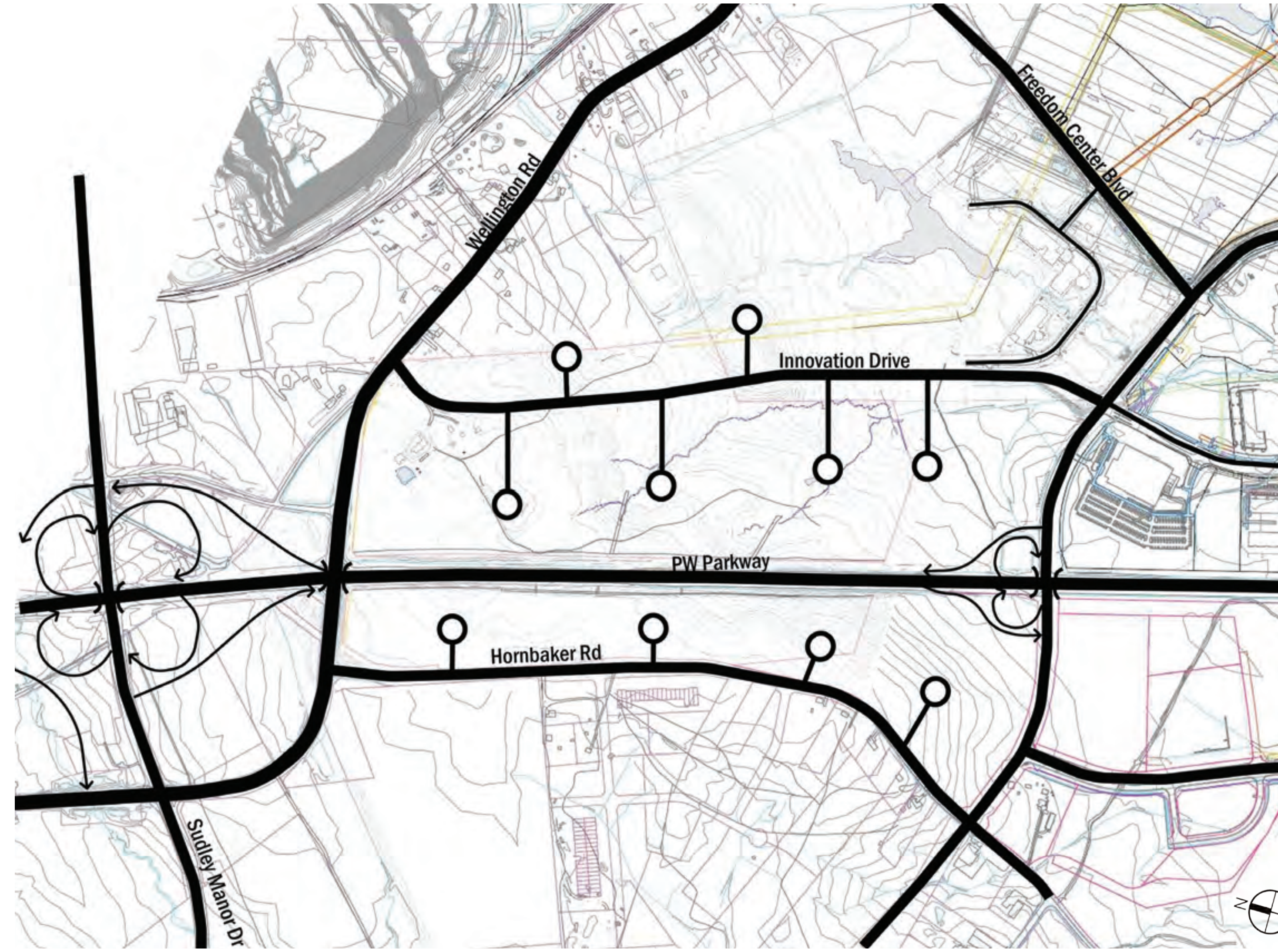


PROCESS

Traffic Analysis

At the beginning of the project, the planning team worked with the project stakeholders to identify goals of the Master Plan, including the transportation network. The following goals and principles for the ultimate site transportation network were generated from this process:

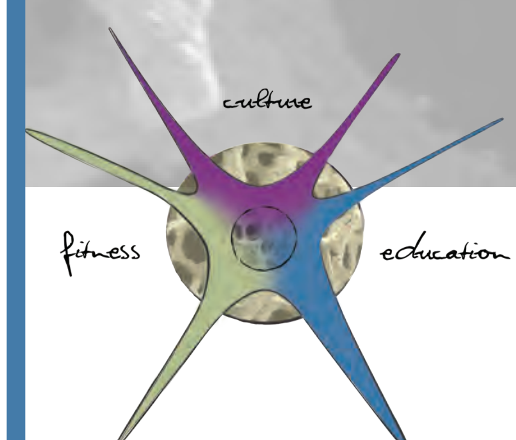
- Construct an urban core at the Town Center surrounded by quality regional connections;
- Allow for interconnectivity between the different parcels and land uses;
- Create redundancy in the roadway network with multiple ways for vehicles to traverse the site in order to distribute traffic;
- Place emphasis on walking and pedestrian connections in and around the Town Center;
- Minimize roadway width to aid pedestrian crossing and walkability in the Town Center;
- Provide ability for visitors and patrons to park once within the development and visit multiple locations;
- Construct a high density core at the Town Center to provide a possible stop for future transit connections;
- Reserve ROW on some internal streets to provide for possible future transit connections;
- Indentify a location for a possible future VRE stop; and
- Locate residential development near the VRE stop to connect residents of the Town Center to and from employment in DC.



This sector of the Prince William County Master Plan shows a wide Innovation Boulevard ("Innovation Drive") providing access to individual parcels.

Development of Ultimate Transportation Network

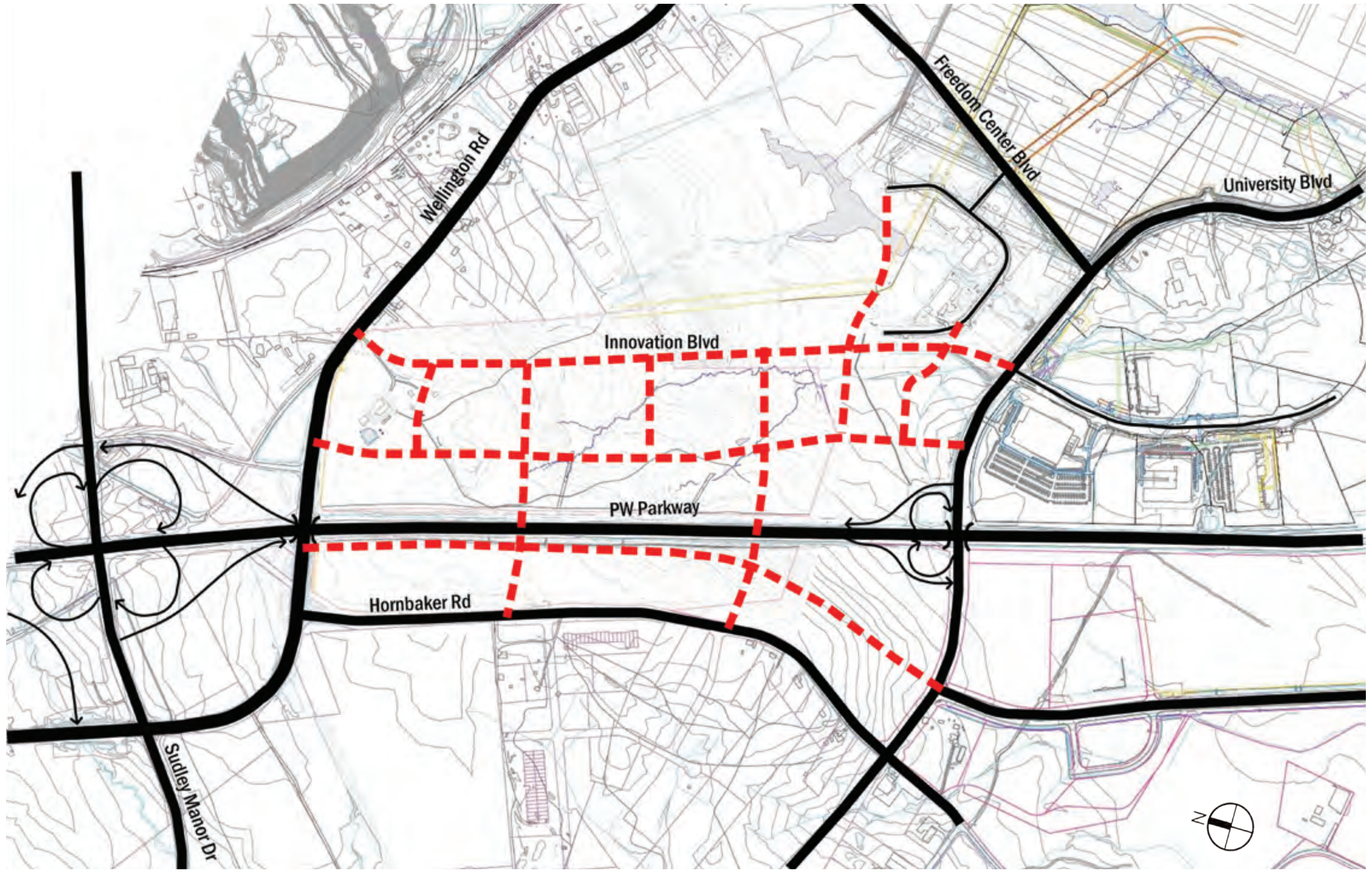
The first step in developing a future plan for the ITC (Innovation Town Center) roadway network was to evaluate the existing conditions near the site. Capacity analyses were performed to determine the existing levels of service for the morning and afternoon peak hours for key intersections. The analysis was performed using the software pack age Synchro, Version 7, based on the Highway Capacity Manual 2000 (HCM) methodology. The capacity analysis results showed that there exists some congestion and unacceptable amounts of delay during the morning and afternoon peak hours at the signalized intersections on the Route 234 Bypass. Some approaches along Wellington Road also experience an unacceptable amount of delay during the morning and afternoon peak hours.



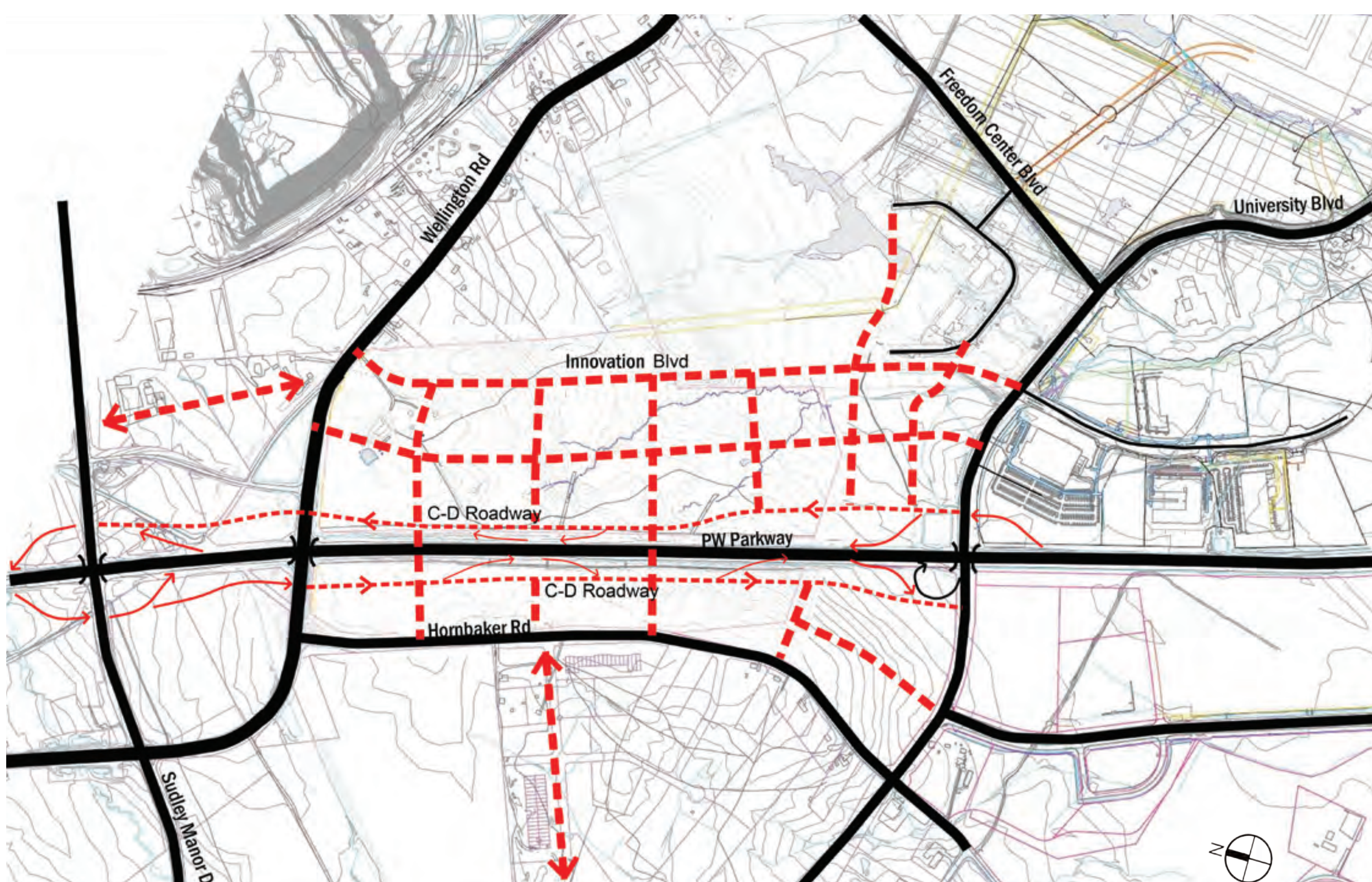
Several of the existing congestion problems are addressed by future plans for the surrounding roadway network. The Prince William County Master Plan contains several roadway improvements projects near the site, notably the transformation of the Bypass to a limited access freeway and the construction of Innovation Boulevard ("Innovation Drive") as a four-lane cross section, which will provide a connection between University Boulevard and Wellington Road.

Many aspects of the roadway network contained in the Prince William County Master Plan for Innovation do not accommodate the transportation network goals. Interconnectivity, redundancy in the network, and spreading out trips to alleviate congestion are not included in the County Plan.

There is also no emphasis placed on walking at the Town Center core. The configuration of the County roadways make the grid network for the proposed development less effective due to the number of dead-end roadways included in the grid. The County Plan for the proposed roadway network would most likely require large numbers of turn lanes at intersections that provide access to the proposed development, including University Boulevard and Wellington Road with Innovation Boulevard. These intersections may not meet County congestion standards under the outlined configurations.



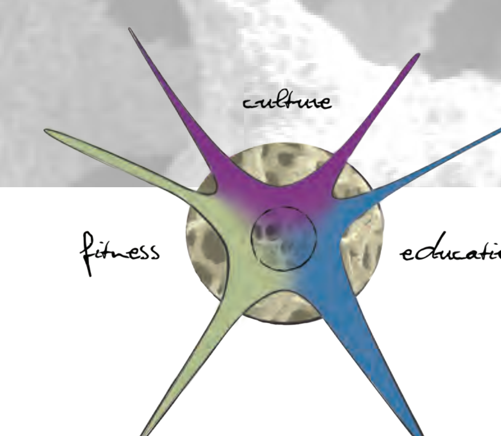
A street grid for Innovation would help disperse traffic, but without changes to how internal streets access the Parkway, the grid would have many dead ends and the roadway network would not become significantly more efficient.



The collector-distributor road 'concept' was developed as a way to make the desired internal street grid more effective by tying it into the parkway interchanges.

In order to achieve the ITC transportation network goals and remain consistent with County Plan, the network of collector-distributer streets was developed for incorporation into the Innovation Town Center Master Plan. The concept of the collector-distributer network plan includes a redesign of the Route 234 Bypass in the section adjacent to the ITC and the interchanges at University Boulevard and Sudley Manor Drive. The plan is to replace the interchange/overpass concepts identified by the County Plan with interchanges connected to collector-distributor (C-D) roadways that incorporate Wellington Road. This includes adding ramps to and from the C-D roadways at strategic locations to help alleviate congestion by spreading out arrivals and departures. The C-D roadways become the edge of the internal site grid and serve as the transition point between regional and local traffic, creating a less auto-dominate and intimidating experience for pedestrians and bicyclists. This also allows for fewer dead ends on internal grid streets.

Two regional connections were also added to the final roadway plan. First, the plan incorporates the concept of extending Innovation Boulevard north to intersect with Sudley Manor Drive. This connection allows for Innovation Boulevard to act as a parallel roadway to the Parkway for a longer distance, and will be very beneficial in early phases of the project where the Parkway has yet to become limited access. Second, one of the east-west internal streets crosses the Parkway at a proposed new overpass. Incorporated into the plan is the idea that this roadway could continue west of the site to intersect with the planned extension of University Boulevard to the west. In doing so, it is possible to create another east-west connection without hindering the walkability of Innovation Boulevard. It is important to the connectivity of the master plan that, although the street grid accommodates traffic well, it is equally accommodating and welcoming to pedestrians and bicyclists.

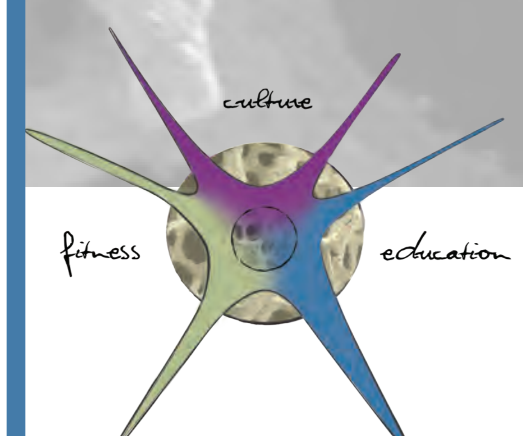


Stakeholders

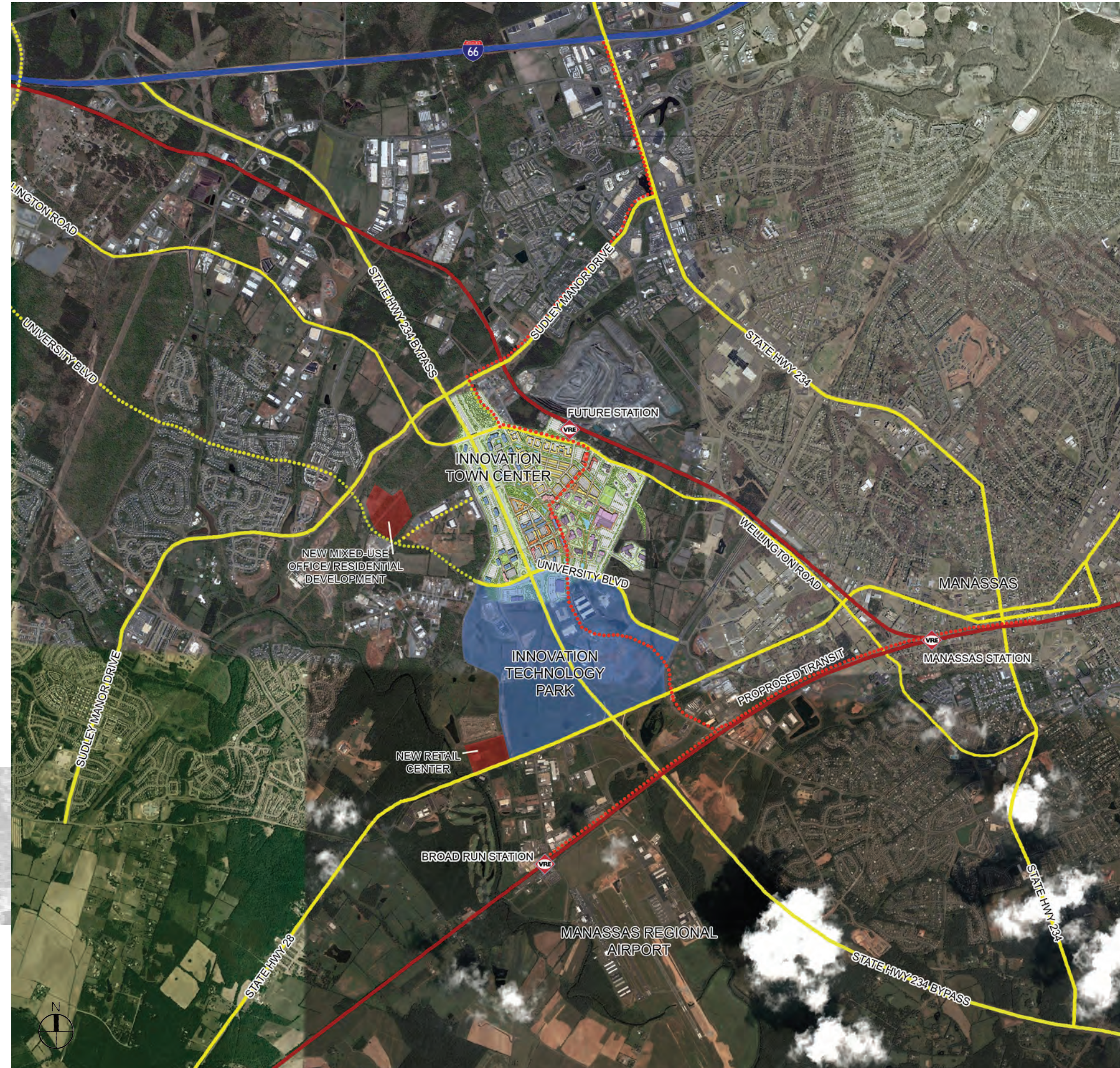
Before putting pen to paper to create the master plan, the design team conducted interviews with an extensive number of community stakeholders including Prince William County planning and transportation staff, George Mason University transportation, parking and planning staff, their residence and student life staff, Hylton Performing Arts Center personnel, Freedom Center management and Virginia Rail Express representatives. In addition to interviews, the consultant team took tours of the Freedom Center and Hylton Performing Arts Center to understand the facilities and the amenities each had to offer the community and future visitors. Like the interview with the employers at Innovation @ Prince William Technology Park, these conversations with stakeholders and future users provide valuable insight into the community's needs as the design team developed the master plan.

Developer Reviews

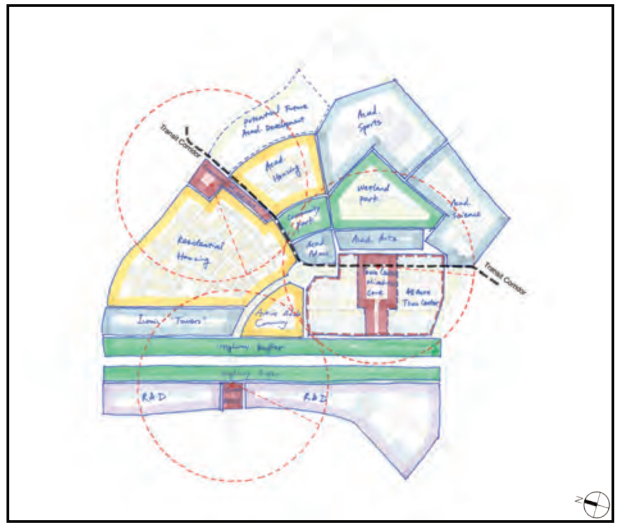
During the latter stages of the development of the Innovation town center master plan, each property owner, along with Cooper Carry and RCLCO, had the opportunity to share the master plan layout, goals and initial program with real estate developers who have experience with similar development types and programs. These meetings provided valuable feedback for the ownership and design team, including ideas for connecting private development to the George Mason campus, how the ownership entity might be structured and comments on the general plan layout. Nine developers were contacted for this opportunity and five had private meetings:



- Buchanan
- Divaris
- Duke Realty
- Concord Eastridge
- Forest City



Scheme A - Plan



Scheme A - Connectivity Diagram

Scheme B - Plan

Scheme B - Connectivity Diagram

Scheme C - Plan

Scheme C - Connectivity Diagram

Idea Development

Alternatives

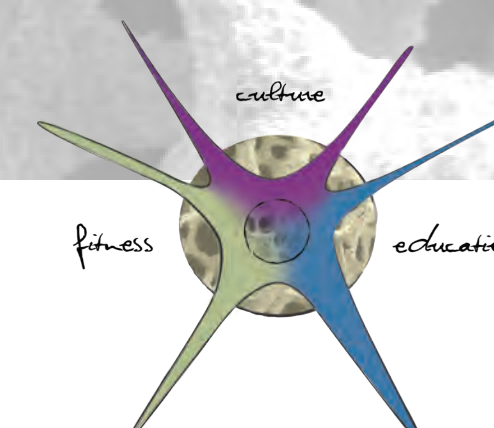
With information from the stakeholder interviews, developer reviews, meetings with state and local political and planning officials, and the Market and Transportation reports, Cooper Carry created three alternatives for the road grid layout, development program, and essential acreage for creating a meaningful place. Each layout focused on creating a synergy of place at the town center that relates to future development on each adjoining property. A meeting with Rinker and Cooper Carry near the site at Rinker's office was the kickoff to the design of the master plan. This meeting began with a tour of the site for team members to examine existing streambeds and wetlands areas to gain understanding of the topography, and brainstorm potential regional connection points to the site. The tour extended to nearby City of Manassas, Manassas Regional Airport, Innovation @ Prince William Technology Park, existing and potential VRE stations and a drive along the most likely routes for future visitors. After this tour, the team reviewed existing master plan documents and the previous 2005 Town Center Design Charrette concept.

From there, the design team sketched ideas for site connectivity, public space and protection of the wetlands and streambeds. The team had the following questions in mind as they examined these exisitng planning documents:

- What existing roads can tie into a future urban grid in Innovation?
- What connections made in previous master plan documents are already established and can be kept in the future master plan?
- What revisions to the existing road network should be considered?
- What considerations should be given to future mass transit?

We learned early that Innovation is no longer about a loop road with individual development sites, as it once was in previous master plan documents, but about connectivity between the University, the Technology Park and surrounding businesses and residents. Each of the three schemes used different design ideas to emphasize the waterways and how they connect through the site. Each grid carefully negotiated around them and had different orientations and acreage for the town center. These wetlands and streambeds influenced the locations of neighborhoods in the master plan and became the defining features of each neighborhood. For the town center, the idea was to propose a tight collection of land with development dense enough to achieve the feel of a connected urban-scaled district. These town center master plan concepts provide new ways of looking at future development of Innovation that connect the George Mason University campus and Innovation both physically and intrinsically.

One initial scheme was clearly too small, another seemed too spread out for a meaningful town center, and one plan emerged through stakeholder and developer interviews as the appropriate acreage and density to create a meaningful, connected town center.



PROCESS

Preferred Alternative

What emerged is a master plan that creates a town center that consists of between 40 to 50 acres. It is important the property be visible from and connected to key edges on the bypass and University Boulevard. A seamless connection into the University creates a true, *"communiveristy"* between the town center, Hylton Performing Arts Center, Freedom Center and University. The primary connection between the town center and the university is the culture center surrounding the Hylton Performing Arts Center with a public retail environment. Threaded into the master plan is a connection between the university quad open spaces and the general open space of the town center, to a variety of gathering spaces for everyone. The master plan also seeks to connect indoor fitness programs with maturing outdoor trails and natural features that tie the various outdoor spaces together.

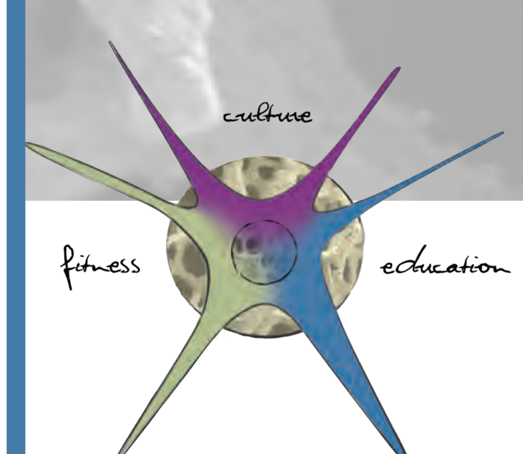
Finally, the education components created with the life sciences programs begin to connect more traditional university quad spaces with public plaza and outdoor gathering spaces of the town center.

While there is a recommended program and configuration of uses proposed, the most important thing was to provide a fundamental master plan chassis that is flexible enough to adjust the user needs of landowners, the market and users.

The residential uses in the town center are placed across the street from the university to provide housing for students, professors and employees of the university, the Technology Park and the town center. Some retail is imagined as a "wine and dine" connection for patrons of the Hylton Performing Arts Center, while other retail is intended as a "student union" for the University. Other retail will provide space for lunch opportunities and basic retail needs of residents. The office space has the potential to provide necessary off-campus lab space or incubator office.

P R O C E S S

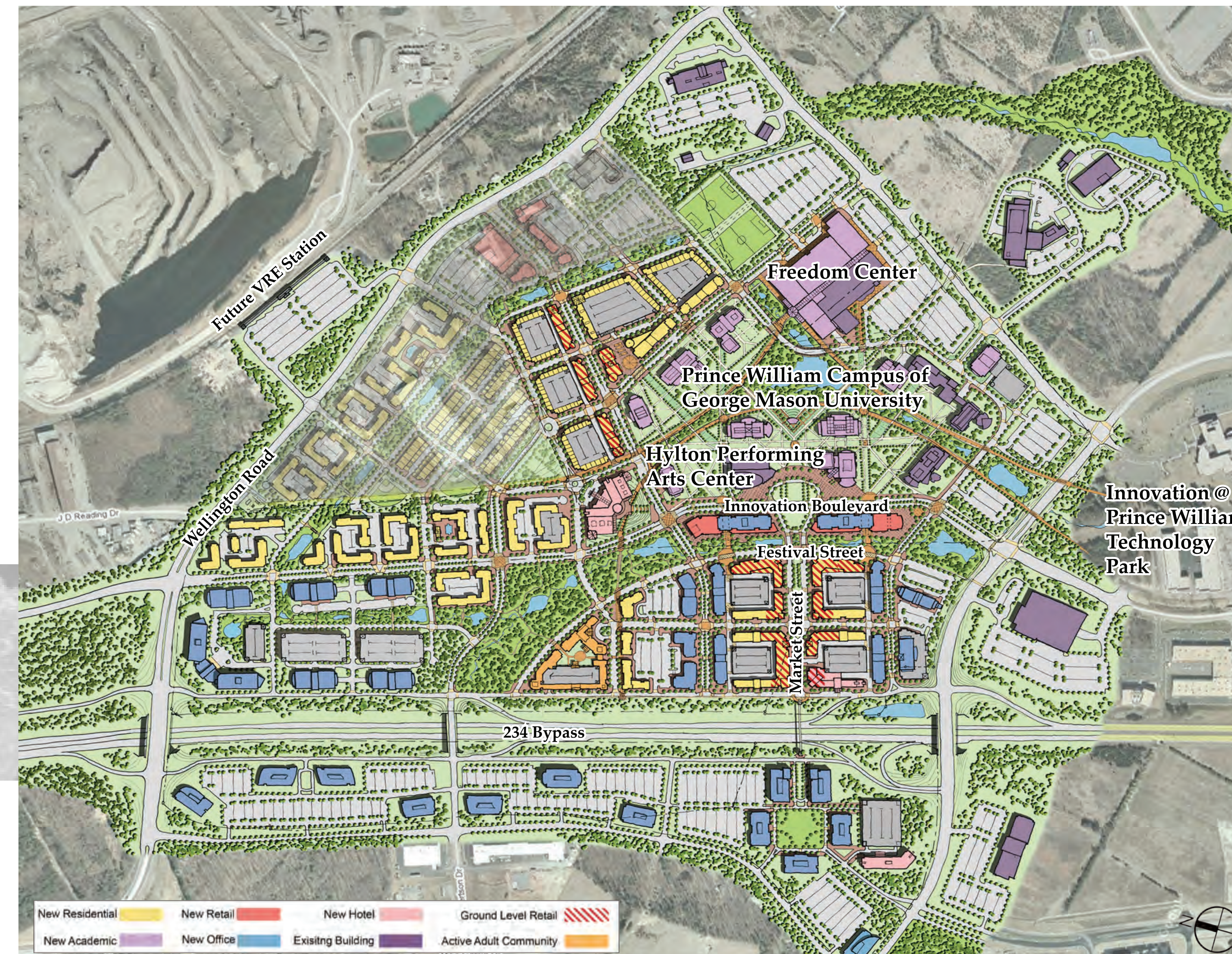
"communiveristy"



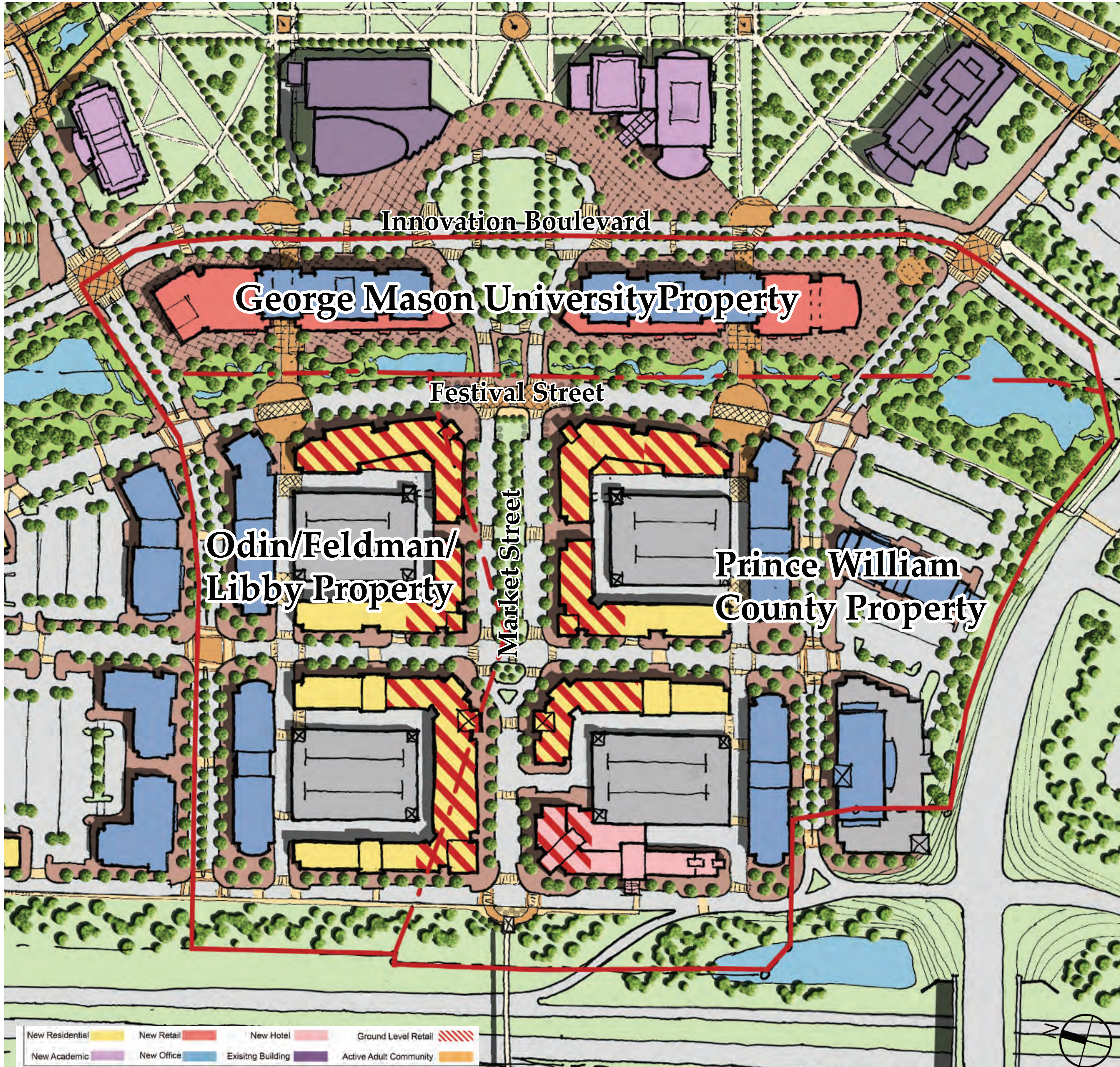
View from Northwest

Scheme C - Refinement of buildings and streets

Scheme C - Refinement of natural areas and open space connections



Final Plan



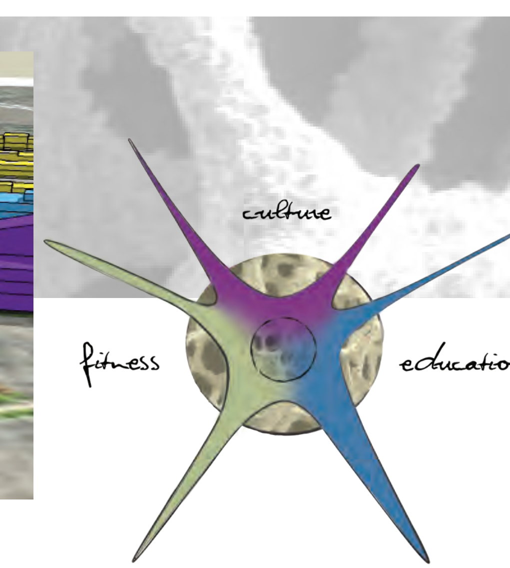
RESULTS

The goal is not to develop a lifestyle center for retailers. The University must be the anchor for an authentic community connected through ***education, culture and fitness***. The ***culture*** springs from the Hylton Performing Arts Center and the arts and sciences communities of the University and Prince William County. ***Education*** builds on the life sciences of the University and the Science and Technology business park. ***Fitness*** is the cornerstone of the Freedom Center and fundamental component of the greenway connections between the new community and existing University and Technology Park open spaces. The following diagrams show the masterplan refinements to open spaces, buildings, and streets that establish Innovation town center as a place for ***education, culture and fitness***.

Full Build Out Town Center SF	Retail	Office	Residential	Hotel	Acres
George Mason	90,000	160,000	0	0	10.10
Odin/Feldman/Libby	63,270	200,000	454	0	12.40
Prince William County	63,820	407,000	301	165	24.00
Total	217,090	767,000	755	165	46.50

*Program presented is a recommendation for the maturing of an authentic mix-use community. This program may evolve in order to lead market trends that support the goals of this community.

Looking West down Market Street



Goals of natural areas and open space:

- Integrate, preserve and enhance the natural areas while creating a network of places for people to engage with nature. Provide creative solutions for stormwater management, including pervious surfaces for public open space.

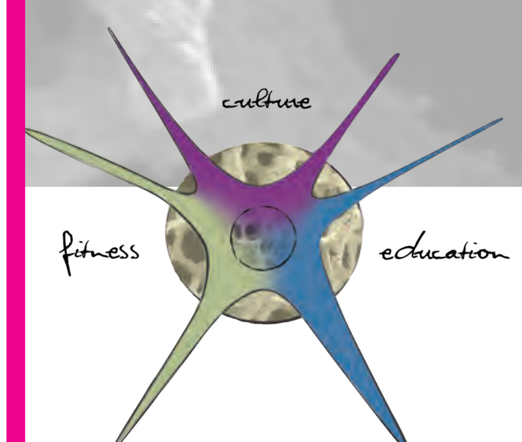
- Maximize preservation of existing tree canopies; propose closely spaced mature trees in new open space and along the streets

- Create fixed, flexible and fleeting open space that allows people to partake in a variety of activities throughout Innovation. Some are not conducive to staying very long, but rather a pleasant place to pass through; others are more intimate and encourage contemplation or social gathering. Some spaces are a combination of natural and paved surfaces, while some can provide temporary space for large gatherings and others have little structured space. All this provides a good network for people to gather, play and traverse through Innovation.

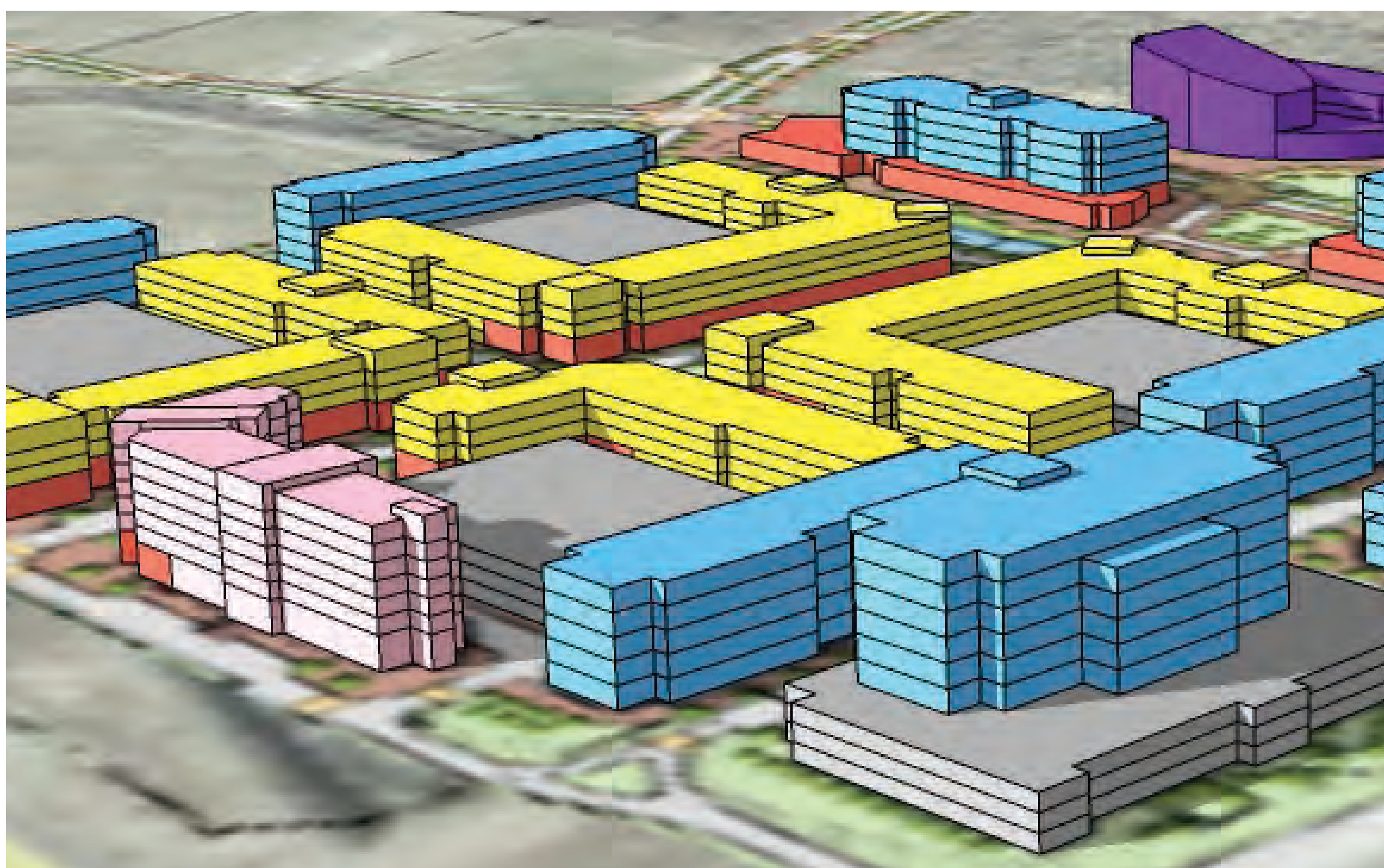
- Design and create open space that acts as the connector throughout Innovation.

- Promote greenways that encourage walking along a cool, comfortable path through the broader region in and surrounding Innovation.

RESULTS



Looking West down Market Street

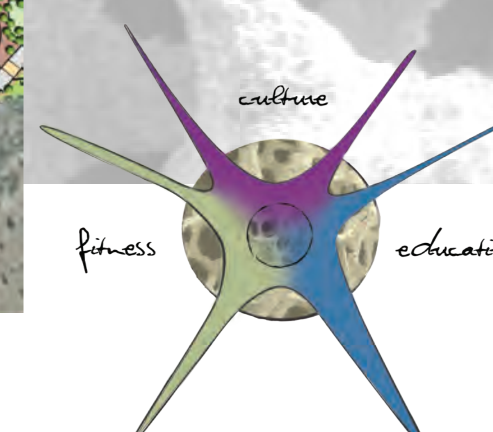


View of town center from South

Goals of the buildings:

- Orient buildings to front the streets.
- Encourage active first floor uses with contrasting uses above.
- Create a phasable plan that incorporates greater densities in the first phase to promote an urban atmosphere from the beginning. This will result in a final development of an integrated mixture of buildings and uses. The sense of the place is established in the first phase and only matures with each eventual phase; Innovation will grow in density outward.
- Design iconic and background buildings contributing to a varied and interesting urban fabric.
- Encourage a variety of architectural designs; buildings should be configured on blocks to promote a naturally evolving district of buildings rather than the appearance of a homogeneous town center development.
- Incorporate a variety of building dimensions to provide the opportunity for flexible development of uses, both vertically and horizontally.
- Allow a form of buildings that achieves an appropriate density, produces a fine-grained pedestrian scale, and an acceptable urban environment.
- Design for phasable construction with parking lots evolving into intergrated buildings and parking decks.

Potential Block Phasing



Goals of streets:

The nature of the street will be dictated by the uses. The streets are designed to create blocks that allow for strategic phasing and flexibility for future integration of mixed uses.

Innovation Boulevard (A)

- Build an entertainment district street that is the main cultural axis connecting the town center with the Hylton Performing Arts Center

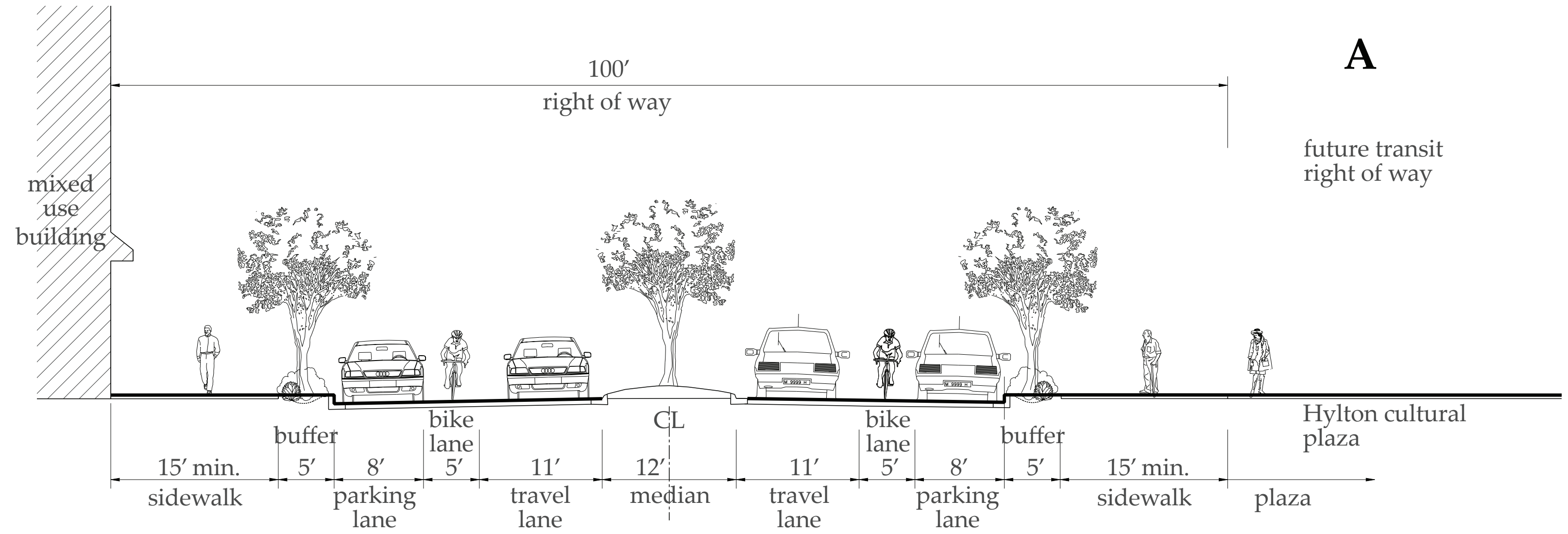
Festival street (B)

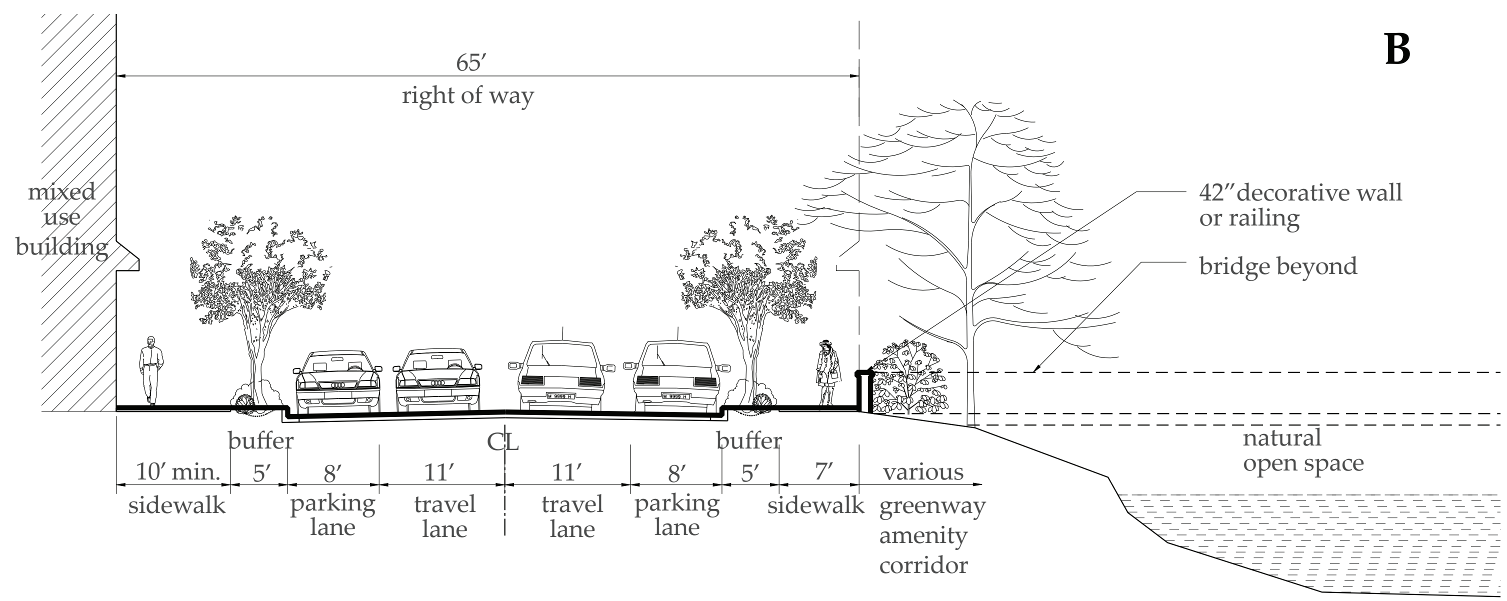
- Create a closable street without prohibiting vehicular circulation that can be dedicated to special events. The nature of this street is defined by a mix of all the proposed uses with a connection to the wetlands.

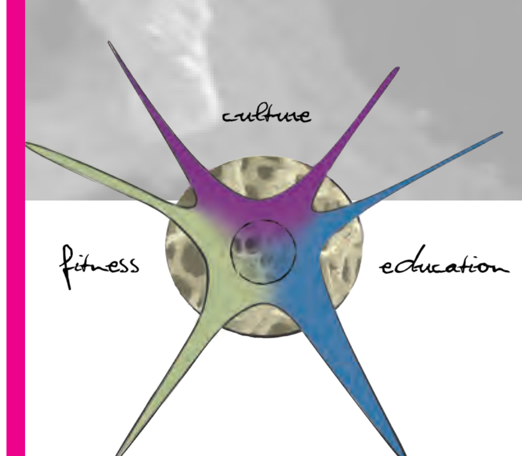
Market Street (C)

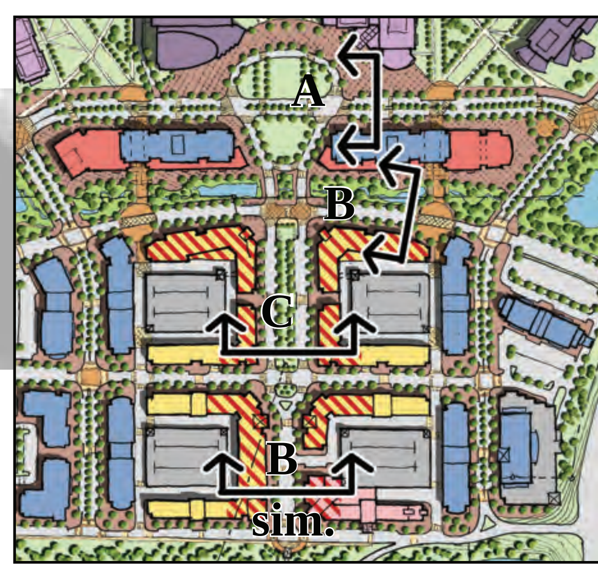
- Design a retail-dominant street created to accommodate outdoor dining and shopping with pedestrians strolling.

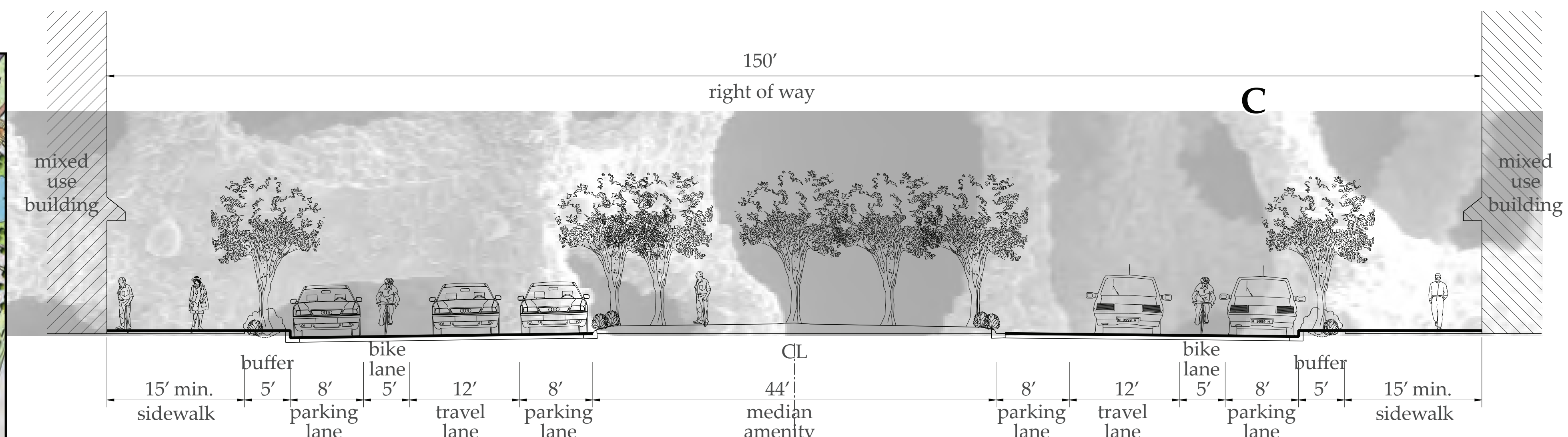
RESULTS





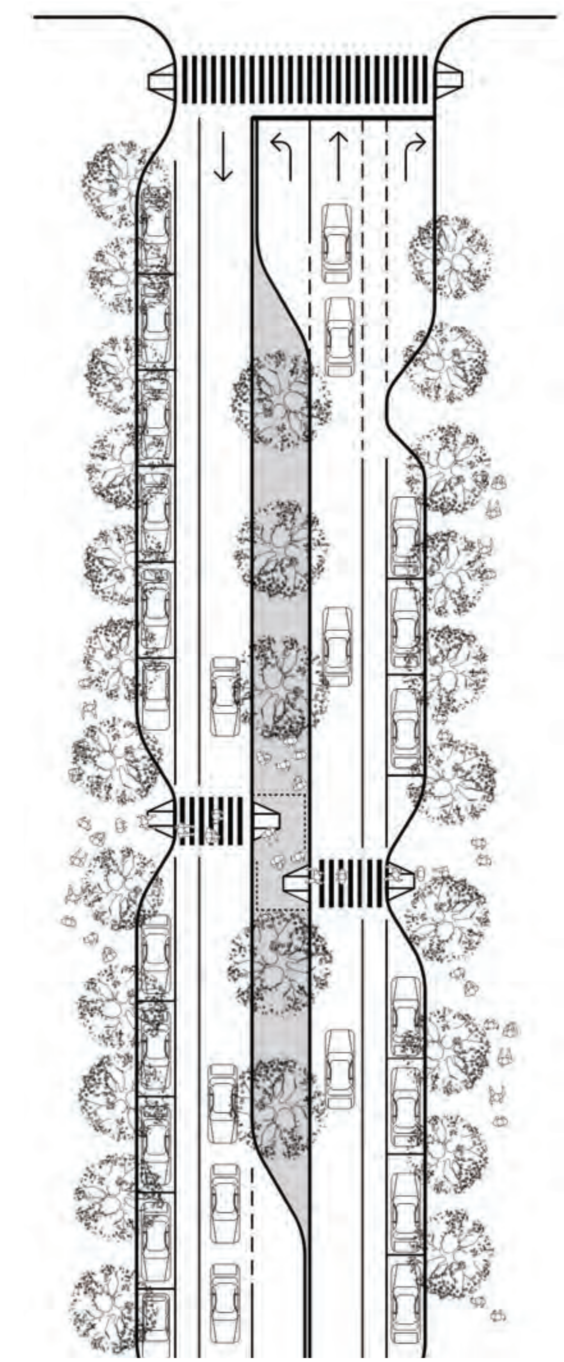






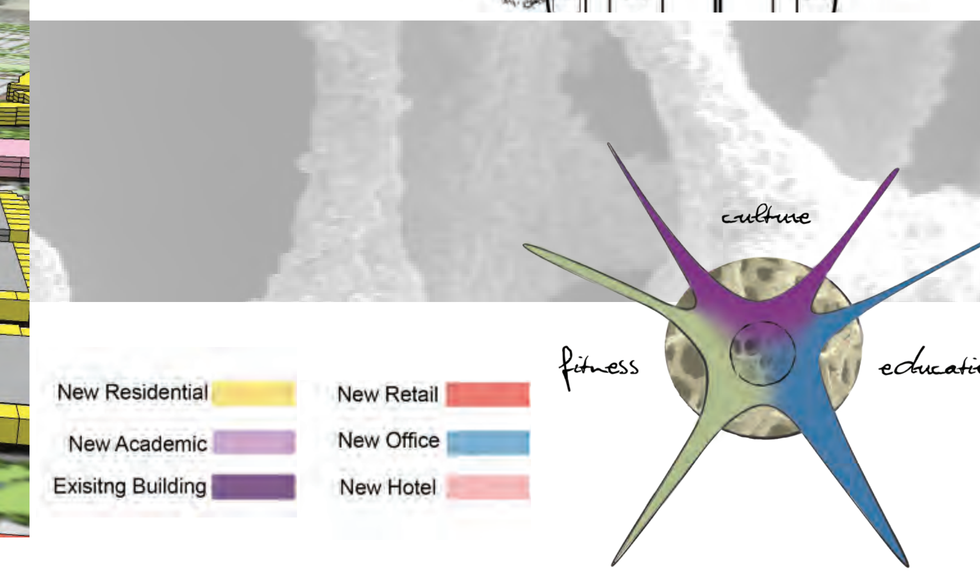
RESULTS

View of Hylton Performing Arts Center from Market Street

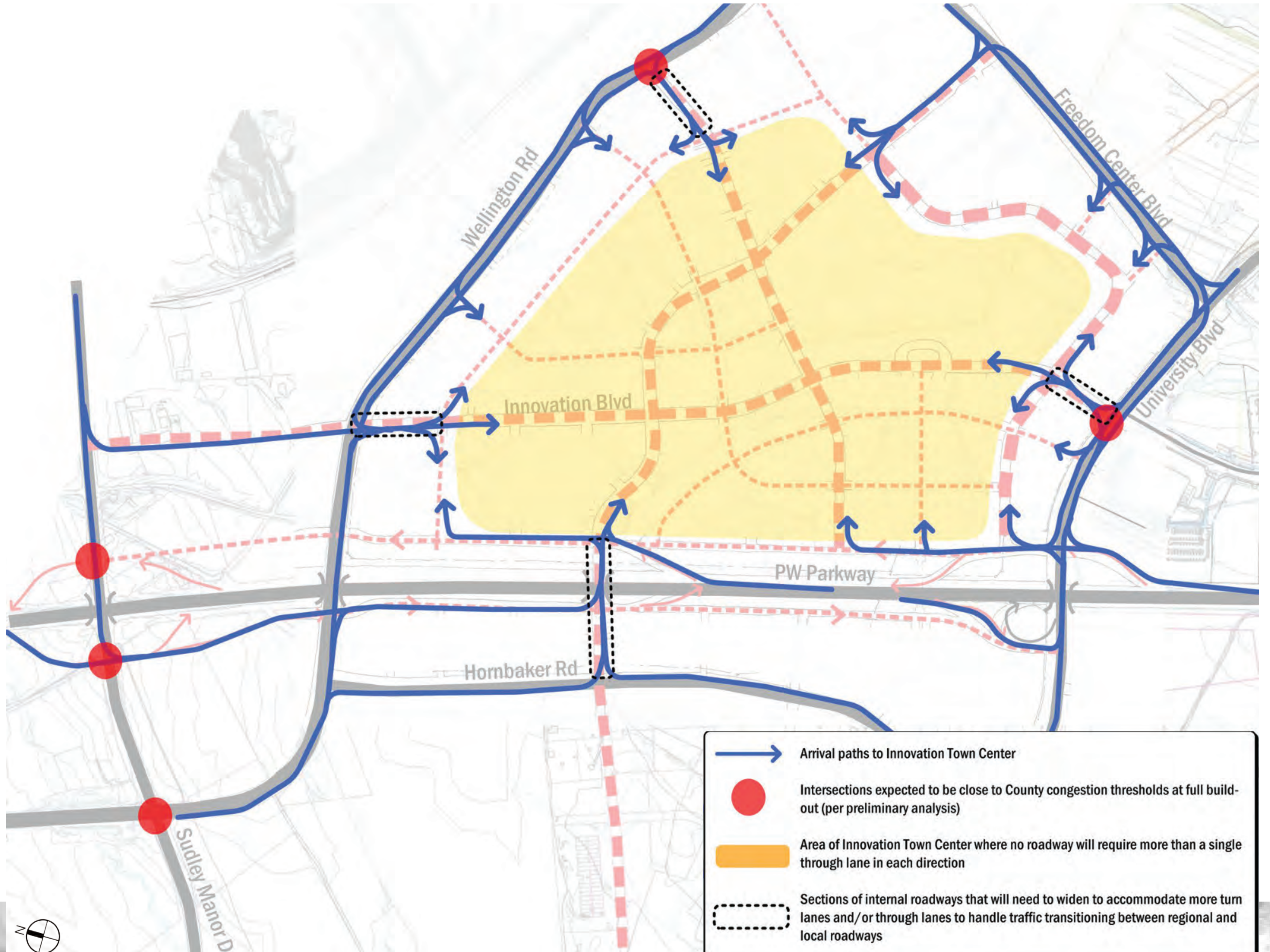


Looking West down Market Street

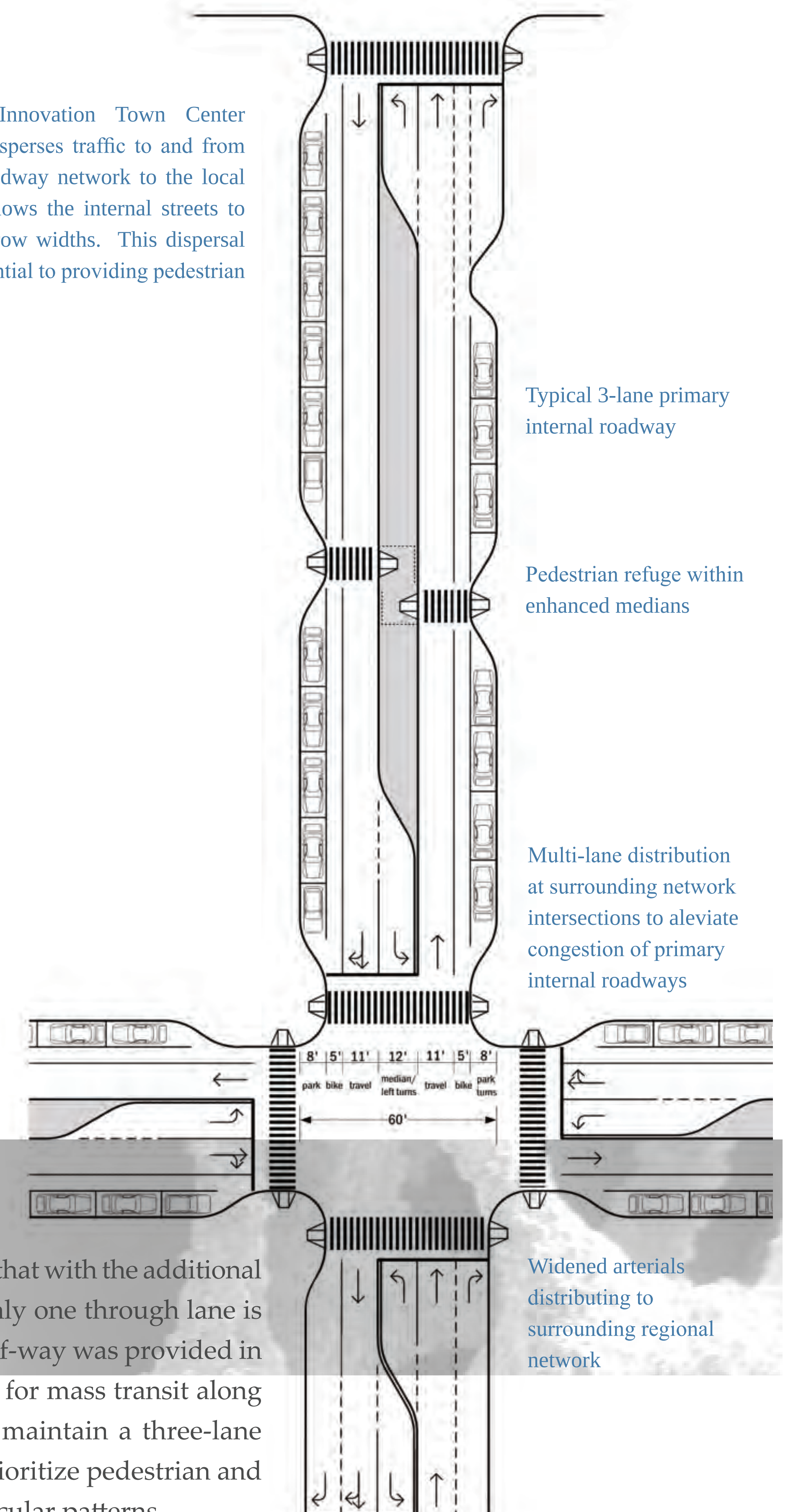
Looking West towards Town Center



Final Results of Traffic Analysis



The planned Innovation Town Center street system disperses traffic to and from the regional roadway network to the local network that allows the internal streets to be kept to narrow widths. This dispersal of traffic is essential to providing pedestrian friendly streets.



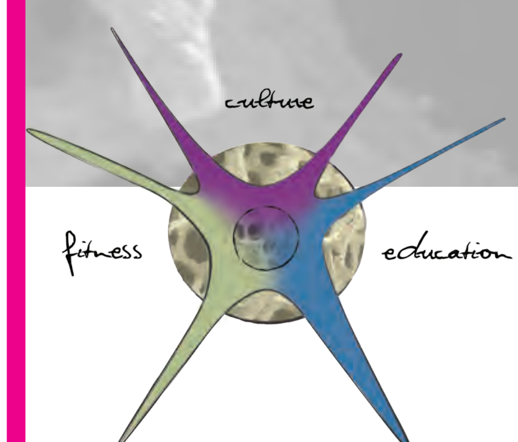
Typical 3-lane primary internal roadway

Pedestrian refuge within enhanced medians

Multi-lane distribution at surrounding network intersections to aleviate congestion of primary internal roadways

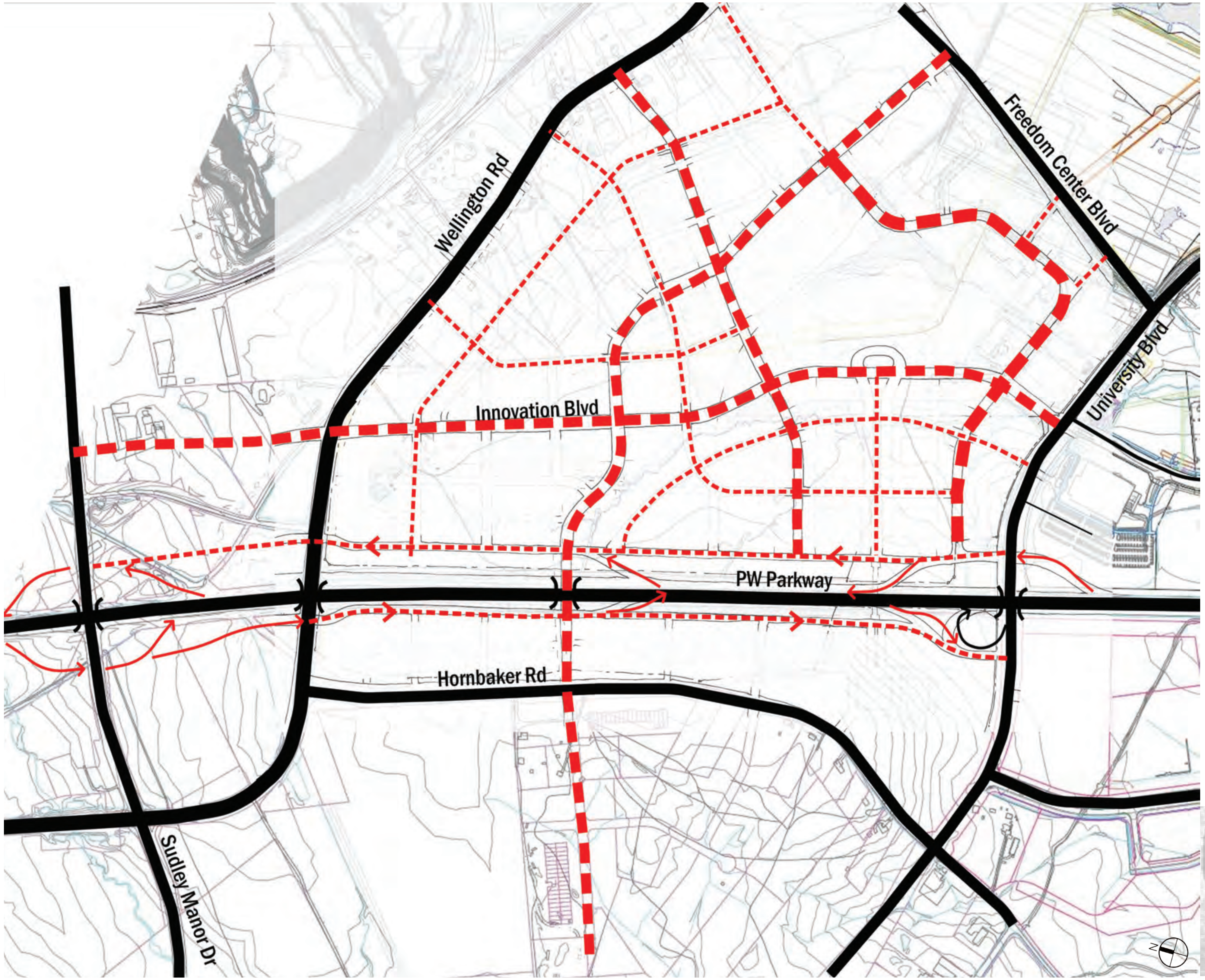
Widened arterials distributing to surrounding regional network

RESULTS



The end results of the testing show that the C-D Network concept is feasible and allows for more narrow roadways within the site. Most importantly, all internal roadways (other than on blocks to and from the arterials surrounding the site) can be constructed with a three-lane cross-section at maximum. Innovation Boulevard was previously shown on the County Master Plan with two through lanes in each direction. As the town center development grows, so too will it's street grid that distributes traffic around Innovation Blvd.

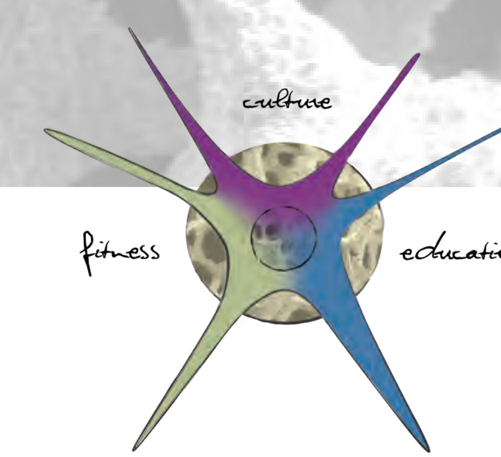
The analysis performed for this plan shows that with the additional dispersion of traffic and parallel streets, only one through lane is needed in each direction. Sufficient right-of-way was provided in the plan to accommodate future widening for mass transit along Innovation Boulevard. It is preferable to maintain a three-lane cross-section within the Town Center to prioritize pedestrian and bicycle activity and encourage slower vehicular patterns



The ultimate plan was based on the collector-distributer 'concept'. It contains fewer ramps to and from the Parkway to minimize impact to through traffic and incorporates changes to the street grid based on physical constraints. It also incorporates the idea of extending two internal streets, one west over the Parkway and one north to Sudley Manor Drive.

Based on the analysis of the ultimate condition of the roadway network, a phasing strategy for roadway improvements was developed. The first phases of the ITC development (pre-2030) should be able to be constructed without major highway infrastructure improvements. In order to alleviate existing congestion and provide capacity for Innovation, the first roadway improvements constructed should be the widening of the arterials adjacent to the development per the County Plan. In addition, a roadway connection at University Boulevard and Wellington Road ("Innovation Boulevard") should be constructed through the site in order to allow multiple options for traffic accessing the site. The construction of this roadway can be phased, with portions not adjacent to early development constructed as a two-lane roadway to be widened as parcels are developed and the surrounding street grid is realized. With these improvements, it is likely that the signalized intersections along the Route 234 Bypass will be congested, although ideally not any more than they are in the existing conditions. The exact details on which roadways will need to be widened will be developed at a later time during individual traffic studies for each phase or parcel of development.

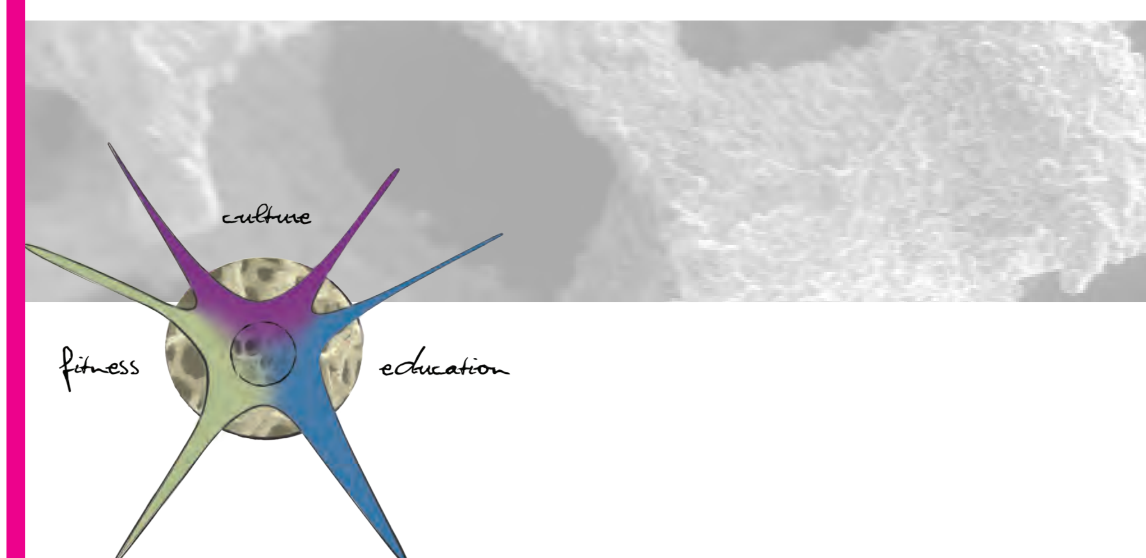
Later phases of the ITC development (2030 and beyond) will most likely necessitate improvements to the Route 234 Bypass to make it a limited-access highway. If the proposed C-D Network plan is incorporated into the County Plan, then the interchanges previously included should be replaced with the new interchanges and C-D roadway system recommended in the ITC Master Plan. When they are needed, the interchanges and C-D roadway system can be constructed in phases depending on the intensity of development on the ITC site. This allows for the interchanges to be constructed even if they are needed prior to development of later phases. The C-D roadways and additional ramps can be constructed in phases, as needed, based on future traffic studies for each phase of the ITC development.



Market Results

Given the current depressed state of residential and commercial real estate markets in the region, it is important to assess the market opportunity of various real estate land uses at the proposed town center over an extended potential buildout period. This recognizes that there is unlikely to be demand for any significant amount of residential or commercial in the next 12 to 18 months. However, because the subject property is strategically located directly in the path of growth within the favored quarter of the metropolitan area, as real estate markets begin to recover as expected in 2011+, the property is well positioned to capture its fair share of demand for real estate land uses, particularly considering the existence of significant catalytic developments such as the GMU campus itself, the Freedom Center, the Hylton Center for Performing Arts, and existing employers at Innovation, such as the FBI

Based on this analysis, RCLCO concludes that there is an opportunity for a mixed-use or multiple use town center development at the subject property. The location and character of the Innovation Campus, with the existing and likely future competitive environment for key anchors necessary for a sizable retail component, limits the market opportunity for a large-scale anchored lifestyle town center development. However, there is strong near-term (2012-2015) market opportunity to create a multiple-use village center at Innovation including a mix of convenience/neighborhood-serving retail and residential uses oriented to GMU students, faculty/staff, Innovation Campus visitors, and the surrounding community. As the market evolves, visitation at the Campus increases, and with additional household and employment growth in the surrounding community, there is a mid-term (2015+) market opportunity for a true mixed-use town center style development including a mix of convenience and destination/entertainment retail, residential, boutique office/lab space, and possibly a hotel.

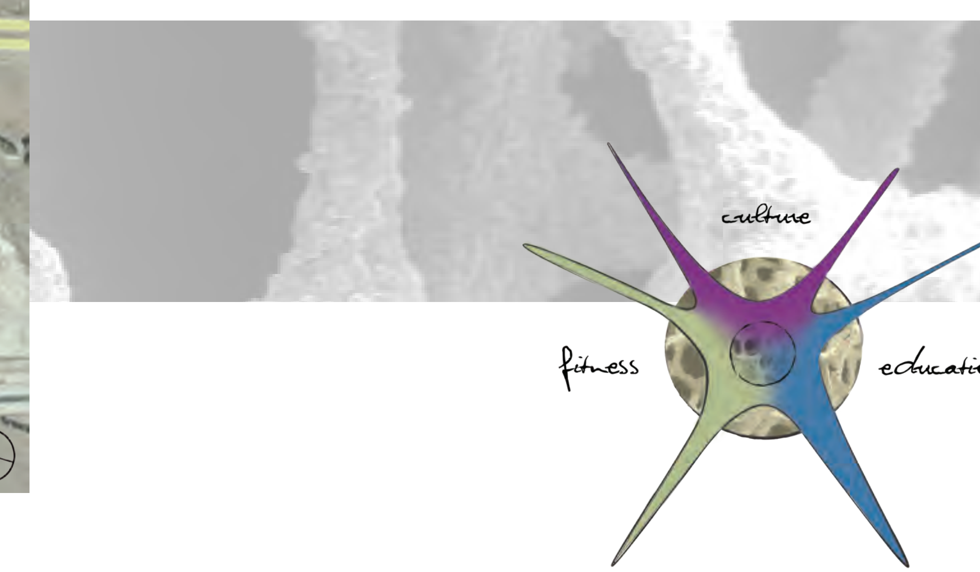


	Scenario 1: Town Square	Scenario 2: Unanchored Town Center	Scenario 3: Anchored Town Center
Potential Timing	2011-2015	2016-2020	2021-2030
Town Center Description	Multiple Use	Multiple and Mixed-Use	Multiple and Mixed-Use
Parking Type	Surface	Surface and Structured	Surface and Structured
Town Center Retail (SF)	**30,000-50,000**	**75,000-100,000**	**150,000-200,000**
Anchor	0	0	50,000-75,000
Restaurant/Entertainment	10,000-20,000	25,000-40,000	25,000-40,000
Convenience/Comparison	20,000-30,000	50,000-60,000	75,000-85,000
Town Center Office (SF)	**0**	**50,000**	**150,000**
Residential (Units)	**300**	**700**	**900**
Condominiums	100	300	400
Townhomes	50	0	0
Rental Apartments	150	400	500
Hotels (keys)	**0**	**1 (140)**	**2 (350)**

Development Districts

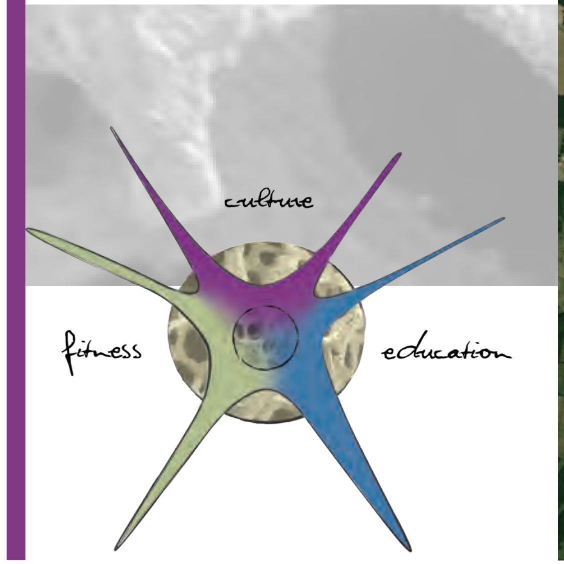
	Retail	Office	Academic	Residential Units	Hotel Rooms
Town Center	**217,090**	**767,000**	**0**	**755**	**165**
University	17,000	0	1,100,000	351	302
District 1	0	204,000		646	0
District 2	0	0		1,098	0
District 3	0	528,000		0	0
District 4	0	340,000		0	0
District 5	0	220,000		0	0
District 6	0	520,000		0	168
Total SF	**234,090**	**2,579,000**	**1,100,000**	**2,850**	**635**

*Program presented is a recommendation for the maturing of a authentic mix-use community. This program may evolve in order to lead market trends that support the goals of this community.



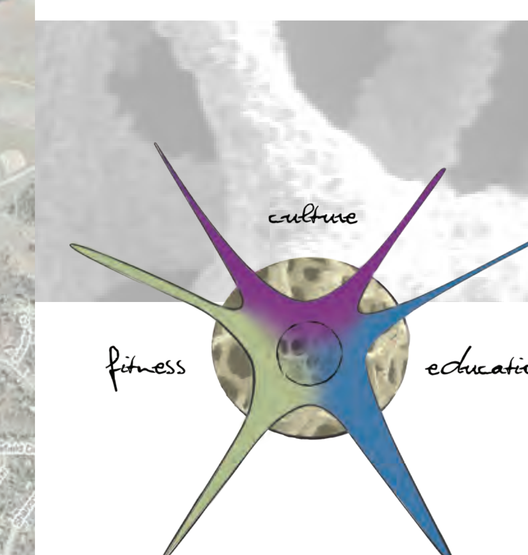
Regional Connections

APPENDIX



Natural Areas and Open Space Connections

APPENDIX



UNIVERSITY PARKING PROGRAM

APPENDIX

PARKING

Provided

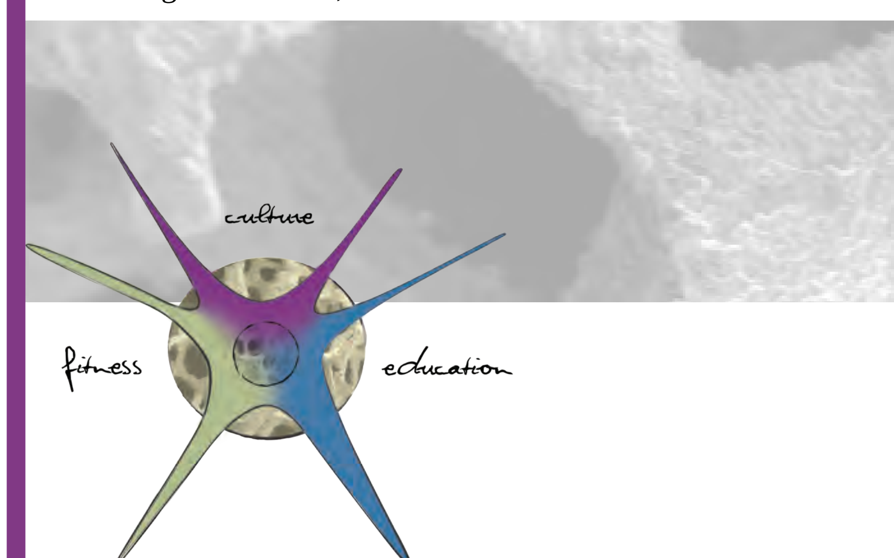
	Lot	Count	
A	Freedom Center Expansion	[736]	Not Included
B	Freedom Center Reconfigured	[520]	Not Included
C	Freedom Center Reconfigured	275	
D	Existing Reconfigured	185	
E	Existing Reconfigured *	344	
F	Existing Reconfigured *	185	
	Subtotal Existing Lots	989	
G	New Surface Lot	304	
H	New Surface Lot	420	
I	New Surface Lot	456	
J	New Surface Lot	760	
K	New Surface Lot	456	
L	New 4 Level Deck (275sp/fl)	1,100	
	Subtotal New & Exisitng Lots	4,485	
S	On Street Parking	150	
Total		**4,635**	
Less Required		(4,446)	
		189	Surplus

PARKING

Required

Academic Buildings 1,100,000 gsf @ 4sp/1000 gsf	4,400
Residential 80 Units @ 0.57 sp/unit	46
Total	**4,446**

* Count per February 2009 site survey drawings, Rinker Design Associates, P.C.

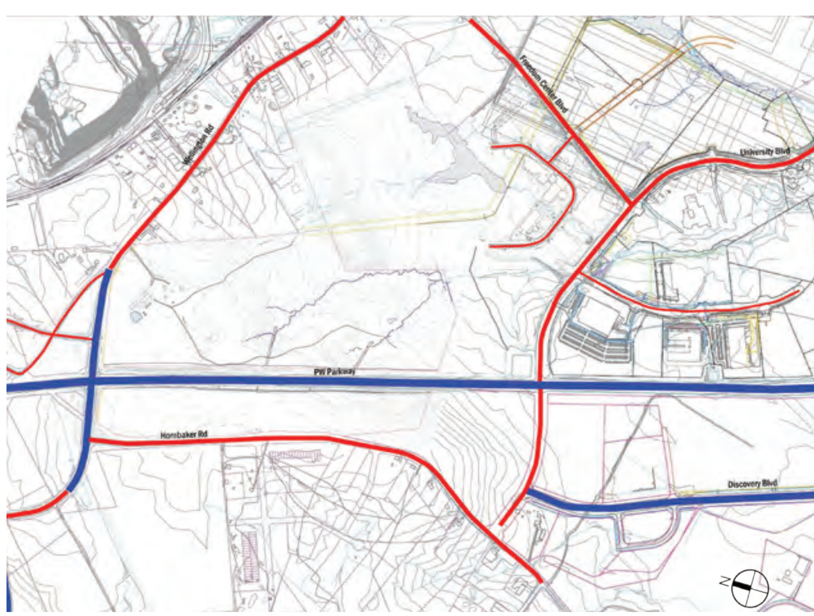


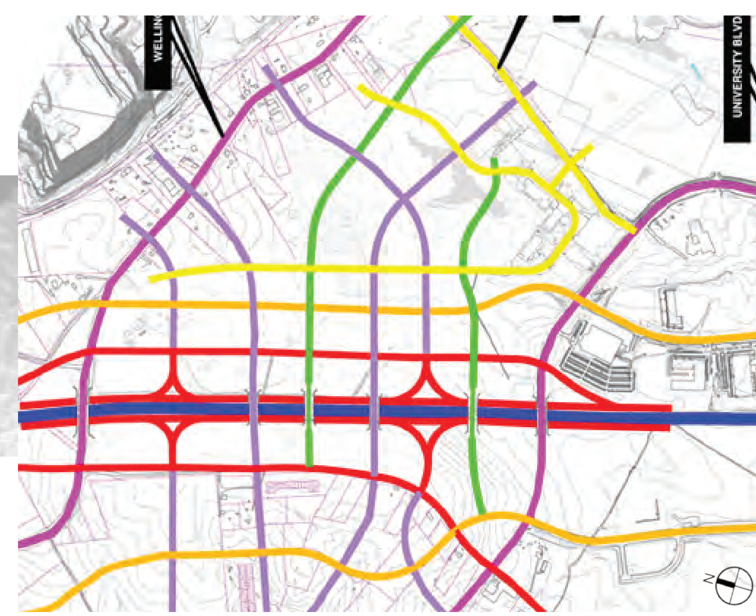
Traffic Methodology

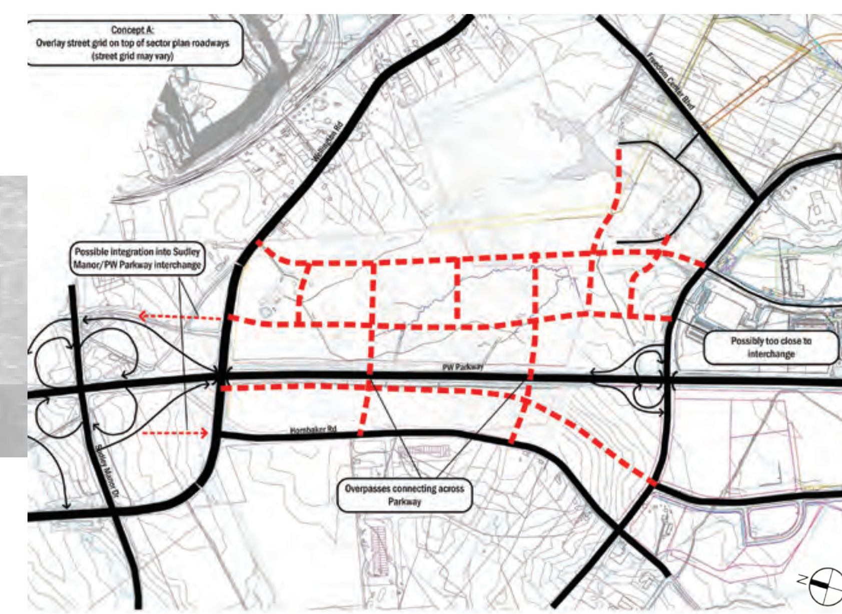
The C-D network concept was tested by performing capacity analyses on the Route 234 Bypass and on intersections external and internal to the ITC. Traffic volumes for the future analysis were developed based on the Prince William County daily traffic volume projections for 2025. The County projections included daily trips generated by land uses programmed for the ITC site. These daily trips were estimated based on the Institute of Transportation Engineers (ITE) Trip Generation, 7th Edition, and subtracted from the County projections to yield the background traffic volumes without the programmed land uses for the ITC site. In order to estimate the estimate the impacts of the ITC development, Trip Generation was used to calculate the daily trips generated by the land uses proposed by the Cooper Cary team. The trips generated were then re-added to the County projections in order to have an accurate estimate of the ITC development. The daily traffic volumes estimated were then converted into morning and afternoon peak hour turning volumes. This was completed using the existing traffic distributions in the vicinity of the development, as well as volume factors estimated from the existing traffic volumes. The volumes were rounded and balanced to provide a conservative estimate of traffic.

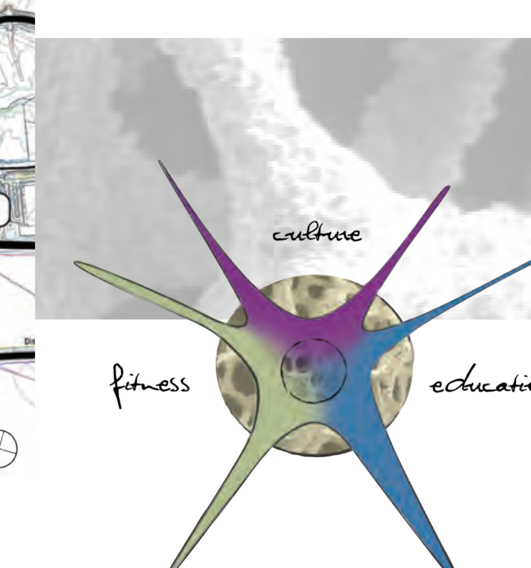
In order to test the roadway network internal and external to the ITC development, the roadways were built and improved as outlined above. The signal timings for new intersections were estimated based on VDOT standards and existing signals near the site. In order to improve traffic flow, coordinated signals were assumed along Sudley Manor Drive, Wellington Road, “Innovation Boulevard”, and University Boulevard. At new intersections where traffic signals were not warranted, stop signs were assumed based on traffic flow patterns and pedestrian movements. Lane configurations and geometries were assumed based on County and VDOT standards, as well as their warrant at intersections. In the Town Center core, roadway widths were kept to a minimum to facilitate pedestrian crossings. Throughout the internal roadway network, narrow cross-sections were assumed in order to provide a more urban feel, slow traffic through the ITC development, and improve the ability of pedestrians and bicyclists to utilize the network. To test the configuration of the Route 234 Bypass and the C-D roadways, a 6-lane cross-section was assumed. The distances between the ramps and interchanges were estimated from existing interchanges near the site.

Analysis of the Route 234 Bypass and C-D roadways shows that all highway segments and ramps operate at acceptable conditions during the morning and afternoon peak hours, except for a small northbound portion of the Bypass north of Sudley Manor Drive during the afternoon peak hour. Analysis of the intersections external to the ITC development showed that all intersections operate under acceptable conditions during both the morning and afternoon peak hours. Some movements are projected to operate at unacceptable conditions due to heavy turning volumes at intersections. The analysis of the intersections internal to the ITC development show that all intersections are projected to operate at acceptable conditions during the morning and afternoon peak hour.











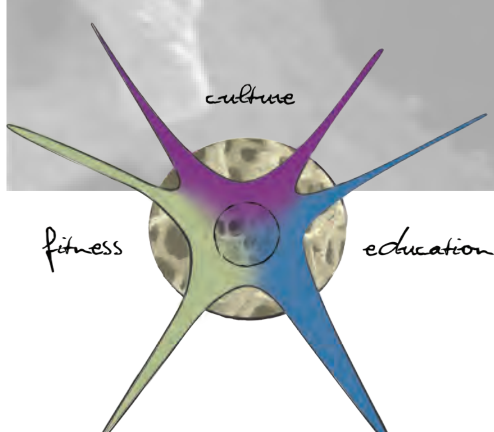






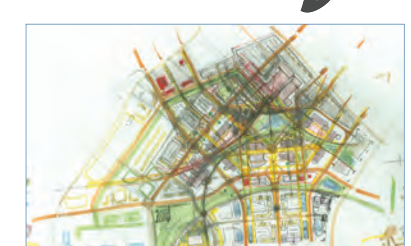

INNOVATION

education, culture, fitness










Market Analysis and Master-Planning Support for a Proposed Town Center Adjacent to George Mason University – Prince William Campus; Prince William County, Virginia

Cooper Carry | January 2009

RCLCO ROBERT CHARLES LESSER & CO. REAL ESTATE ADVISORS

BACKGROUND AND OBJECTIVES

Report Preparation

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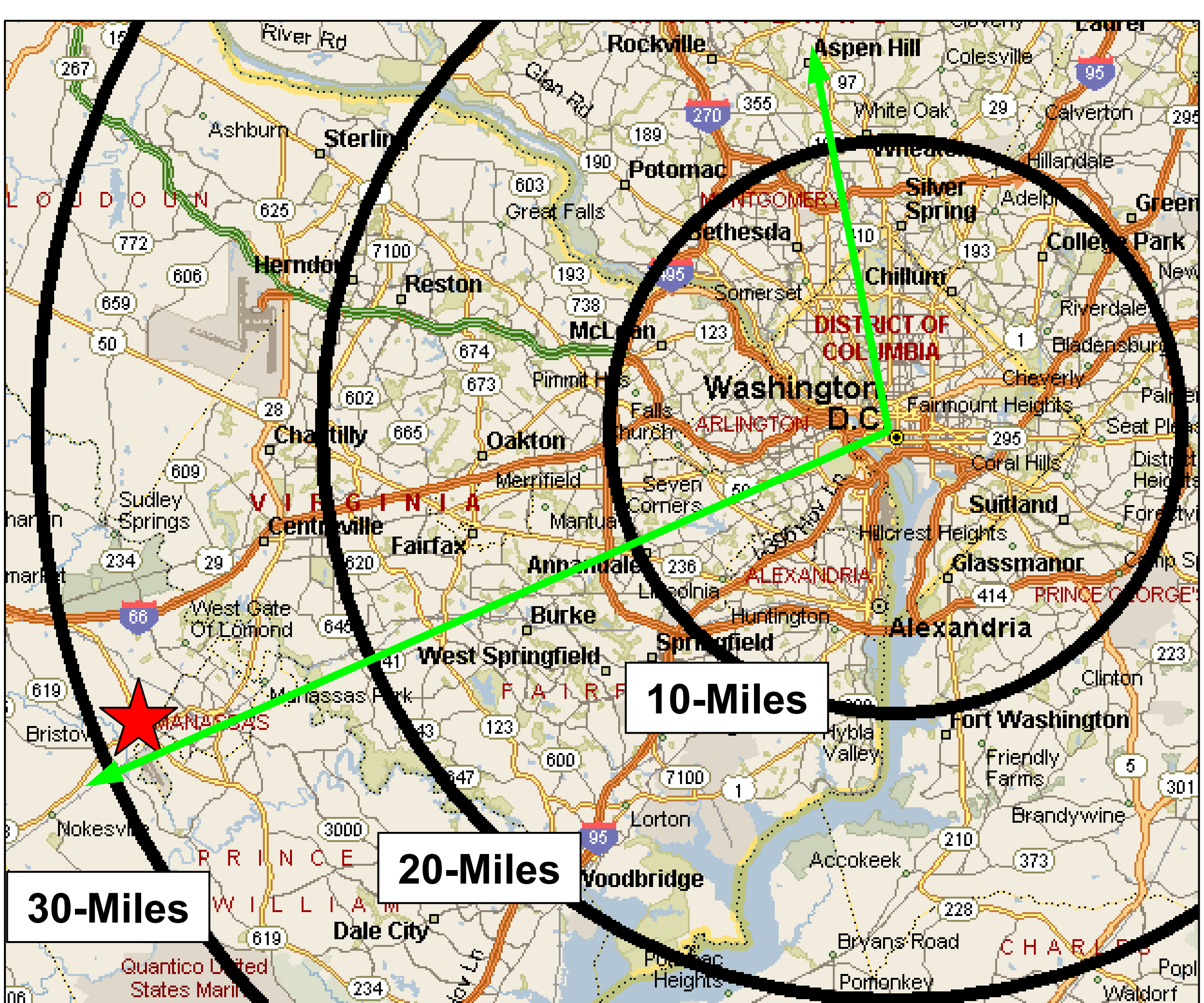
Background & Objectives

RCLCO was selected to assist the Cooper Carry team with master-planning efforts for a mixed-use town center development in Prince William County. The town center development is envisioned to be an integral component of Innovation @ Prince William Technology Park, a 1,500-acre business and technology park targeting biotechnology, life science, and support industries. The park is anchored by George Mason University's (GMU) life science campus. The park is also home to the Freedom Aquatic and Fitness Center and the Hylton Center for the Performing Arts, which is scheduled to open in 2010.

In 2005 RCLCO conducted an initial market opportunity analysis for the various components of the proposed town center. Since then, market conditions have changed significantly, particularly in the housing and capital markets. In light of these changes, RCLCO has been tasked with providing an updated market opportunity analysis to provide a better understanding of supportable uses in the short-, mid-, and long-terms.

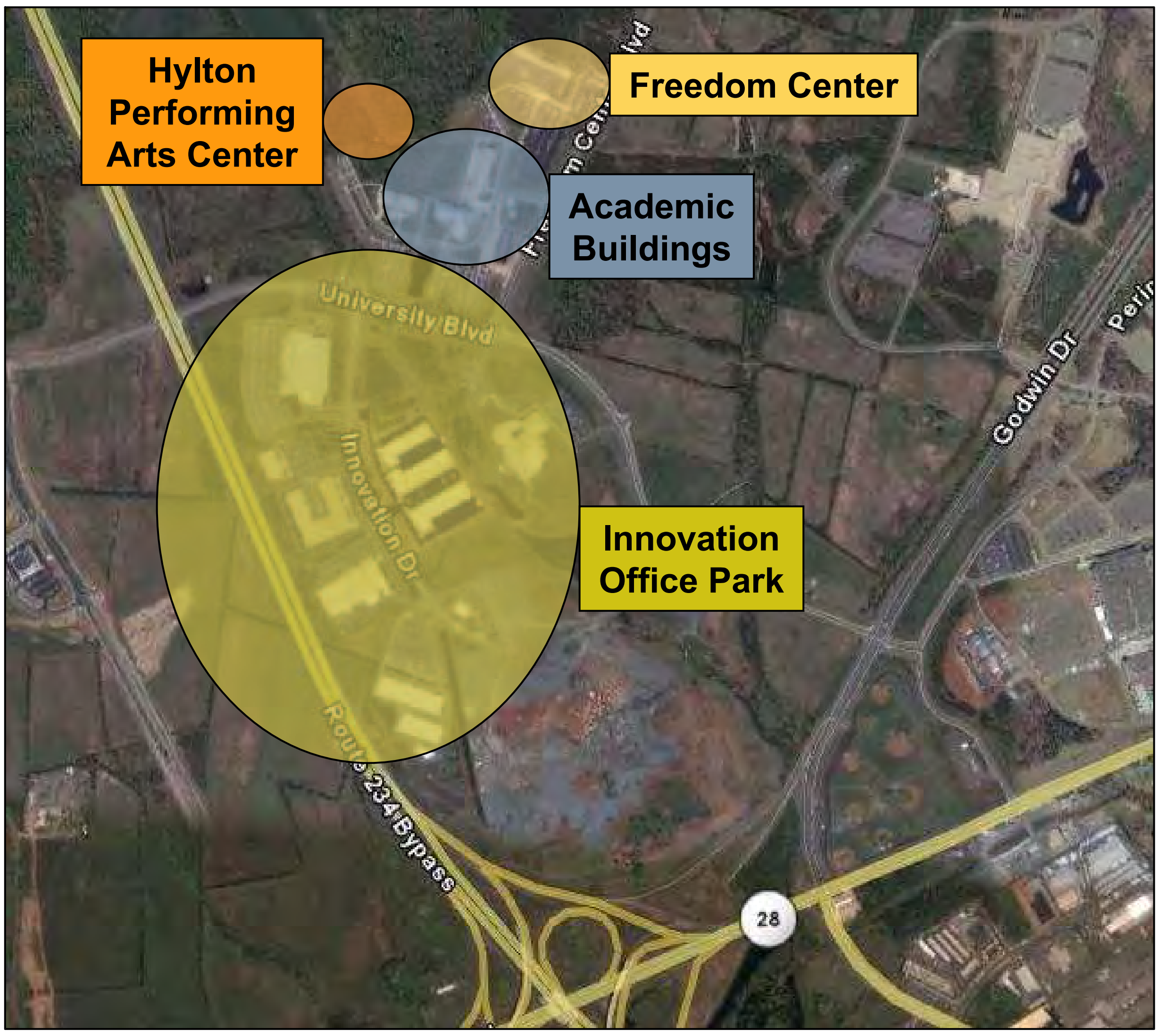
SUBJECT SITE ASSESSMENT

REGIONAL CONTEXT MAP
INNOVATION IS IN THE FAVORED QUARTER OF GROWTH



- Closer-in locations such as Fairfax, Vienna, and Arlington have advantageous access to major employment cores, households, services, amenities, and mass transit
- Innovation benefits from the presence of the university, as well as growth that continues to reach further west due to shrinking levels of capacity closer in
- In order to succeed, Innovation will need to become its own unique, compelling destination capable of attracting a wide mix of visitors and patrons

SUBJECT SITE MAP
BEGINNINGS OF A MIXED-/MULTIUSE WALKABLE CAMPUS



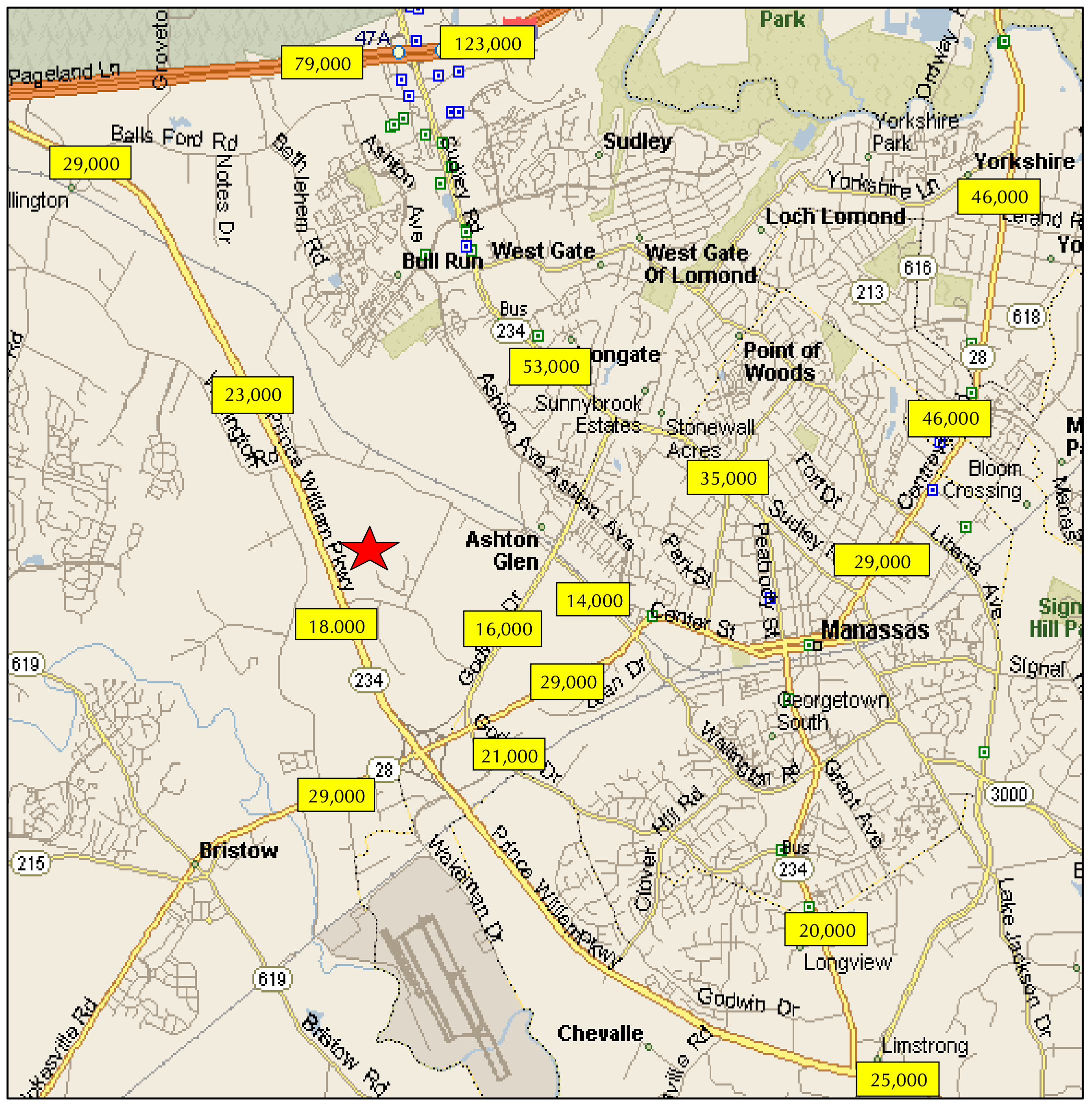
- One of the distinguishing characteristics of Innovation Town Center will be the unique mix of academic, recreation, entertainment, employment, and performing arts uses within a mixed-use environment, unlike any other town center in the area
- The university itself will act as an anchor for uses associated with the life sciences, academia, and other office users
- The Freedom and Hylton Centers will be key drivers of additional visitation, augmented by the presence of retail and residential

STRENGTHS AND CHALLENGES
SITE IS WELL-SUITED FOR MIXED-USE DEVELOPMENT

	Strengths	Challenges
Location	Manassas is an established location with a solid concentration of jobs and households	The area west of Manassas is relatively undeveloped, with limited amounts of higher quality development
Visibility	The University provides the site with "visibility" beyond the physical layout of the surrounding area	The University is not directly visible from either of the most highly trafficked roads (234 & 28)
Surrounding Land Uses	Adjacent to GMU's academic buildings and Innovation office park, both of which are well-executed developments	Besides the newer buildings on campus, most of the surrounding area is comprised of older residential and commercial
Perception	Regarded as a safe suburban community	Does not have high-end appeal of areas closer in along I-66
Transportation Access	Direct access to SR-234 & SR-28, and less than 5-miles from I-66. Dulles International Airport is less than 15-miles away.	No direct access to a major thoroughfare or interstate.
Proximity to Residential	There are over 50,000 households within a 10-minute drive of the site with considerable buying power	There is over 5 million SF of retail GLA within a few miles of the site that services these households today

TRAFFIC COUNTS

CURRENTLY BELOW THRESHOLD TO SUPPORT SIGNIFICANT RETAIL



DEMOGRAPHIC AND ECONOMIC CONTEXT

ECONOMY & HOUSING MARKET CONCLUSIONS
PROJECT'S TIMING COULD COINCIDE WITH RECOVERY

- Council of Governments (COG) projects stable household growth of 1.5% between 2010 and 2030, adding between 2,500 and 3,500 new households annually to Prince William County.

- Prince William County households earn healthy incomes and the majority are in their prime earning years of 25 to 54 – these households will be key drivers of residential and retail demand at Innovation.

- RCLCO's economic outlook at this time assumes a recession continuing through 2009, reaching bottom at some point in 2010, and a recovery taking shape in 2011 and 2012.
  - This is consistent with COG's current employment projections for Prince William.

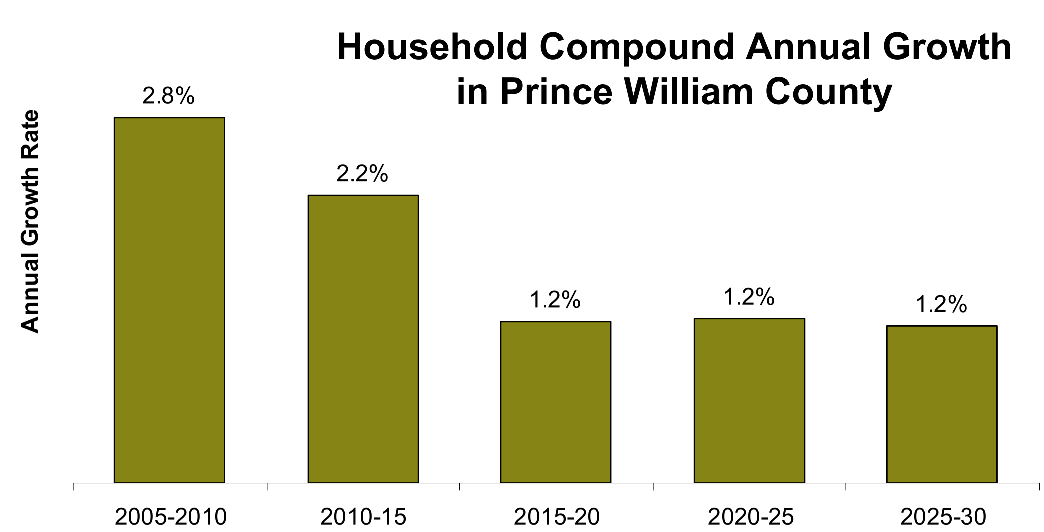
- Residential permitting activity has been on the decline since a peak of 6,572 in 2003, but is expected to rebound as the housing market and economy strengthen by 2011.

- Prince William County has steadily increased its share of total permits in the Washington, DC MSA since 1998, which is indicative of growth moving towards the Campus.

- The near-term residential outlook in Prince William is challenged, with the highest rate of foreclosures in the DC MSA, which has increased the number of homes on the market and further depressed home price appreciation.
  - When the economy and housing markets begin to recover, Prince William could be positioned well as a compelling residential price alternative to more expensive areas.

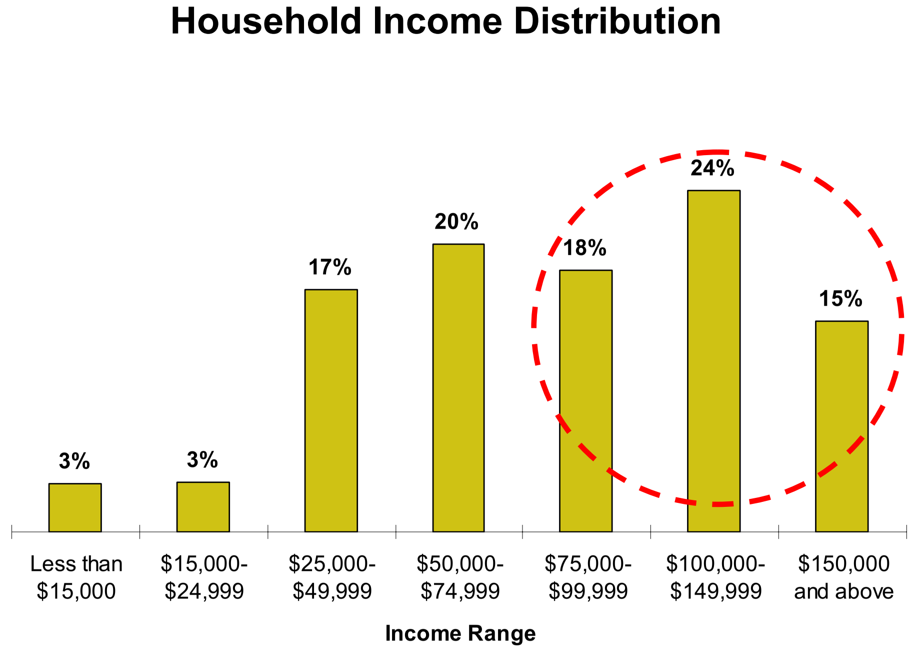
PRINCE WILLIAM COUNTY DEMOGRAPHICS
HEALTHY HOUSEHOLD GROWTH PROJECTED THRU 2030

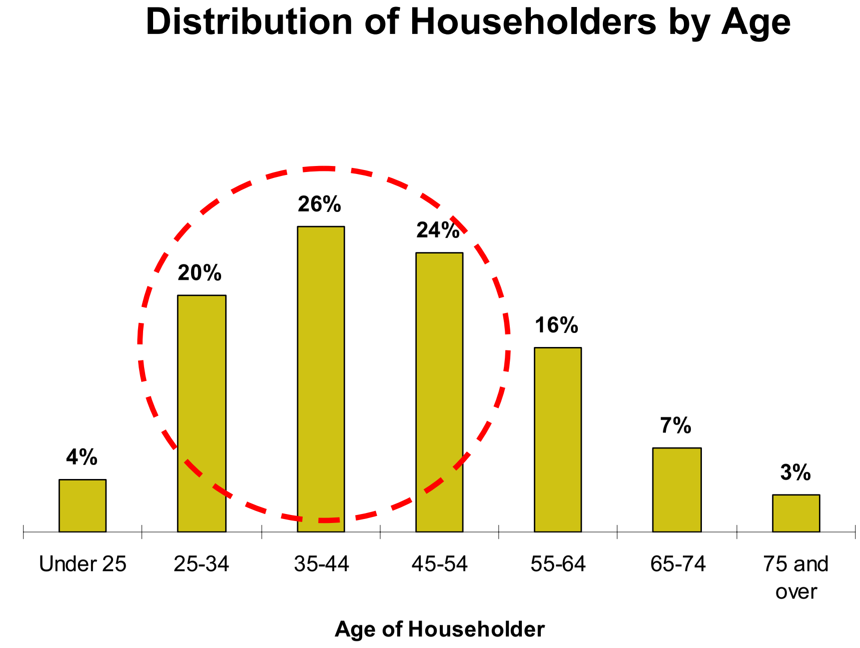
	2005	2010	2015	2020	2025	2030
Population	395,400	464,900	514,900	544,300	577,100	609,200
Households	139,000	159,300	177,500	188,600	200,700	212,900
Average Annual Household Growth	-	4,100	3,600	2,200	2,400	2,400
Annual Household Growth Rate	-	2.8%	2.2%	1.2%	1.2%	1.2%
Household Size	2.85	2.92	2.90	2.88	2.88	2.86



SOURCE: DC Metropolitan Council of Governments

PRINCE WILLIAM COUNTY DEMOGRAPHICS
HOUSEHOLDS ARE RELATIVELY YOUNG AND WEALTHY

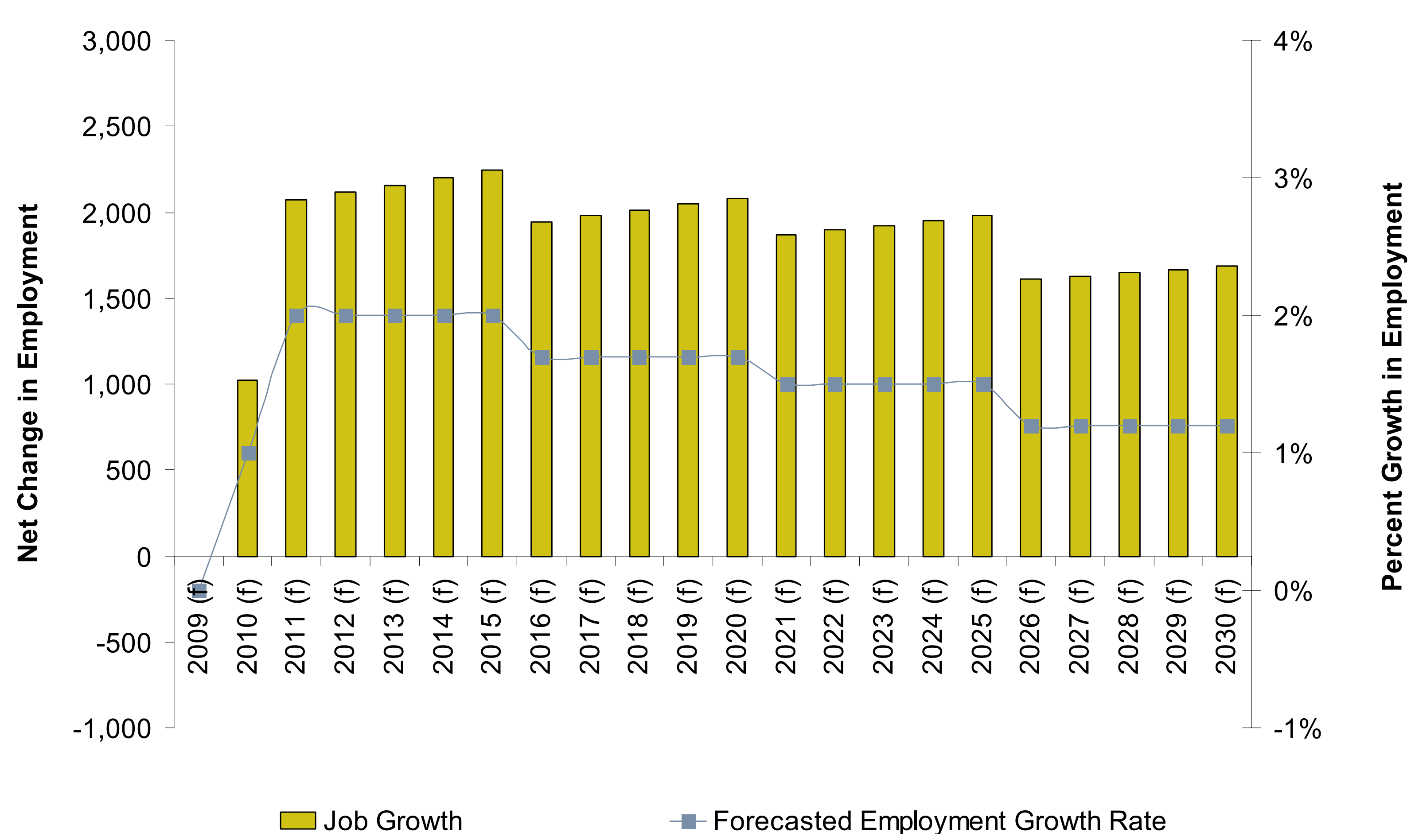




- Nearly 60% of PW County Households earn over $75,000 per year
- 70% of PW County Householders are between 25 and 55

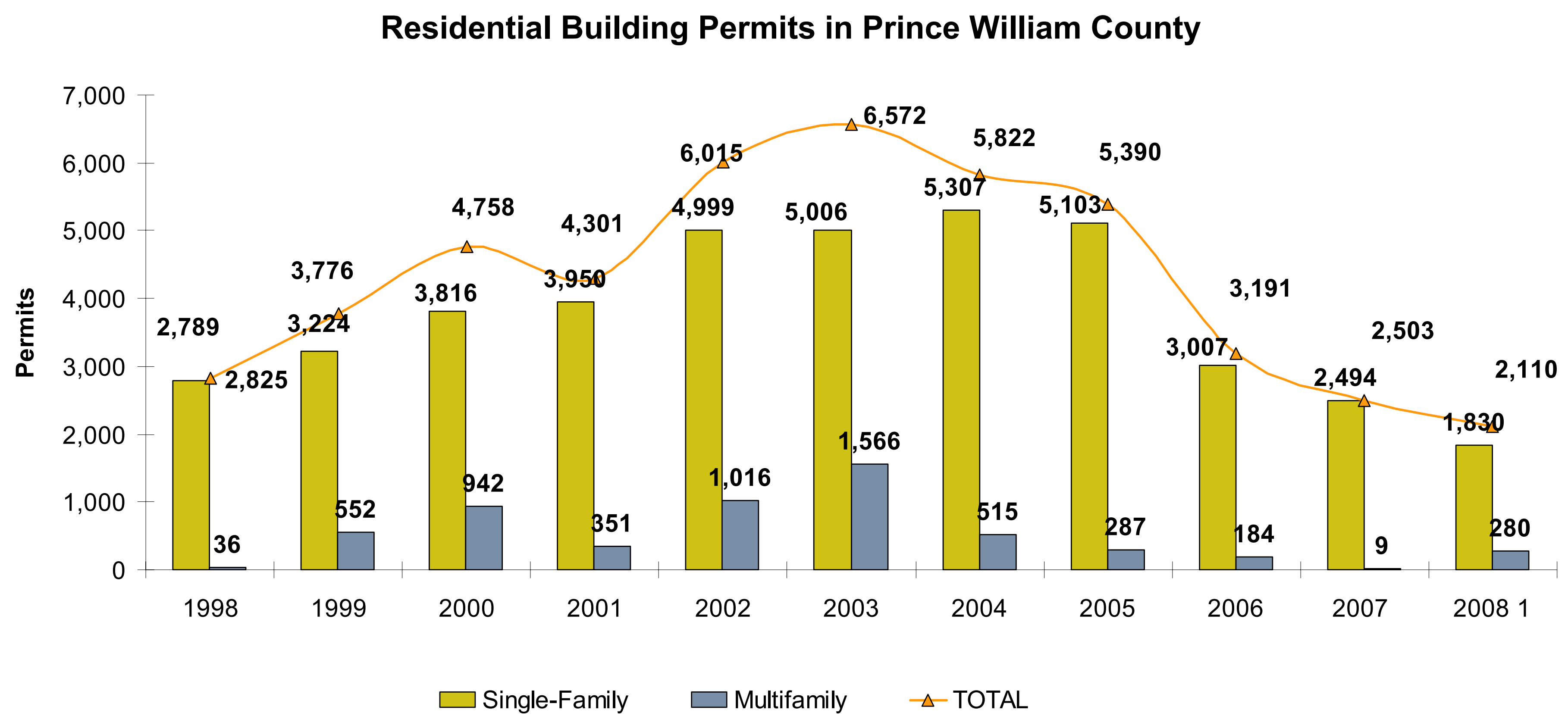
SOURCE: US Census; Claritas

ANNUAL EMPLOYMENT GROWTH – PW COUNTY
POSITIVE GROWTH IN 2010, FULL RECOVERY BY 2011



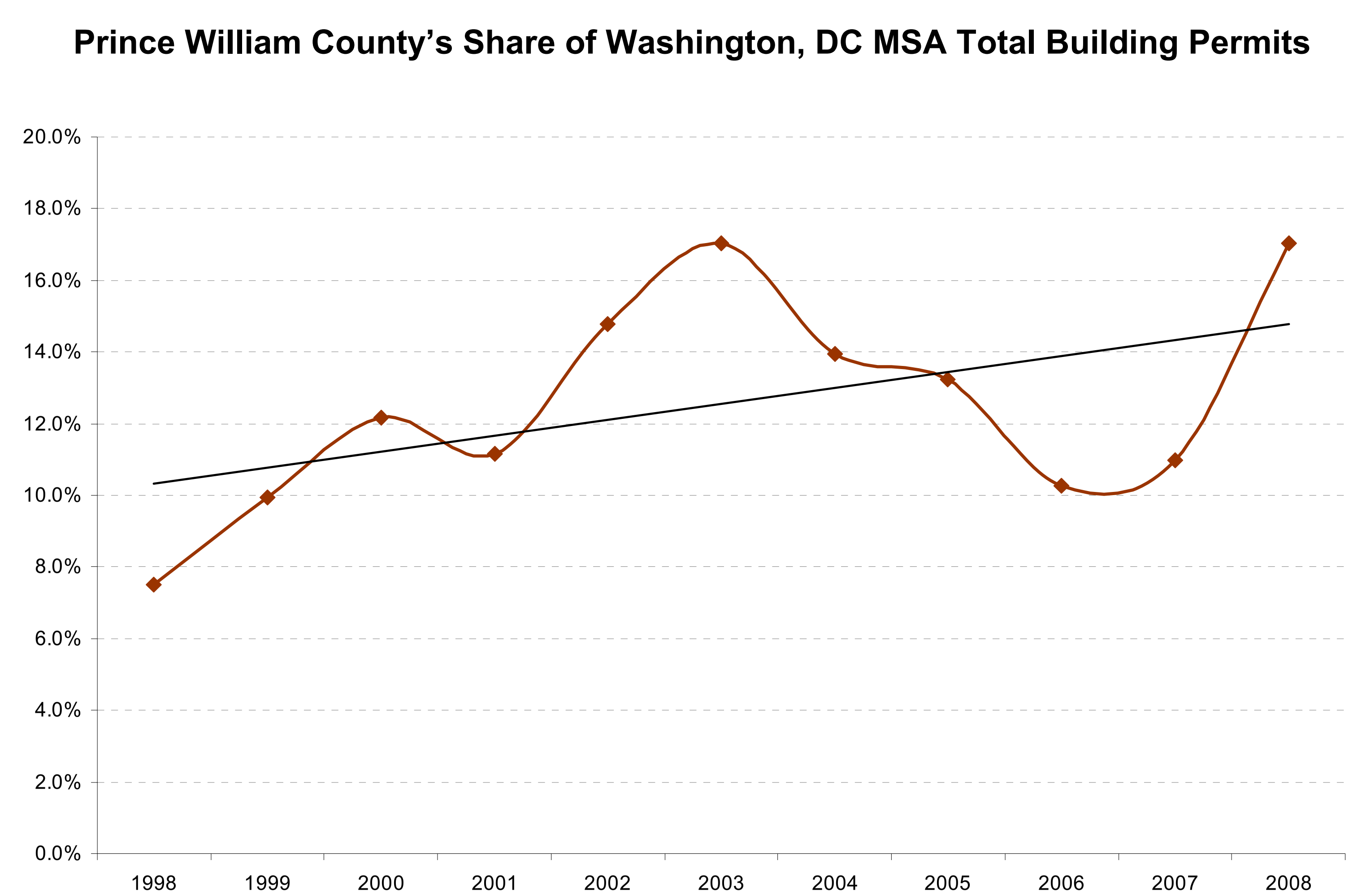
SOURCE: RCLCO; DC Metropolitan Council of Governments (forecasted growth)

PW COUNTY RESIDENTIAL BUILDING PERMITS
RATIONAL/HEALTHY RESPONSE TO OVERHEATED MARKET



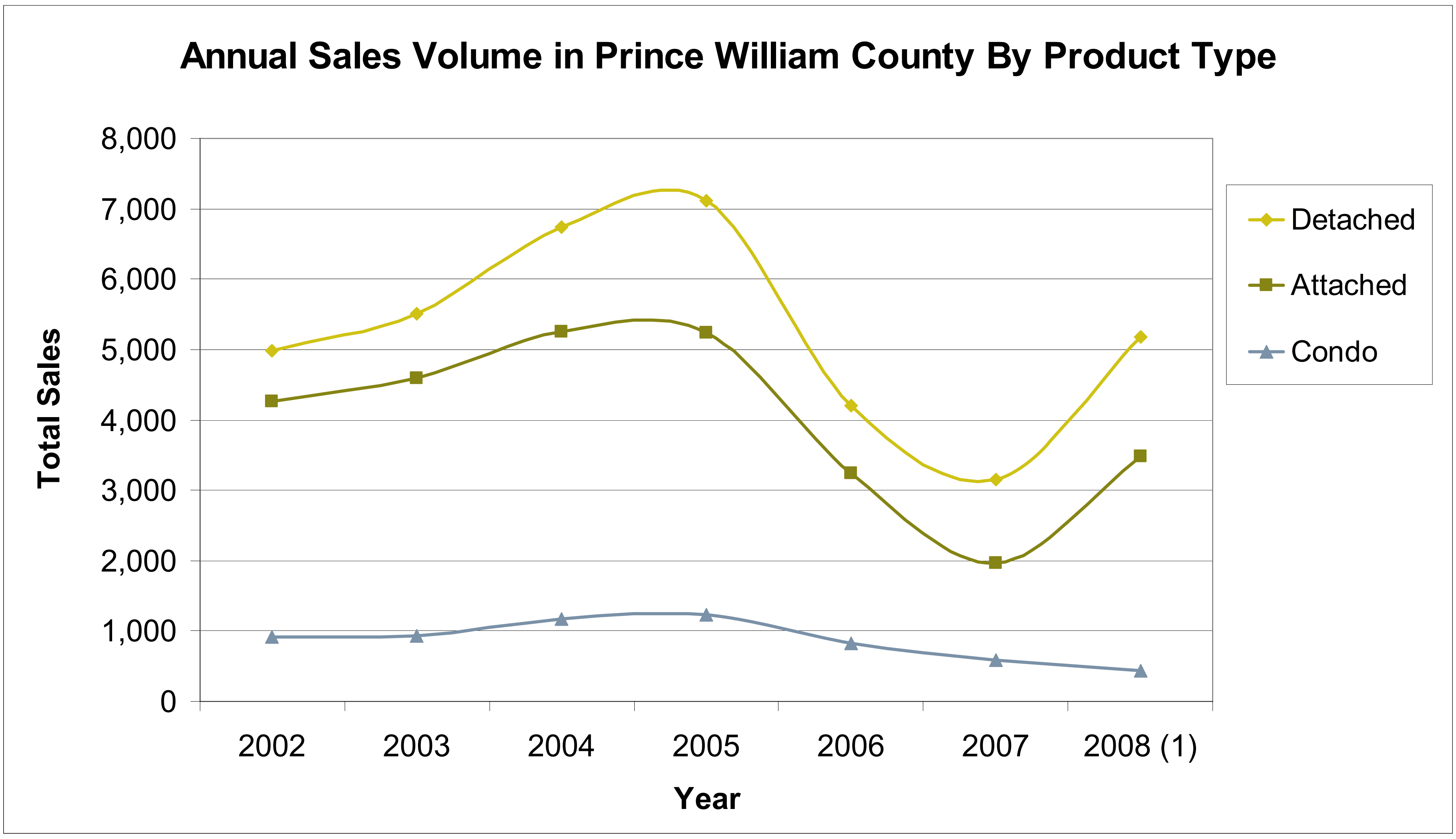
SOURCE: HUD State of the Cities Database System

PW COUNTY SHARE OF PERMITS
UPWARD TRENDING SHARE OF DC MSA TOTAL PERMITS



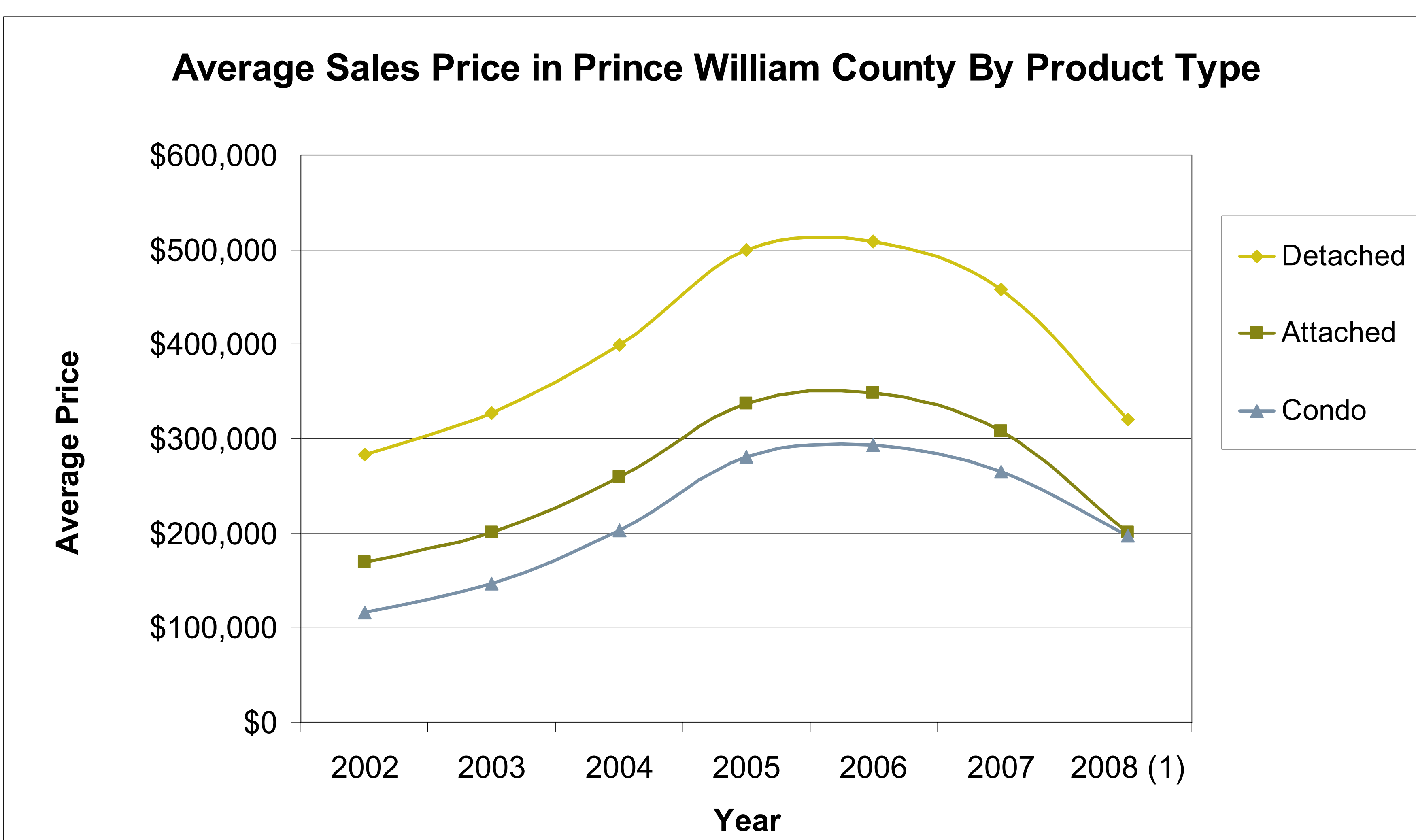
SOURCE: HUD State of the Cities Database System

HOME SALES VOLUME IN PW COUNTY
RECENT SPIKE IN SALES ACTIVITY



SOURCE: MRIS

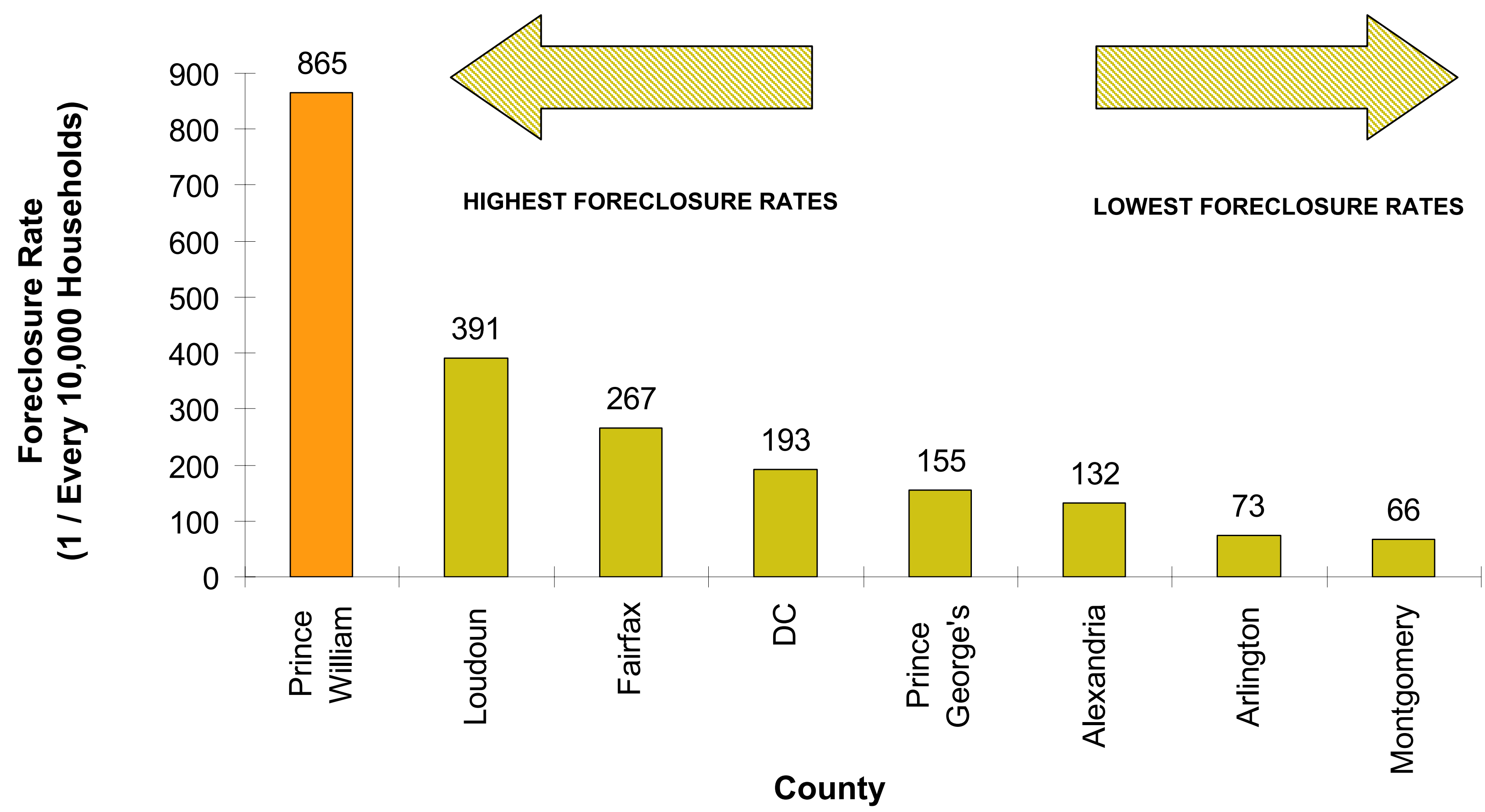
HOME SALES PRICES IN PW COUNTY
INCREASE IN SALES LIKELY DRIVEN BY PRICE DROPS



SOURCE: MRIS

FORECLOSURES

OUTER RING SUBURBAN MARKETS SUFFERING DISPROPORTIONATELY



SOURCE: RealtyTrac

RETAIL MARKET OVERVIEW

RETAIL OUTLOOK
STRONG DEMAND, BUT MAJOR COMPETITION

- Retail is critical to the success of creating a vibrant mixed-use town center development, and drives the demand for higher-density residential and other commercial uses (e.g., office and hotel).

- There are few, if any, well-executed pedestrian-oriented retail destinations in western Prince William County and significant pent-up demand for restaurant and entertainment venues.

- There are two significant concentrations of retail in the trade area of Innovation: Rt. 234 and Rt. 29/Virginia Gateway. Retail along Rt. 234 is predominantly automobile-oriented strip centers in character. The Rt. 29 corridor has a similar orientation, although Virginia Gateway has attempted to raise the bar with Atlas Walk, which is marketed as a pedestrian retail village - it is, however, in essence a glorified strip center. There is also a concentration of retail and restaurants in downtown Manassas, but this is fairly limited in scale and quality.

- Perhaps the most relevant development in the trade area of the subject property is Market Square at Virginia Gateway. This is a 864,000 square foot Lifestyle Center planned with upscale retail, dining, and entertainment in a mixed-use Main Street/Town Center configuration.

- The Market Square site has a number of competitive locational advantages over Innovation and, as a result, will likely be able to secure a number of the key anchor tenants necessary to make a large-scale retail town center viable.

- It is unlikely that there will be market support for more than one significant Lifestyle retail center in western Prince William County in the mid-term.

RETAIL OUTLOOK
INNOVATION AS A DESTINATION

- Innovation must establish itself as a destination to draw traffic into the Town Center – the site is not in the natural path of retail growth in the trade area.

- Traditional “anchor” tenants that drive demand for in-line and support retail tenants (e.g., multiplex theater, grocery store, bookseller superstore, etc.), are largely spoken for in the trade area of Innovation, and Market Square will likely siphon off many other potential junior anchors.

- Leveraging the regional appeal/draw of the Freedom and Hylton Centers and securing a nucleus of restaurant and entertainment uses to anchor the development at the subject property is critical to establishing the Town Center as a retail/entertainment destination.

- While there does not appear to be support for an additional bookseller superstore in the trade area, it would be advisable to explore the possibility of a GMU-sponsored/JV bookstore as an alternative.

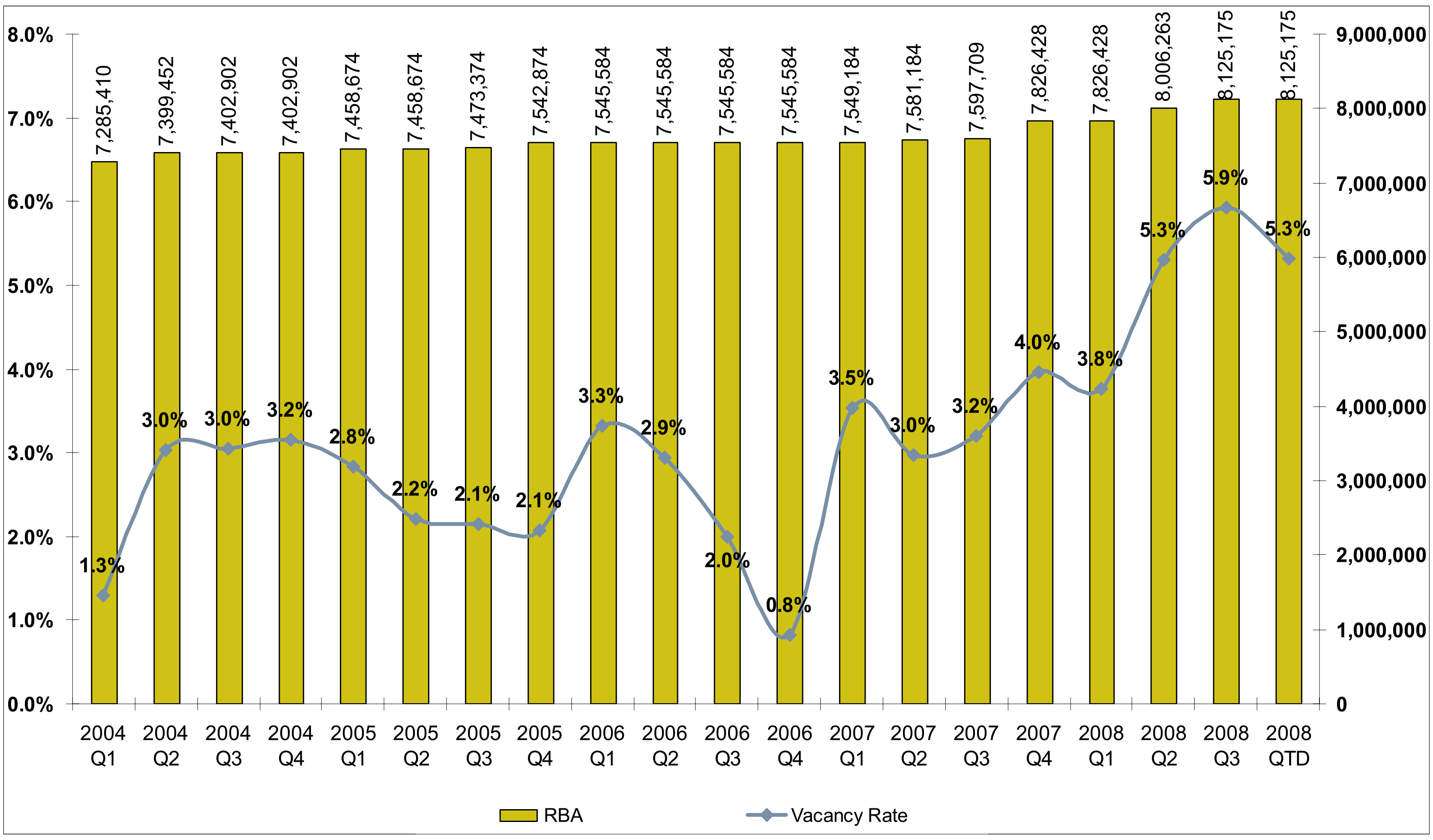
- Similarly, while there does not appear to be support for an additional conventional grocery store anchor, it may be possible to attract a small format and/or “healthy” grocer concept to the site.

- Integration of civic/community uses (e.g., library) and possible academic uses can add scale and drive additional traffic to the site.

- The ability/willingness of the market to support structured parking is questionable even in the mid-term view.

RETAIL INVENTORY AND VACANCY
STRONG DEMAND HAS KEPT VACANCIES LOW

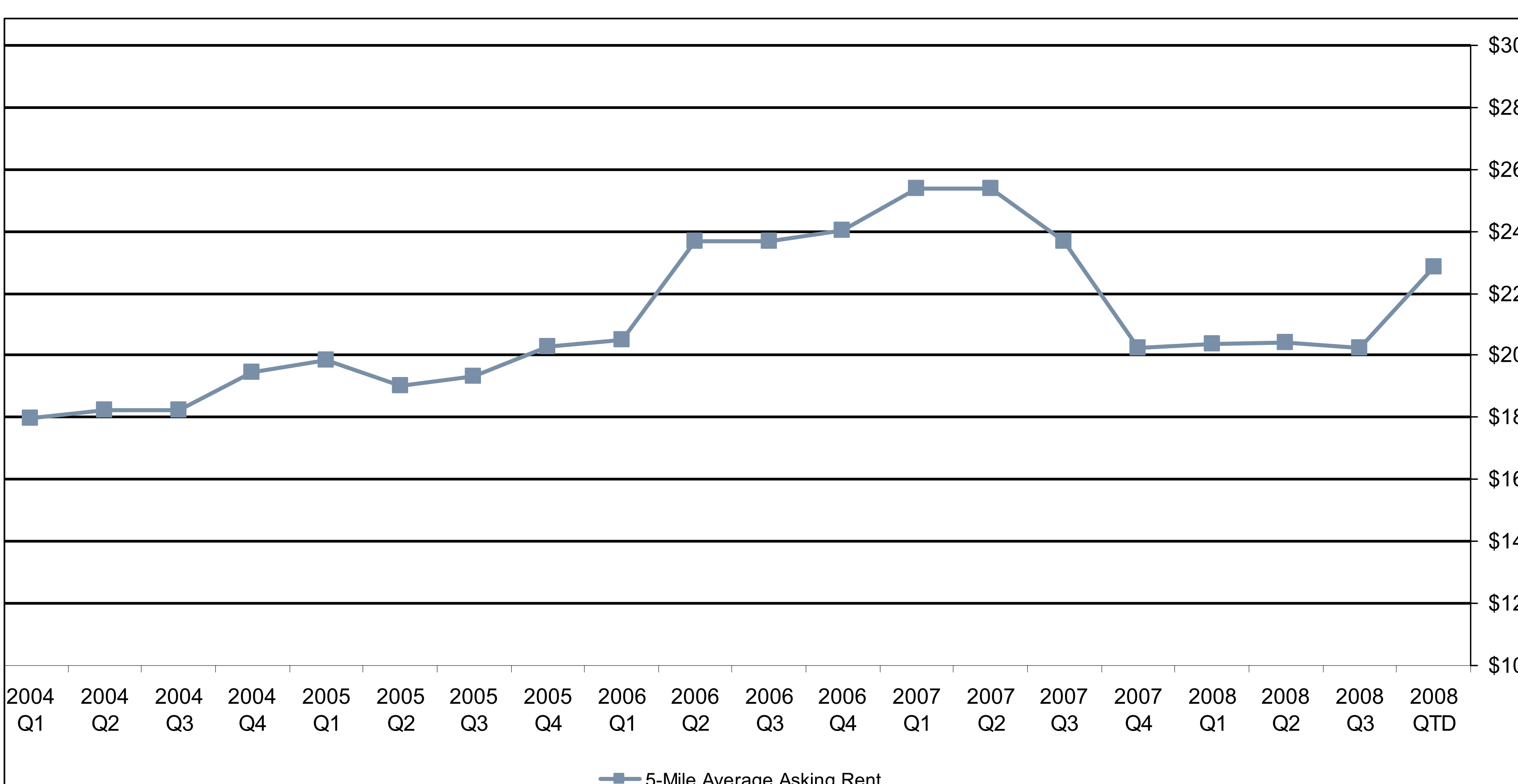
Innovation Town Center PMA: 5-Mile Radius



SOURCE: CoStar; RCLCO

TRIPLE NET LEASE RATE
EXPECT SOFTNESS IN SHORT-TERM, GROWTH IN FUTURE

Innovation Town Center PMA: 5-Mile Radius



SOURCE: CoStar; RCLCO

COMPETITIVE RETAIL CENTERS
RETAIL CLUSTERED ALONG I-66 AND RT. 234

MAP KEY	PROXIMATE SHOPPING CENTERS	GLA
1	Braemar Village Center	111,535
2	Bull Run Plaza	417,000
3	Canterbury Village Shopping Center	62,875
4	Davis Ford Crossing	153,190
5	Festival at Manassas	148,000
6	Manaport Plaza	250,000
7	Manassas Junction	79,417
8	Manassas Mall	824,893
9	Manassas Park Shopping Center	77,000
10	Manassas Shopping Center	231,662
11	Maplewood Center	150,000
12	Parkridge Center	312,277
13	Portsmith Station	147,113
14	Promenade at Manassas	147,113
15	Signal Hill Shopping Center	108,731
16	Sudley Manor Square	170,000
17	Sudley Towne Plaza	207,761
18	Wellington Station	96,000
19	Westgate Plaza	163,000
20	Virginia Gateway	946,000
21	Bristow Shopping Center	196,400
22	Center at Innovation	277,450
23	Bloom Plaza	53,775
24	LOWEs	108,219
25	Wal-Mart	145,216
★	**Subject Site**	

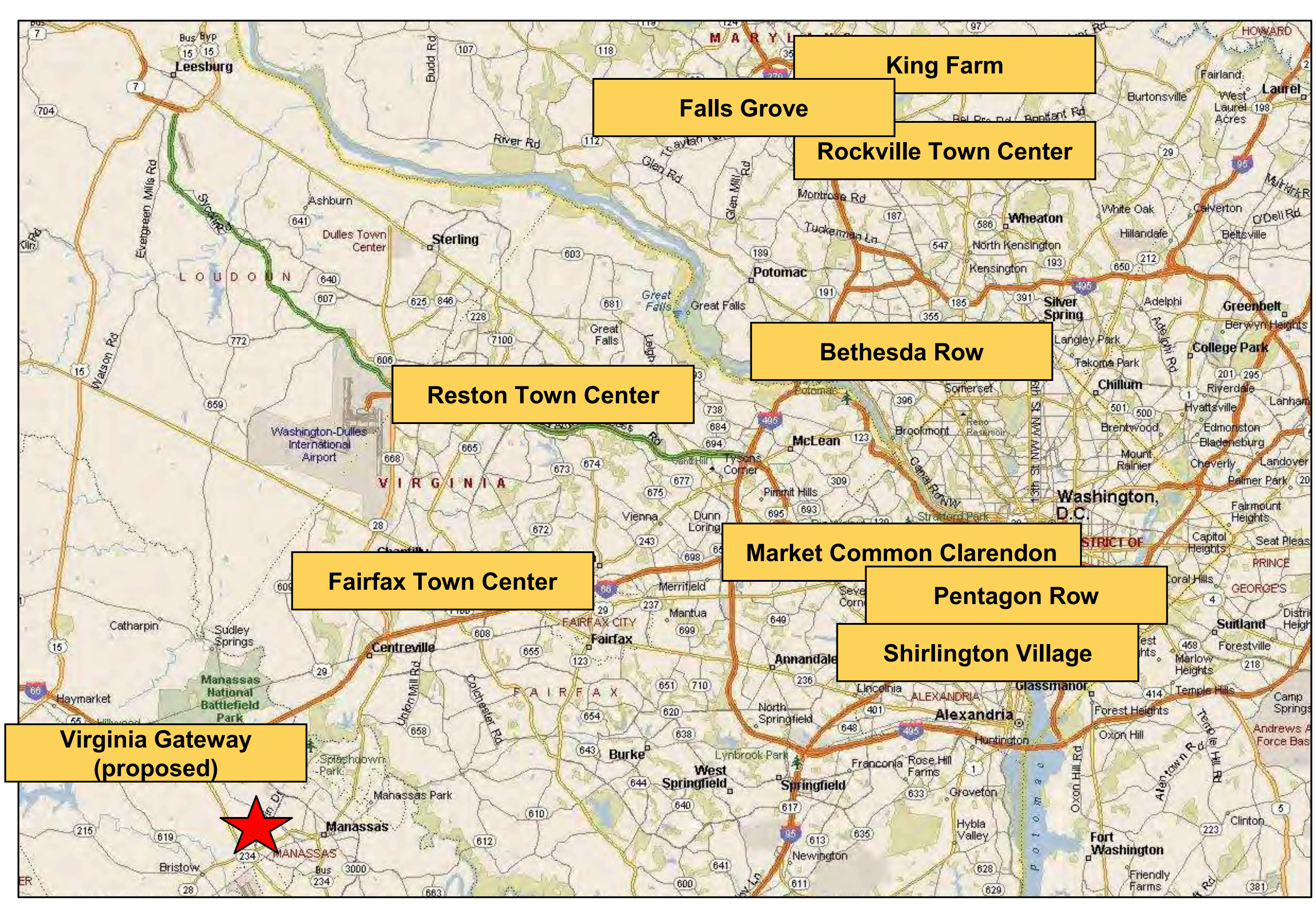
COMPETITIVE RETAIL CENTERS
MIX OF CENTERS AND TENANTS

Center	Type	Year Opened	GLA	% Occ.	Avg. Lease Rate	Sample Tenants
Braemar Village Center	Community	2003	111,535	98%	$28	Safeway, Chevy Chase Bank, Curves
Bull Run Plaza	Power	1987	417,000	91%	$27 NNN	Dicks, Michaels, Office Depot, PetSmart
Canterbury Village Center	Neighborhood	1986	62,875	94%	$27 NNN	UPS, Weight Watchers, 7-Eleven
Davis Ford Crossing	Community	1988	153,190	55%	$10-$14	Weis Markets, CVS, GNC
Festival at Manassas	Community	1986	148,000	97%	$14 NNN	Blockbuster, Global Supermarket
Manaport Plaza	Community	1970	250,000	89%	$17 NNN	Food Lion, Marshalls
Manassas Junction	Neighborhood	1981	79,417	92%		Giant, Blockbuster, SunTrust
Manassas Mall	Super Regional	1972	824,893	100%	$25-$50	Target, Sears, JC Penny, Express, Foot Locker
Manassas Park Center	Neighborhood	1962	77,000	100%		Radio Shack, A-Z Pawn
Manassas Shopping Center	Community	1955	231,662	93%		Advance Auto Parts, J&K Grocery, Peebles
Maplewood Center	Community	1990	150,000	100%	$16-$18	Dollar Store, Shoppers Food Warehouse
Parkridge Center	Regional	1999	312,277	97%	$30NNN	Bed Bath & Beyond, Borders, Kohl's, Modell's
Portsmouth Station	Community	1990	147,113	85%		Toys 'R' Us, YMCA

COMPETITIVE RETAIL CENTERS
MIX OF CENTERS AND TENANTS

Center	Type	Year Opened	GLA	% Occ.	Avg. Lease Rate	Sample Tenants
Promenade at Manassas	Regional	1992	303,893	92%		Home Depot, Wal-Mart
Signal Hill	Community	2004	108,731	93%		Shopper's Food Warehouse, Chevy Chase Bank, Panera
Sudley Manor Square	Community	1971	170,000	90%	$25 NNN	Big Kmart, BB&T Bank
Sudley Towne Plaza	Community	1984	207,761	100%	$12	Burlington Coat Factory, Best Buy, Staples, H&R Block
Wellington Station	Neighborhood	1995	96,000	96%		Giant Food, Blockbuster, B&T Bank
Westgate	Community	1964	163,000	98%		Barnes & Noble, Giant Food, Pier 1 Imports, CVS
Virginia Gateway		1999	946,000	98%		Target Superstore, Lowes, Best Buy, PetSmart, Giant, BB&T, Blockbuster, DSW Shoes, Sport Authority, Pei Wei
Bristow Shopping Center	Community	2007	196,400	94%		Harris Teeter, BB&T Bank, Mattress Discounters
Center at Innovation	Power	2008	277,450	80%		Super Target, TJ Maxx, PetSmart
Bloom Plaza	Neighborhood	1997	53,775	100%		Bloom Grocery
Lowes		1993	108,219	100%		Lowes
Wal-Mart		2003	145,216	100%		Wal-Mart

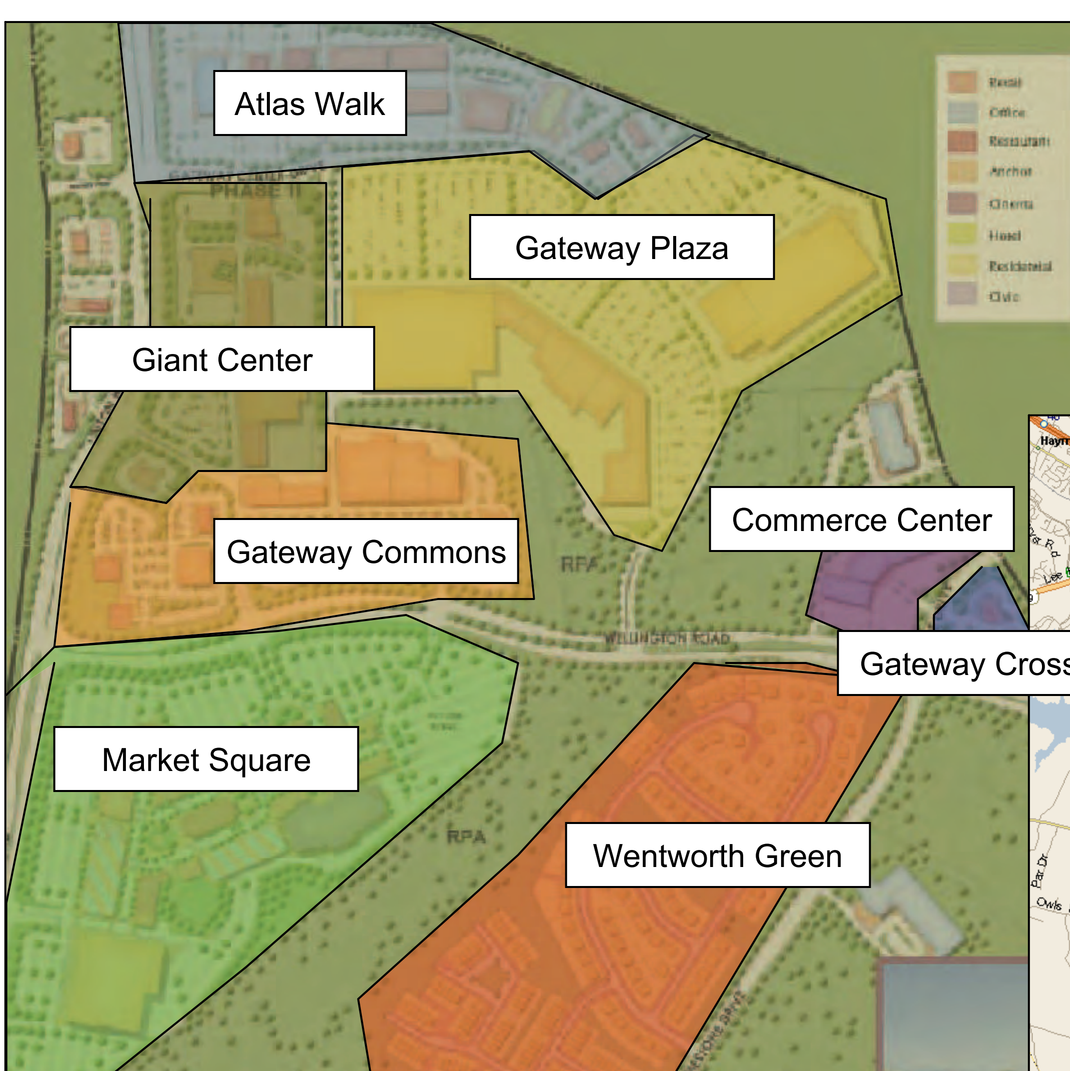
EXISTING MIXED-/MULTIUSE TOWN CENTERS
THE TOWN CENTER CONCEPT IS NOT NEW TO THE REGION

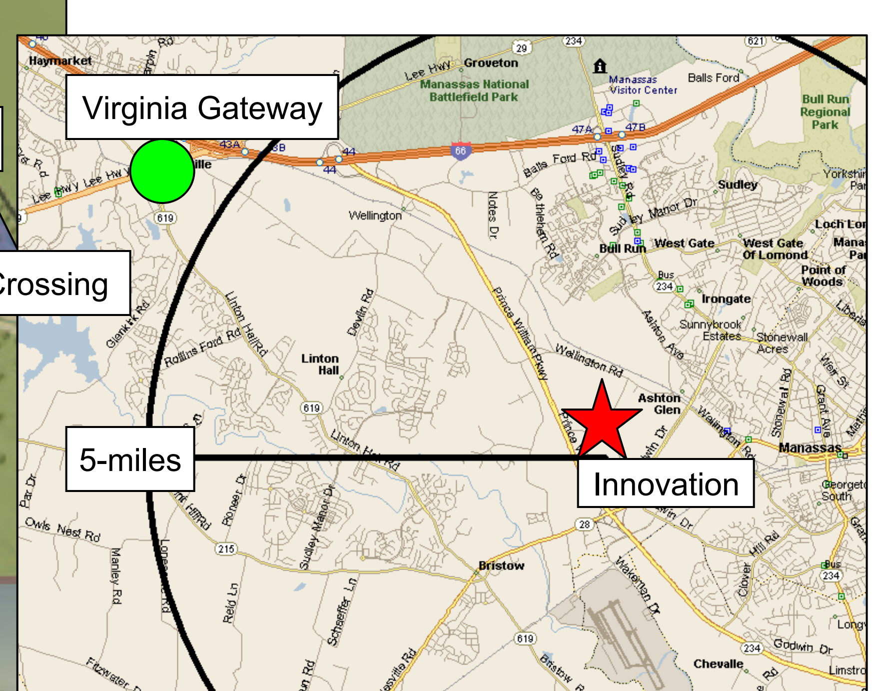


VIRGINIA GATEWAY
MARKET SQUARE COULD SHAPE INNOVATION'S FUTURE

Center Name	Status	Year Built	Total SF	% Leased	Land Uses	Sample Tenants
Atlas Walk	Existing	2005	106,199	100%	Office, Retail, Bank, Restaurants, Hotel	Chevy Chase Bank, Balla Diamonds, Town & Country Shoes, Bubbles Salon, La-Z-Boy Furniture
Giant Center	Existing	1999	104,077	100%	Medical offices, Retail, Bank, Restaurants	Giant, BB&T, Blockbuster, Goodyear, Gateway Chiropractic, Inv., Osaka Japanese Steakhouse
Gateway Plaza	Existing	2006	480,000	100%	Retail, Restaurants	Super Target, PetSmart, Lowe's, Best Buy, DSW Shoes, Pier 1 Imports, Honey Baked Ham
Gateway Crossing	Under Dev.	2009	8,000-10,000	33%	Retail, Restaurants, Bank	7-11 Gas Station
Commerce Center	Existing	2005	55,772	91%	Office, Retail	Tiger Martial Arts, World Gym, State Farm Insurance, Enterprise Rent-A-Car, Long& Foster Real Estate, Gainesville Pediatric Dentistry, NVR Mortgage
Gateway Commons	Existing	2008	200,000	99%	Retail, Restaurants	Chili's, Chipotle, Pei Wei, Hallmark, Walgreens, World Market, Sports Authroity, Mattress Warehouse
Market Square	Planned	2010	864,000	0%	Cinema, Retail, Restaurants, Office, Civic	
Wentworth Green	Planned				Residential	

VIRGINIA GATEWAY – SITE PLAN
DIVERSE MIX OF USES ONLY 5-MILES FROM INNOVATION





PLANNED AND PROPOSED RETAIL CENTERS

PLANNED SUPPLY NEAR I-66 MAY CAPTURE MOST DEMAND

MAP KEY	PLANNED SHOPPING CENTERS	GLA
★	**Subject Site**	
1	Hastings Marketplace	184,519
2	Commercer Center	275,000
3	Gainesville Commerce Center	37,496
4	City Center at Manassas Park	100,000
5	Manassas Park Commons	70,000
6	Evergreen Terrace	85,000
7	Gateway Commons (Virginia Gateway)	118,592
8	Market Square	247,000
9	Grove at Gainesville	913,400
10	Shoppes at Lake Manassas	170,800
		2,201,807

PLANNED AND PROPOSED RETAIL CENTERS

Center	Type	Status	Expected Opening	GLA	% Leased	Tenants
Hastings Marketplace	Neighborhood	Under Construction	May '09	184,519	100%	Harris Teeter, restaurant, banks
Gateway Commons	Power	Under Construction	April '10	118,592	99%	Walgreens, World Market, Sports Authority, Chipotle
Market Square	Lifestyle	Under Construction		247,000		Restaurants, movie theater, department store
City Center at Manassas Park	Community	Under Construction		100,000	30%	
Manassas Park Commons	Neighborhood	Proposed		70,000	7%	Grocery anchor, pharmacy, restaurant
Evergreen Terrace	Strip Center	Proposed		85,000		Red Robin, Longhorn, Bank, MyEyeDr.
Shoppes at Lake Manassas	Lifestyle	Proposed	2010	170,800		Jos. A. Bank, J. Jill, The Children's Place, Talbots
Grove at Gainesville	Lifestyle	Proposed	2010	913,400		Department store, sporting goods, cinema, bookstore
Commerce Center	Community	Proposed		275,000	93%	
Gainesville Commerce Center		Proposed	Late '09	37,496	100%	

RETAIL DEMAND METHODOLOGY

PMA (SMA) Households:

- Projected households living within a 10/20-minute drive of subject site 2009 – 2030 (DC Council of Governments)
- Avg. household expenditures in 10/20-minute drive time (Claritas)
- % of expenditures spent at town center environments (RCLCO)
- Avg. sales per square foot- $400 (Claritas, RCLCO)
- Subject Site Capture (RCLCO)

Employees:

- Projected employment within a 5-minute drive of subject site 2009 – 2030 (DC Council of Governments)
- Supportable square feet per employee: 5 (RCLCO)
- % of expenditures spent at town center environments (RCLCO)
- Subject Site Capture (RCLCO)

NOTE: See Appendix for greater detail.

RETAIL DEMAND METHODOLOGY

Students, Faculty, Staff:

- Projected undergraduate and graduate students, faculty, and staff at GMU PW campus 2009 – 2030 (GMU)
- Supportable square feet per student/employee (RCLCO)
- Subject Site Capture (RCLCO)

Visitors:

- Projected number of visitors annually to Freedom Center and Hylton Performing Arts Center 2009 – 2030 (GMU)
- Expenditures per visitor (GMU)
- Subject Site Capture (RCLCO)

Other Outside Capture

- A conservative estimate of 5% additional demand will come from other outside sources that have not been accounted for in the above four categories

NOTE: See Appendix for greater detail.

RETAIL DEMAND
MAJORITY OF DEMAND FROM LOCAL HOUSEHOLDS

Components of Demand	2010	2015	2020	2025	2030
Local Households	34,000 SF	45,000 SF	69,000 SF	88,000 SF	131,000 SF
Area Employees	9,100 SF	10,300 SF	11,300 SF	12,100 SF	12,700 SF
GMU Undergraduates	600 SF	800 SF	800 SF	800 SF	800 SF
GMU Graduates Students	1,800 SF	2,300 SF	2,300 SF	2,300 SF	2,300 SF
GMU Faculty/Staff	200 SF	200 SF	200 SF	200 SF	200 SF
GMU Visitors	3,600 SF	7,900 SF	7,900 SF	7,900 SF	7,900 SF
Total	52,000 SF	70,000 SF	96,000 SF	117,000 SF	163,000 SF

NOTE: See Appendix for greater detail.

NATIONAL RETAIL TENANTS
NOT AN IDEAL LOCATION FOR NATIONAL TENANTS

Retailer	Type	Trade Area Size	Target Populaion	Target Median Income	Store Size Range Min	Max	Average	Subject Site Opportunity	Potential Issues
Sunglass Hut	Accessories	5-Miles	50,000	N/A	600	1,500	800	**	
Barnes & Noble	Bookstore	50-Miles	500,000	N/A	10,000	60,000	25,000	*	Size
Bookland/Books-a-Million	Bookstore	5-Miles	125,000	$45,000	15,000	20,000	22,500	*	Size
Borders	Bookstore	5-Miles	105,000	N/A	3,000	4,500	3,500	**	
The Children's Place	Children's	5-Miles	250,000	$50,000	4,000	6,500	4,000	*	Households
Anne Klein	Clothing	50-Miles	3,000,000	$45,000	2,200	2,700		**	
Banana Republic/GAP	Clothing	5-Miles	100,000	$50,000	6,000	24,000	10,000	**	
Brooks Brothers	Clothing	N/A	N/A	N/A	4,200	9,000	5,500	**	
Chico's	Clothing	5-Miles	100,000	$50,000	1,500	5,500	3,000	**	
Eddie Bauer	Clothing	10-Miles+	250,000	N/A	5,500	7,000	6,500	**	
J.Crew	Clothing	15-Mile	500,000	N/A	4,000	10,000	6,500	**	
J.Jill	Clothing	N/A	N/A	N/A			4,200	**	
Jones New York	Clothing	50-Miles	3,000,000	$45,000	2,500	3,200	3,000	**	
Jos. A. Bank	Clothing	5-Miles	150,000	N/A	4,000	4,500		**	
Polo Ralph Lauren	Clothing	N/A	N/A	N/A			3,000	**	
Talbots	Clothing	N/A	N/A	N/A	3,700	5,000		**	
Tommy Hilfiger	Clothing	N/A	N/A	N/A	3,000	14,000	4,000	**	
Bath & Body Works	Cosmetics	N/A	N/A	N/A	1,700	8,000	3,000	**	
Mrs. Fields Cookies	Dessert	5-Miles	150,000	$50,000	500	1,200	800	**	
Bang & Olufsen	Electronics	10-Miles+	800,000	N/A			1,500	*	Luxury
Best Buy	Electronics	5-Miles	250,000	$40,000	28,000	58,000	45,000	*	Size
Bose	Electronics	10-Miles+	1,000,000	$50,000	1,800	3,000	2,800	**	
The Sharper Image	Electronics	10-Miles+	500,000	N/A	4,000	6,000	5,000	*	Center Type
Apple	Electronics	N/A	N/A	N/A	750	6,000		**	
Bed Bath & Beyond	Furnishings	5-Miles	100,000	$45,000	18,000	85,000	30,000	*	Size
Crate & Barrel	Furnishings	N/A	N/A	N/A	6,000	40,000	15,000	*	Size
Restoration Hardware	Furnishings	10-Miles	300,000	N/A	9,000	15,000	12,000	*	Size
Williams-Sonoma	Furnishings	10-Miles+	700,000	N/A	1,500	20,000	6,000	*	Location
Home Depot	Home Improvement	5-Miles	225,000	N/A	70,000	115,000		*	Size
Office Depot	Office Supplies	3-Miles	40,000	N/A			25,000	*	Size
Staples	Office Supplies	5-Miles	50,000	N/A	10,000	20,000		*	Size
REI	Outdoor Apparel	10-Miles+	250,000	N/A	2,500	30,000		**	Size
Kenneth Cole	Shoes/Clothing	N/A	N/A	N/A	2,500	5,000	4,000	**	
Nine West	Shoes/Clothing	50-Miles	3,000,000	$45,000	1,800	2,800	2,500	**	

SOURCE: 2007 Value Retail Directory; 2008 Retail Tenant Directory; RCLCO.

REGIONAL/LOCAL RETAIL TENANTS
SITE MORE LIKELY TO APPEAL TO SMALLER RETAILERS

Company	Type	Typical SF Usage	Store Names (if different)	Subject Site Opportunity	Potential Issues
Bread & Chocolate	Bakery	3,000		***	
The Great Cookie, Ltd.	Bakery	700		***	
Vie de France	Bakery	2,500		***	
HMS Host	Books, stationery, etc.	1,000		*	Center Type
The Banner Companies	Cards/stationery, etc.	4,000		***	
Celebree Learning Centers	Child care/education	8,500		***	
Burton's Menswear Inc.	Clothing	4,000	The Scotsman	***	
Changes	Clothing	3,500		**	
Dr. Denim	Clothing	2,500		***	
Long Rap, Inc.	Clothing	2,500	Commander Salamander, Up Against The Wall	***	
S&K Famous Brands	Clothing	3,200	S&K Menswear	**	
South Moon Under	Clothing	5,000		***	
Donna's Coffee Bars	Coffee/Juice bars	2,000		***	
Big Screen Store	Electronics	5,000		***	
Myer-Emco Inc.	Electronics	10,000		*	Luxury
Meadow's Farms Inc.	Florist	5,000		***	
Advanced Comfort	Furniture	2,500	Dormia	***	
Mill End Shops	Home Décor	2,000		***	
Calvert Retail, LP	Houseware	12,000	Kitchen & Company	*	Size
Music & Arts Center	Music, learning	3,000		***	
Healthway Natural Foods	Nutrition	2,500		***	
Armand Chicago Pizza	Restaurant	2,500		***	
Bedrock Mgmt Co.	Restaurant	10,000	Buffalo Billiards	*	Size
Burrito Brothers, Inc.	Restaurant	2,000		*	Quality
Capital Restaurant Concepts, Ltd.	Restaurant	3,000	Georgia Browns, Paolo's, Old Glory, J.Paul's	*	Center Type
Dogfish Head Brewery	Restaurant	5,000		*	Center Type
Five Guys	Restaurant	1,400		***	
Great American Restaurants, Inc.	Restaurant	11,000	Sweet Water Tavern	*	Size
Lebanese Taverna	Restaurant	4,000		**	
Rocklands BBQ	Restaurant	5,000		**	
Shoes by Lara	Shoes	2,000		***	
Van Dyke & Bacon Inc.	Shoes	3,500	SAS Comfort Shoes, Van Dyke & Bacon	***	
Vernon Powell/The Athlete	Shoes	2,500		*	Center Type
The Sports Zone	Sporting Goods	4,000		*	Center Type

SOURCE: 2007 Value Retail Directory; 2008 Retail Tenant Directory; RCLCO.

GROCERY DEMAND
GROCERY MARKET SATURATED WITH SUPPLY

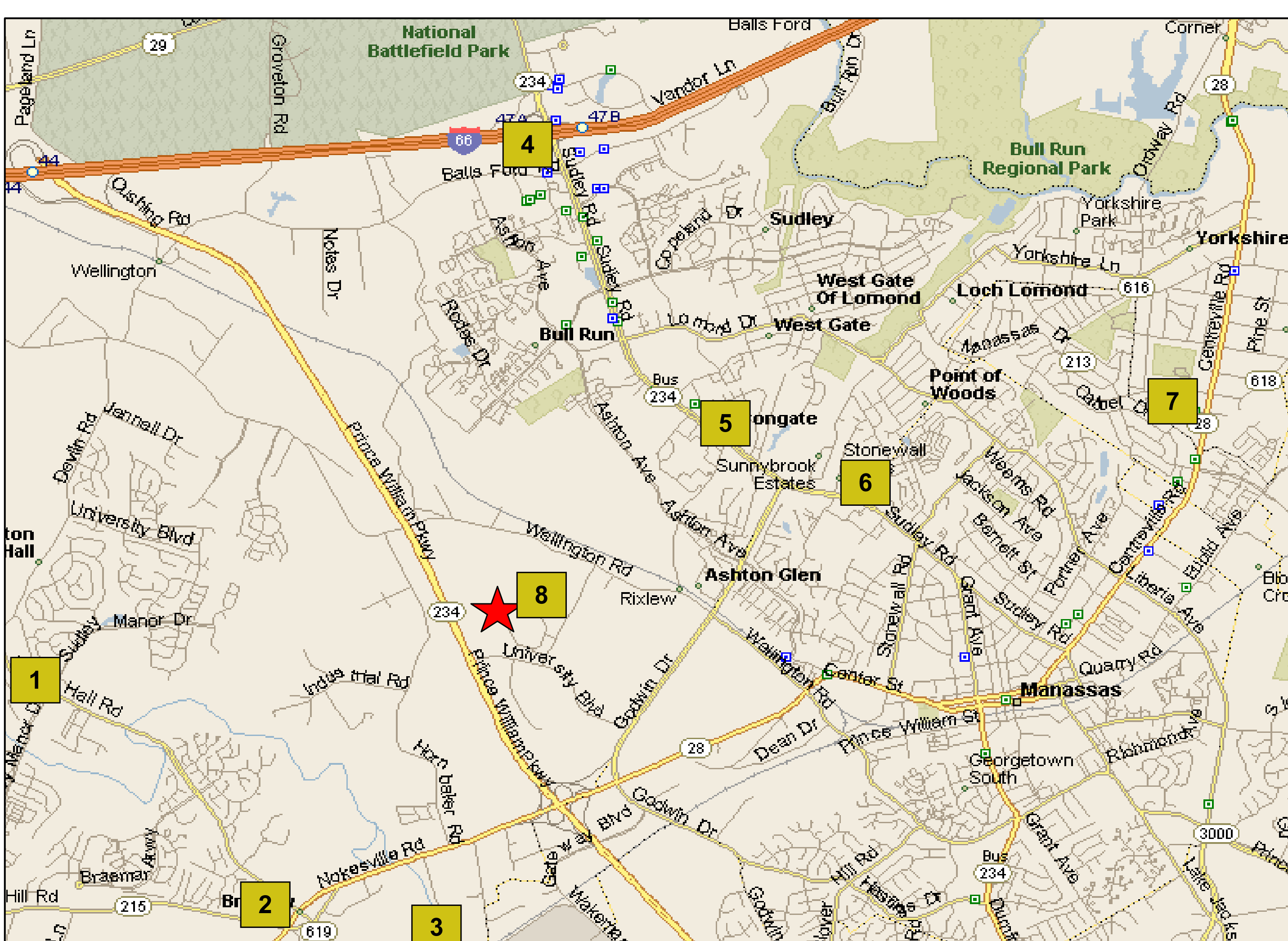
Total Expenditures at Grocery Stores	**$134,000,000**
Necessary Subject Site Capture Rate	**20%**
Subject Site Capture	**$26,800,000**
Sales Threshold per SF	**$550**
Supportable SF	**50,000**

Map Key	Grocery Store
1	Safeway
2	Harris Teeter
3	Shoppers Food and Pharmacy
4	Costco
5	Giant Food
6	Food Lion
7	Target
8	Bloom
9	Giant Food
10	Shoppers Food Warehouse
11	Giant Food
12	Bloom
13	Shoppers Food Warehouse
14	Super Target
★	Subject Site

MULTIPLEX THEATERS
ADDITIONAL MULTIPLEX PLANNED AT VIRGINIA GATEWAY

Map Key	Movie Theater	Screens
1	Regal Manassas Stadium	14
2	Manassas Cinemas	4
3	Centreville Multiplex	12
★	Subject Site	

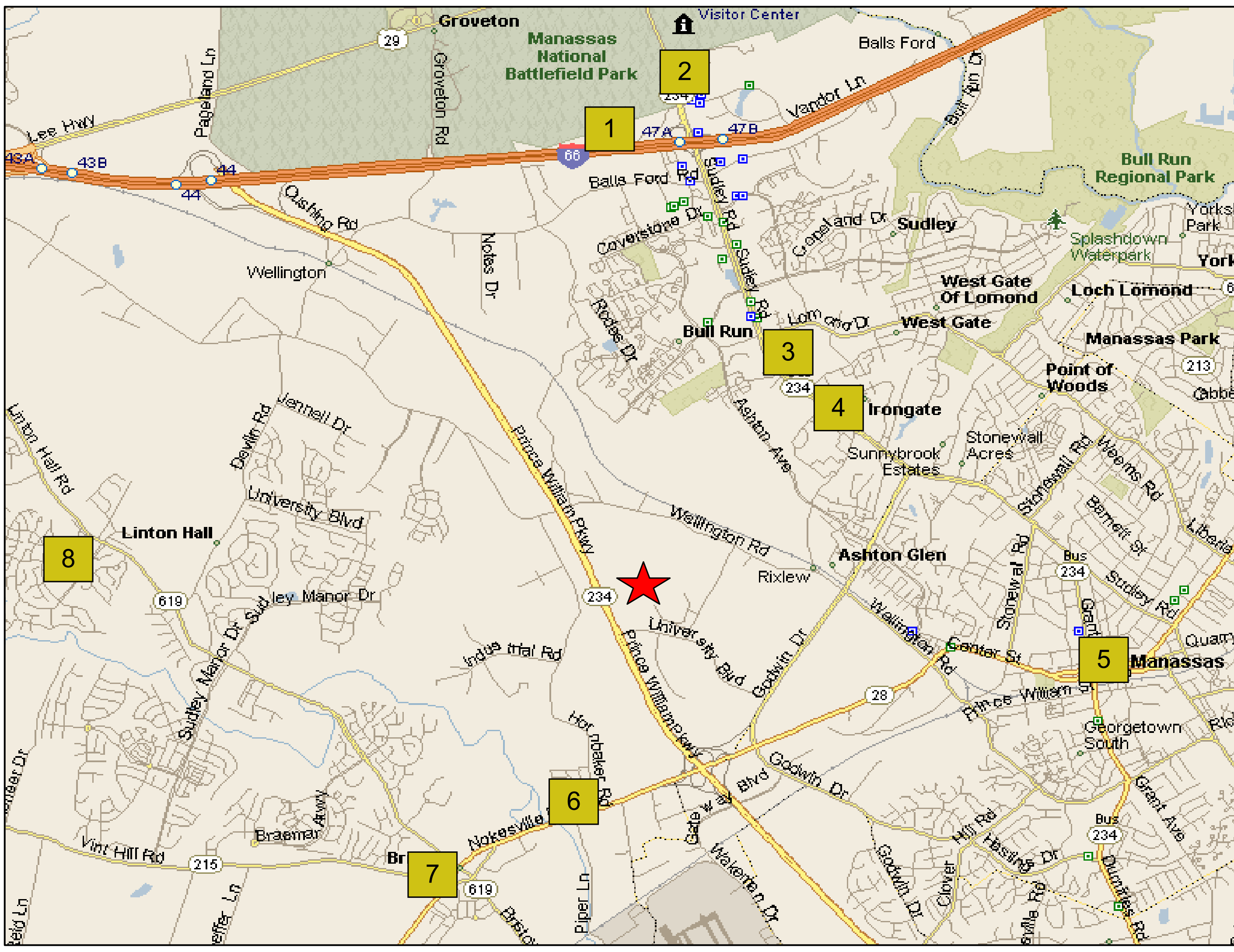
FITNESS CENTERS
NOT MUCH ROOM IN THE MARKET FOR A NEW GYM



Map Key	Gym
1	Curves
2	Anytime Fitness
3	Prestige Training Center
4	Olympus Gym
5	Womanfit Total Fitenss
6	Curves
7	Gold's Gym
8	Freedom Center
★	Subject Site

BOOKSTORES

SIGNIFICANT SUPPLY OF SMALL & LARGE BOOKSTORES



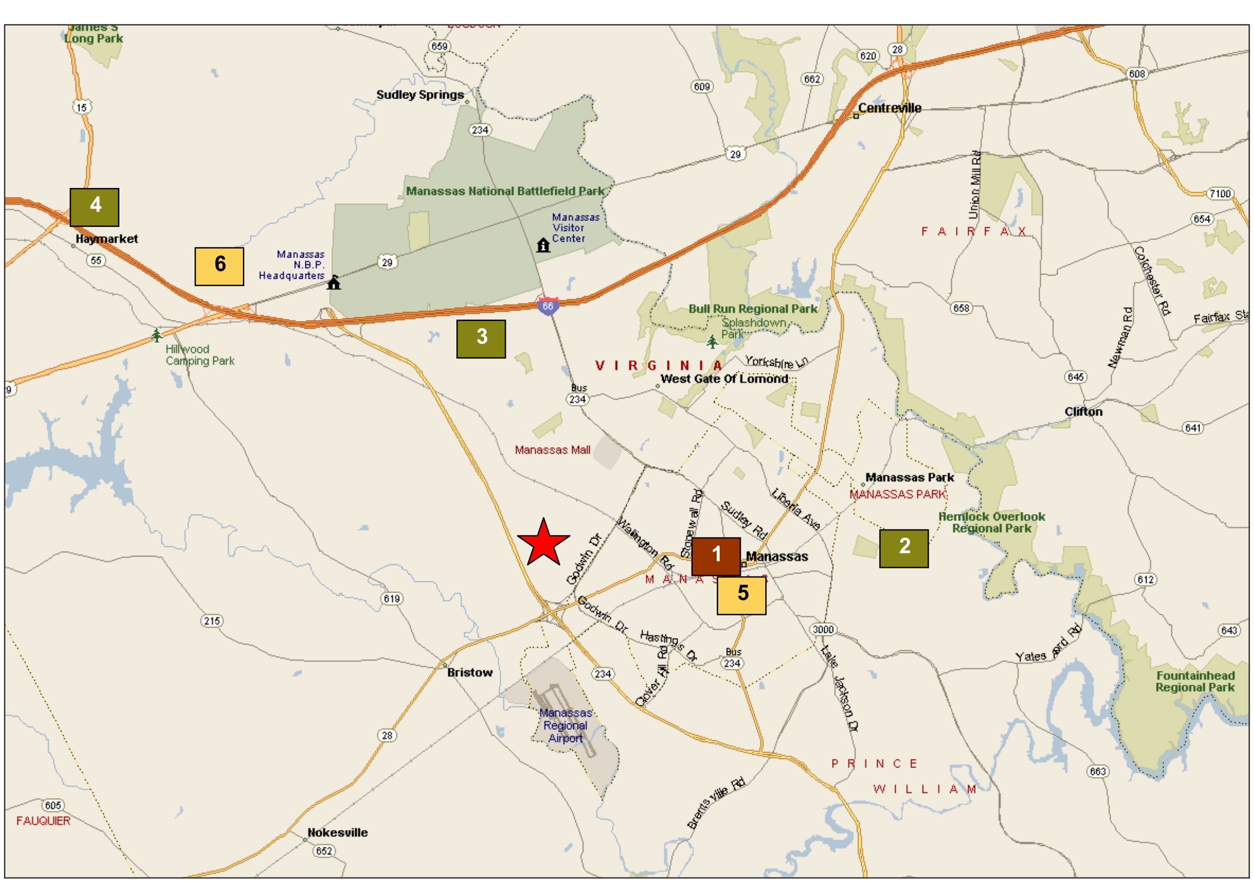
Map Key	Bookstore
1	Borders Bookstore
2	Barnes & Noble
3	Barnes & Noble
4	Waldenbooks
5	Prospero's Books
6	Lighthouse Bookstore
7	Choice Books of Northern VA
8	Beacon Books Music & Gifts
★	Subject Site

RESIDENTIAL MARKET OVERVIEW

RESIDENTIAL OUTLOOK
NEAR-TERM PAIN, MID- & LONG-TERM GAIN

- The housing market, credit crunch, and resulting economic downturn have hit Prince William County hard as evidenced by the high level of foreclosures, price depreciation, and slowing overall activity.
- However, the strategic positioning of the site in the Favored Quarter, unique assets/amenities (e.g., GMU, Freedom, Hylton, etc.) and long-term perspective of the sponsors enables this project to benefit from mid- and long-term positive trends.
- There is a limited amount of existing new single-family attached, condominium, and rental apartment product on the market today; however, the environment will once again become competitive as the market recovers and planned and proposed projects come to market – the site is well-positioned to capture a diverse mix of target audiences (e.g., student/faculty, families, professional singles and couples). The GMU Fairfax campus has found success by providing 151 new units to faculty on site.
- Near-term market opportunity for townhomes (TH) - does not require structured parking and can be positioned with relatively affordable price points to appeal to key market segments such as young families who are looking for a more vibrant living environment but still need space.
- Over time, multifamily (MF) condominiums and rental apartments can be supported within a mixed-use environment and may expand the demand pool to households looking for higher density product.
- The amount of higher density residential supportable at the site will depend on the scale of the retail component of the town center.

ACTIVE FOR-SALE COMPETITIVE SUPPLY
FEW ACTIVELY MARKETING MULTIFAMILY PROJECTS

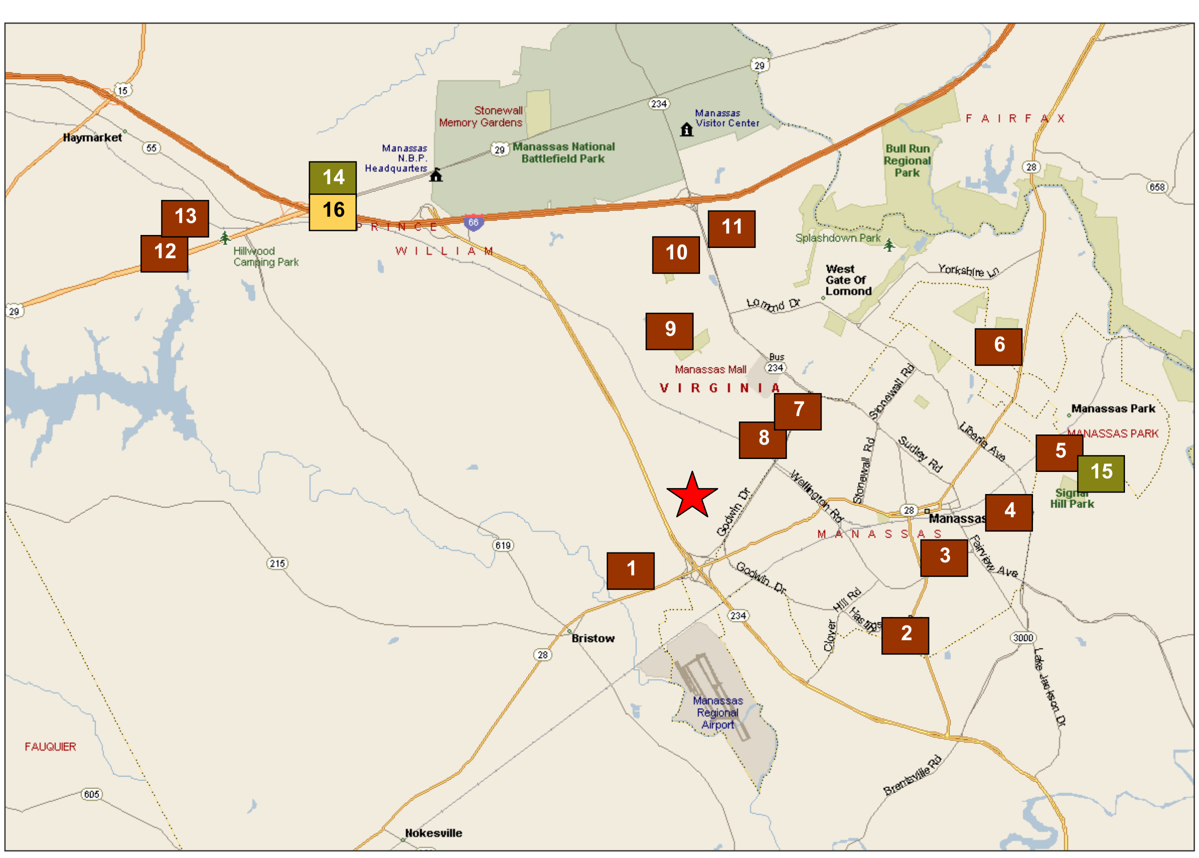


MAP KEY	ACTIVE AREA FOR-SALE PROJECTS
	CONDOMINIUM PRODUCT
1	Courts at Historic Manassas
	TOWNHOME PRODUCT
2	Katie's Grove
3	Chatsworth Village
4	Village Place Stacked Towns
	FOR-SALE SENIOR ATTACHED PRODUCT
5	Liberty Grove (Condos and Townhomes)
6	Heritage Hunt (Condos at Golf Community)
★	SUBJECT SITE AREA

SUMMARY OF COMPETITIVE SUPPLY
TYPICAL PRICES RANGE FROM $140-$170 / SF

PRODUCT TYPE	# RELEVANT ACTIVE COMMUNITIES	MIN SIZE	MAX SIZE	MIN PRICE	MAX PRICE	MIN $/SF	MIN $/SF	DESCRIPTION	BUYER PROFILE
Condominiums	1	928 - 2108		$160,000 - $299,900		$142 - $175		Colonial, brick/siding Mid-level finishes No amenities HOA fees: undetermined	40% local. 60% scattered from DC metro, elsewhere. Mix of first-time and move-down buyers.
Townhomes	3	1250 - 2500		$199,000 - $350,000		$136 - $165		Colonial style Brick façade No amenities Typical HOAs: $75/mo.	Singles and families. Age range: 20s-50s. From northern VA. Many first-time buyers.
Senior Housing	1	1677 - 2404		$249,900 - $374,900		$143 - $188		Condos available Townhomes available Brick facades with siding No amenities	Most buyers are from loca area. Almost all are from VA.

COMPETITIVE RENTAL SUPPLY
FEW RECENTLY DEVELOPED RENTAL PROJECTS



MAP KEY	SELECTED AREA APARTMENTS
	APARTMENTS
1	Regency Place
2	Manassas Meadows
3	Colonial Village of Manassas
4	Battery Heights
5	City Center
6	Maplewood Park
7	Sunnygate Village
8	Ashten Glen
9	Ravens Crest
10	Coverstone
11	Carlyle Station
12	Somerset Pointe Apartments
13	Somerhill Farms
	SENIOR APARTMENTS
14	The Marque at Heritage Hunt
15	Park Place Senior Apartments
	CORPORATE HOUSING
16	The Marque at Heritage Hunt
★	SUBJECT SITE AREA

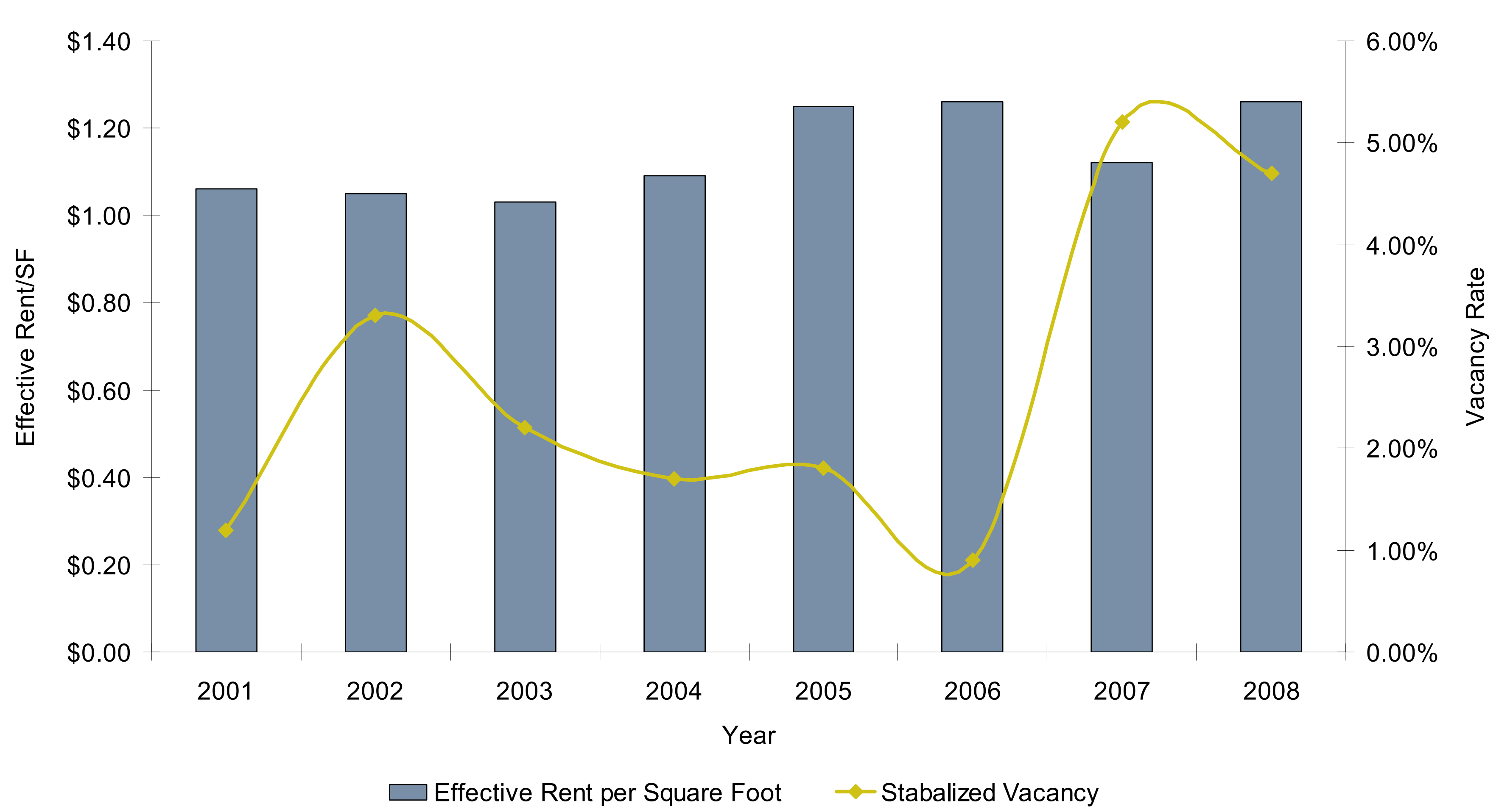
SUMMARY OF COMPETITIVE SUPPLY
TYPICAL APT. RENTS RANGE FROM $1.30-$1.60 / SF

PRODUCT TYPE / SUMMARY INFO.	TYPICAL % OCCUPIED		MIN SIZE	MAX SIZE	MIN RENT	MAX RENT	MIN $/SF	MIN $/SF	DESCRIPTION	BUYER PROFILE
Standard Apartments Approx. 28 communities within five miles of site	95%	Average Range	651 - 1,001		$986 - $1,258		$1.31 - $1.55		Largely garden apt. communities. Few recently-built apartments in the area.	Typically singes and families from in or near the local area.
Senior Apartments[1] 2 age restricted 1 assisted living 348 units	90% (Stabilized projects)	Average Range	721 - 1,270		$1,220 - $1,830		$1.40 - $1.79		Large range of amenities offered. Lease-up pace: 3.3 per month.	55+. Singles and couples. Many move to be closer to family.
Corporate Housing 1 community	NA	Average Range	826 - 1,500		$2,500 - $4,000		$2.67 - $3.03		Lease terms vary. Currently there are no corporate unit lessees.	Companies and invididual

1 Data for senior apartments does not include the assisted living community Cobblestones at Fairmont

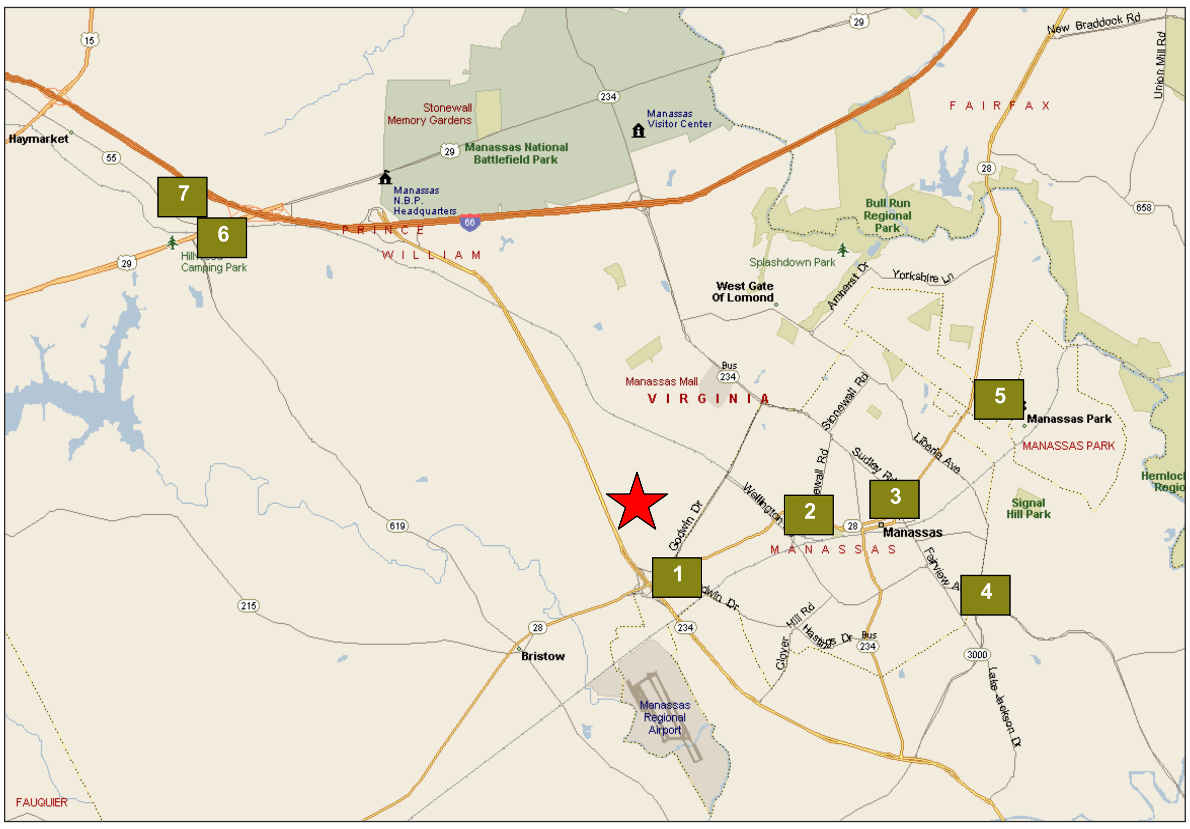
RENTAL MARKET
HEALTHY RENTAL MARKET DYNAMICS

Apartment Rent and Vacancy in Prince William County



SOURCE: Delta Associates

PLANNED AND PROPOSED MULTIFAMILY PROJECTS
OVER 2,500 UNITS PLANNED IN COMPETITIVE AREA



MAP KEY	PROPOSED PROJECT	RESID. UNITS
1	Manassas Landing	500
2	Lee's Square	140
3	Van Metre at Old Town	182
4	Hastings Marketplace	95
5	City Center at Manassas Park	565
6	Virginia Gateway	475
7	The Grove at Gainesville	561
	Total	2,518

★ SUBJECT SITE AREA

SUMMARY OF PLANNED AND PROPOSED PROJECTS
MULTIPLE MIXED-USE PROJECTS IN AREA PIPELINE

Community Name	Developer	Units Planned	Status / Timing	Comments
Manassas Landing	Lerner, City of Manassas	500	Rezoning approved, site plan not submitted	Multifamily project with mixed-use portion.
Lee's Square (Lee's Common)	Ryan Homes	140	Currently inactive, construction partially underway	140 townhome-style condominium units.
Van Metre at Old Town	Van Metre	182	Site plan under review	182 multifamily units.
Hastings Marketplace	Opus East	95	Mixed-use portion under construction w/ delivery expected in May, 2009	Mixed-use development on 29-acre site. Project includes 34 multifamily units, 61 townhome units, retail space, and add'l commercial space.
City Center at Manassas Park	Clark Realty	565	Under construction; delivery of first phase, 274 units, in Winter of 2008-09	Mixed-use Main Street development in Manassas Park across from VRE station. First phase includes 274 luxury apartments.
Virginia Gateway	The Peterson Cos.	475	First phase of retail under construction; residential planned	Multiple retail centers with over 500,000 SF of total retail. Adjacent residential component to include 475 townhome and detached homes.
The Grove at Gainesville	Lerner	561	In planning process	Master planned mixed-use development on 100 acres. 1,000,000 SF retail, 100,000 SF office, 300 hotel rooms, and 561 residential units.

PROJECTED RESIDENTIAL DEMAND
SITE CAN SUPPORT SFA, AAC, AND MF PRODUCT

Methodology:

- Projected Household Growth in Prince William County From 2009 – 2030 (DC Council of Governments)
- % of Households that demand for-sale vs. for-rent homes (Claritas)
- % of Households that are age and income qualified (Claritas)
- % of Population that chooses Townhomes, Condominiums (US Census, RCLCO)
- % Vacancy (US Census)
- % Capture at Subject Site location (Claritas, RCLCO)

Projected Product Demand:

HOUSEHOLD GROWTH	PROJECTED 2009-2010	2011-2015	2016-2020	2021-2030	Total
NON-AAC DEMAND					
Subject Site Townhome Demand	7	19	14	27	66
Subject Site Condominium Demand	22	59	43	85	209
TOTAL ANNUAL FOR-SALE NON-AAC DEMAND	29	78	57	111	275
AAC DEMAND					
Subject Site Townhome Demand	4	10	7	14	36
Subject Site Condominium Demand	9	25	18	35	87
TOTAL ANNUAL FOR-SALE AAC DEMAND	13	35	25	50	123
TOTAL RENTAL DEMAND (5% CAPTURE)	59	159	116	229	563

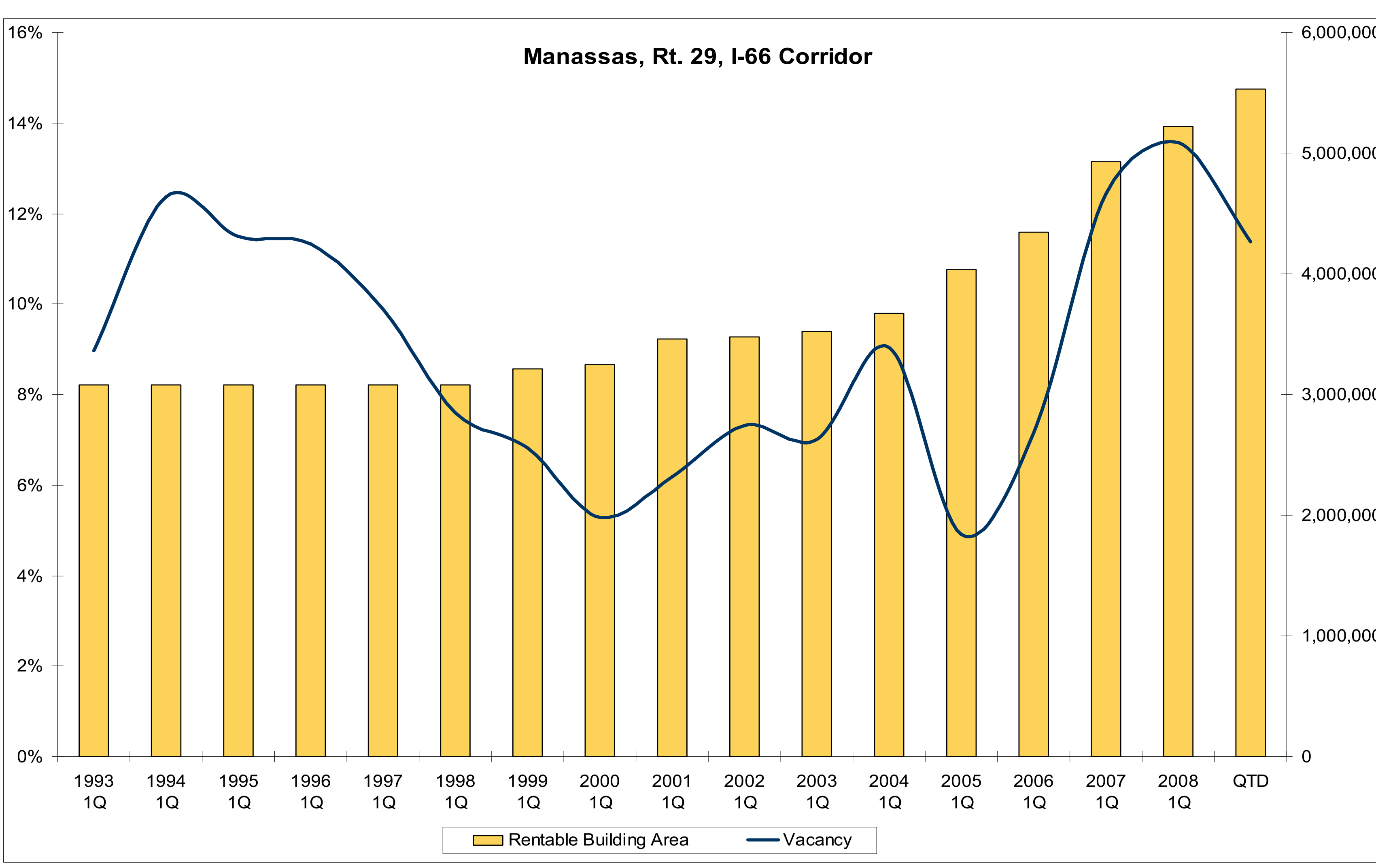
NOTE: See Appendix for greater detail.

OFFICE MARKET OVERVIEW

OFFICE OUTLOOK
OPPORUNITY FOR TOWN CENTER AND R&D SPACE

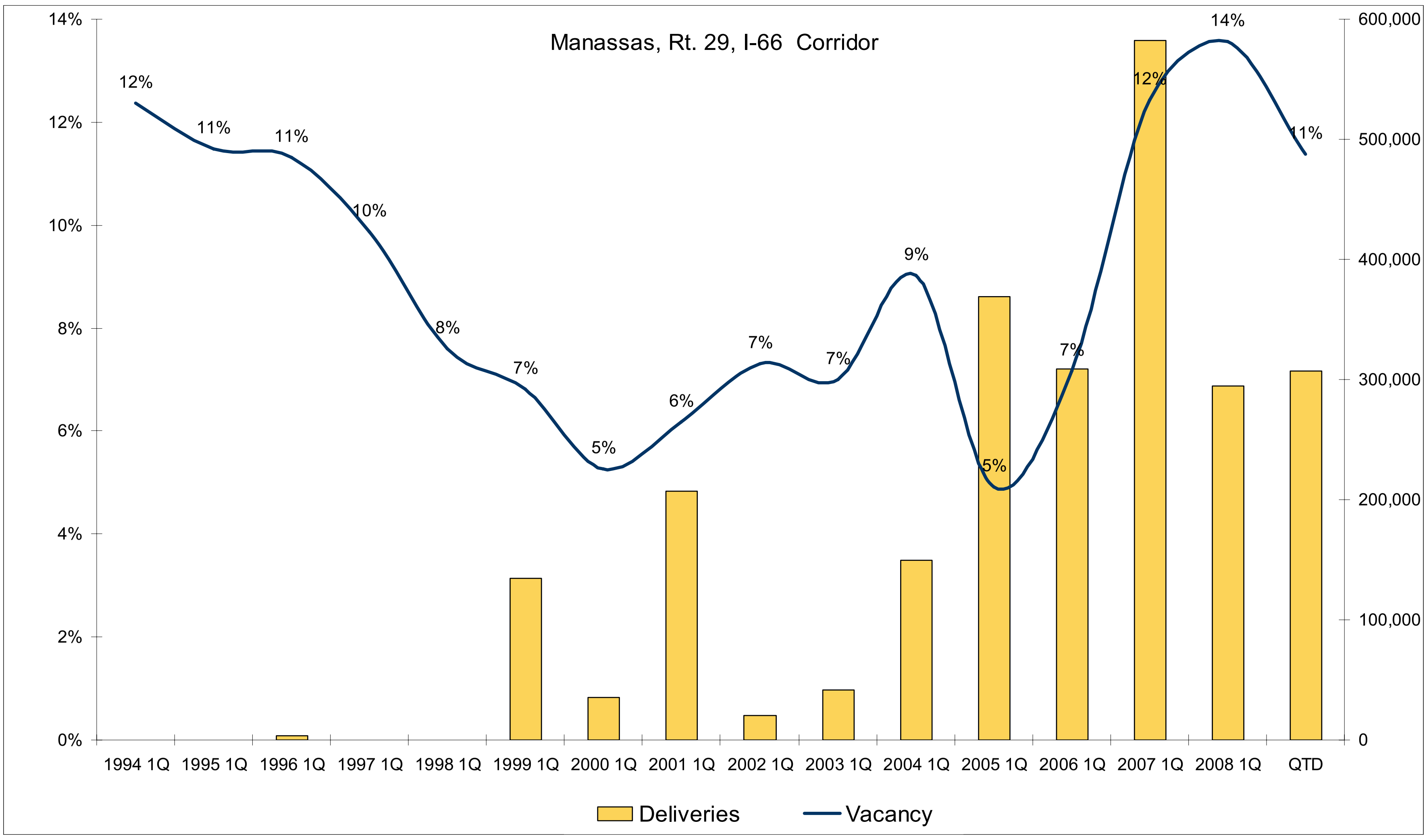
- The combined Manassas & Rt.-66 submarkets have experienced considerable growth in inventory since 2000, indicative of its role as an emerging office core.
- Absorption has struggled to keep pace with deliveries, which has driven vacancies up to over 10% since 2007, but in the long-term as this new core matures, we expect vacancies to stabilize.
- There has been a short-term pull-back in rents driven by the weak economy; looking out further, positive rent growth should return under healthier economic conditions.
- Similar to other emerging office cores, the Manassas/Rt. 66 core has captured more than its fair share of office growth in recent years (an avg. of 3.5x since 2003).
- The majority of existing office space in and around Manassas is within smaller buildings of less than 50,000 SF; however, the 10 planned buildings average over 75,000 SF and total over 775,000 SF, further indication that this office market has begun to emerge as a viable office location.
- Given the character of office users attracted to the Manassas submarket, and the abundance of land, it is unlikely that market rents can support structured parking. Therefore the amount of office space that can realistically be captured in a town center environment is limited – the majority of the demand will seek a lower density, lower cost solution.
- However, case study evidence has demonstrated that there is a segment of the office market that is willing to pay a premium to be in a mixed-use town center environment – these tenants are typically smaller users looking for boutique office or professional/medical tenants or quasi retail/office users.
- Given the life sciences focus of the George Mason Prince William campus and the current office tenants at Innovation, lab or incubator space is a logical complimentary user of the nearby office space. There is opportunity to develop flex office space outside of the town center that can accommodate these users

OFFICE INVENTORY AND VACANCY RATE
RECENT HIGH VACANCY DUE TO SEVERAL NEW BUILDINGS



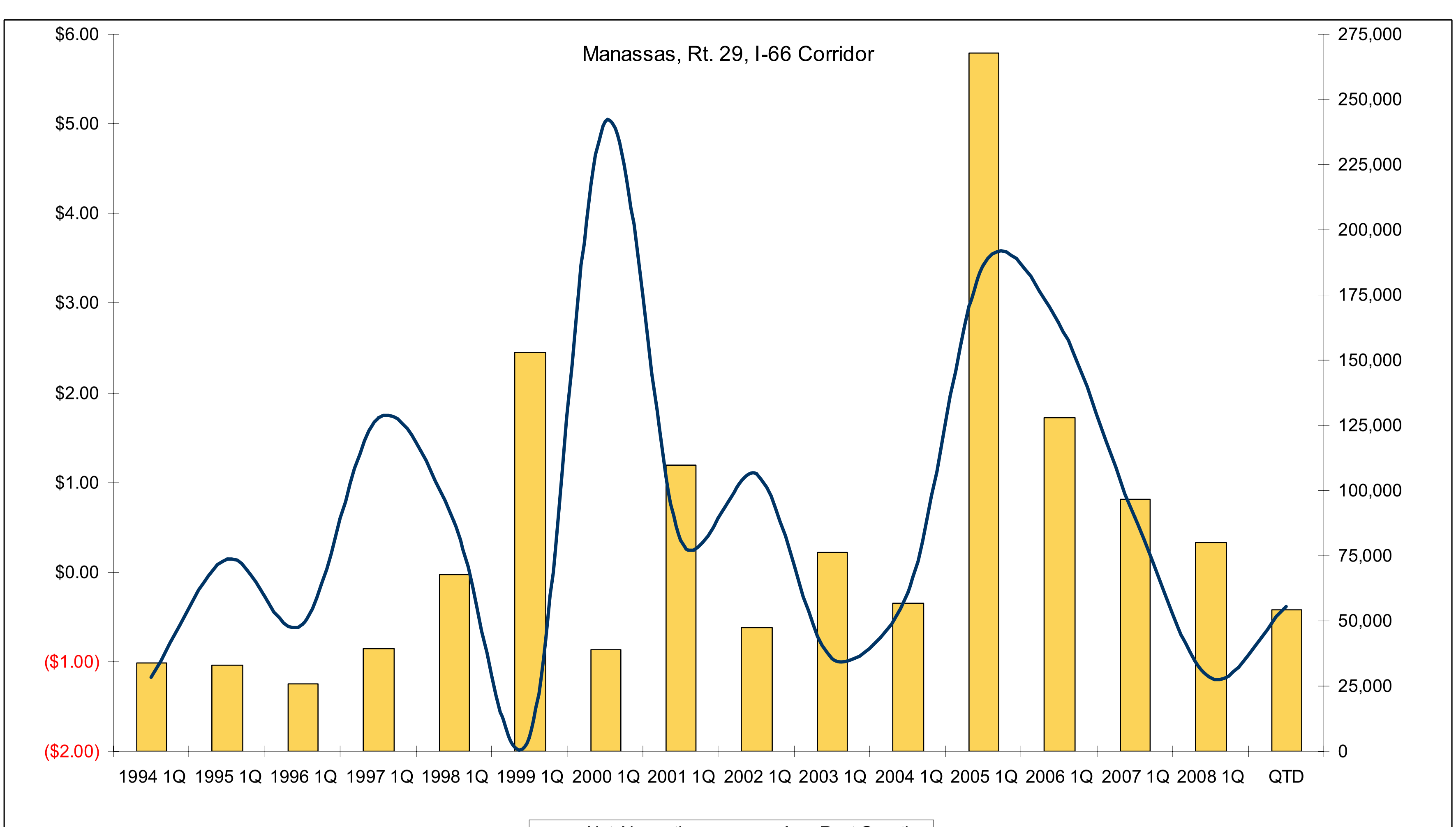
SOURCE: CoStar; RCLCO

OFFICE DELIVERIES AND VACANCY RATES
INCREASED RATE OF DELIVERIES THIS DECADE



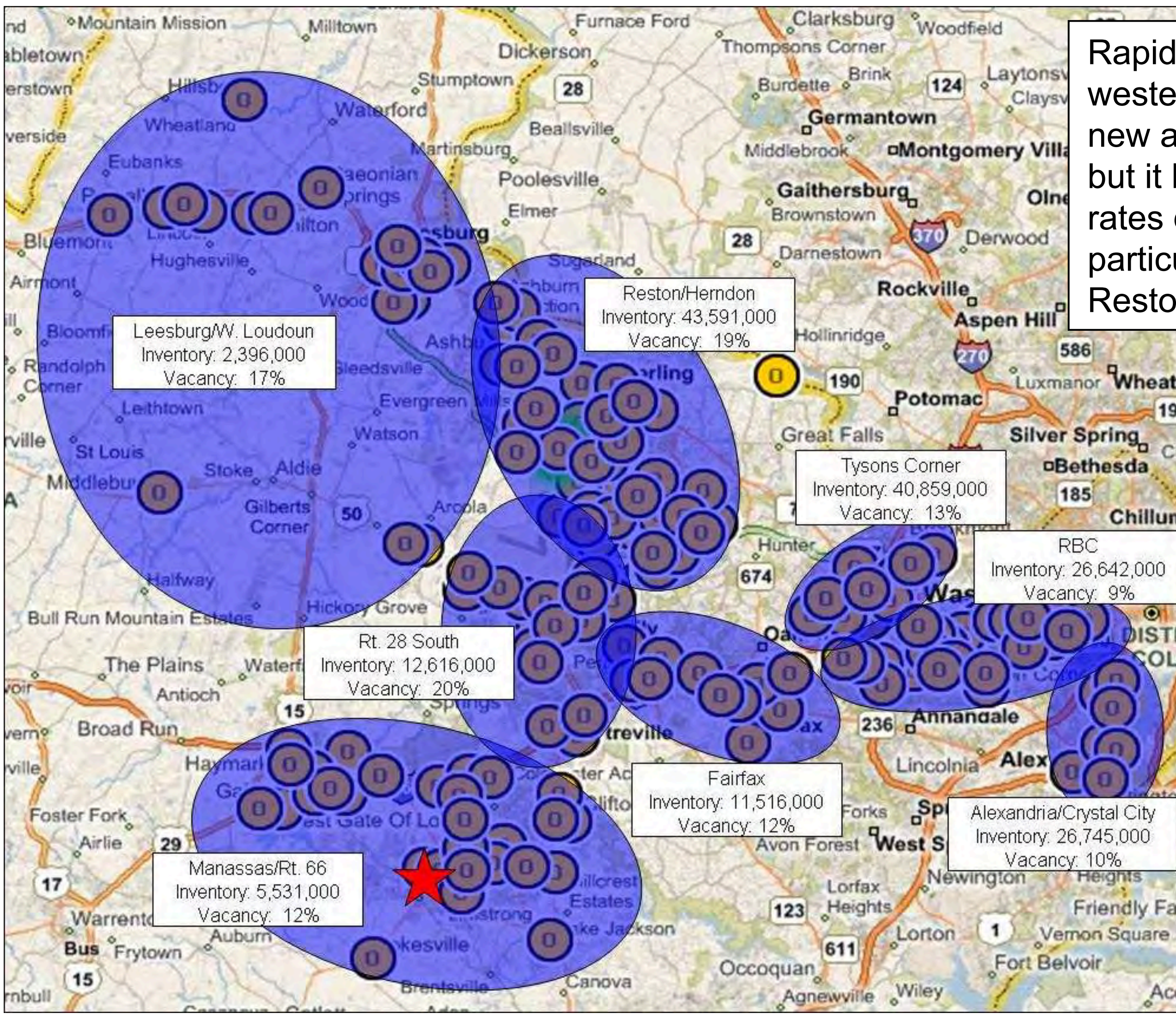
SOURCE: CoStar; RCLCO

OFFICE ABSORPTION VS. RENT GROWTH
RENT GROWTH TRENDS FOLLOW NET ABSORPTION PACE



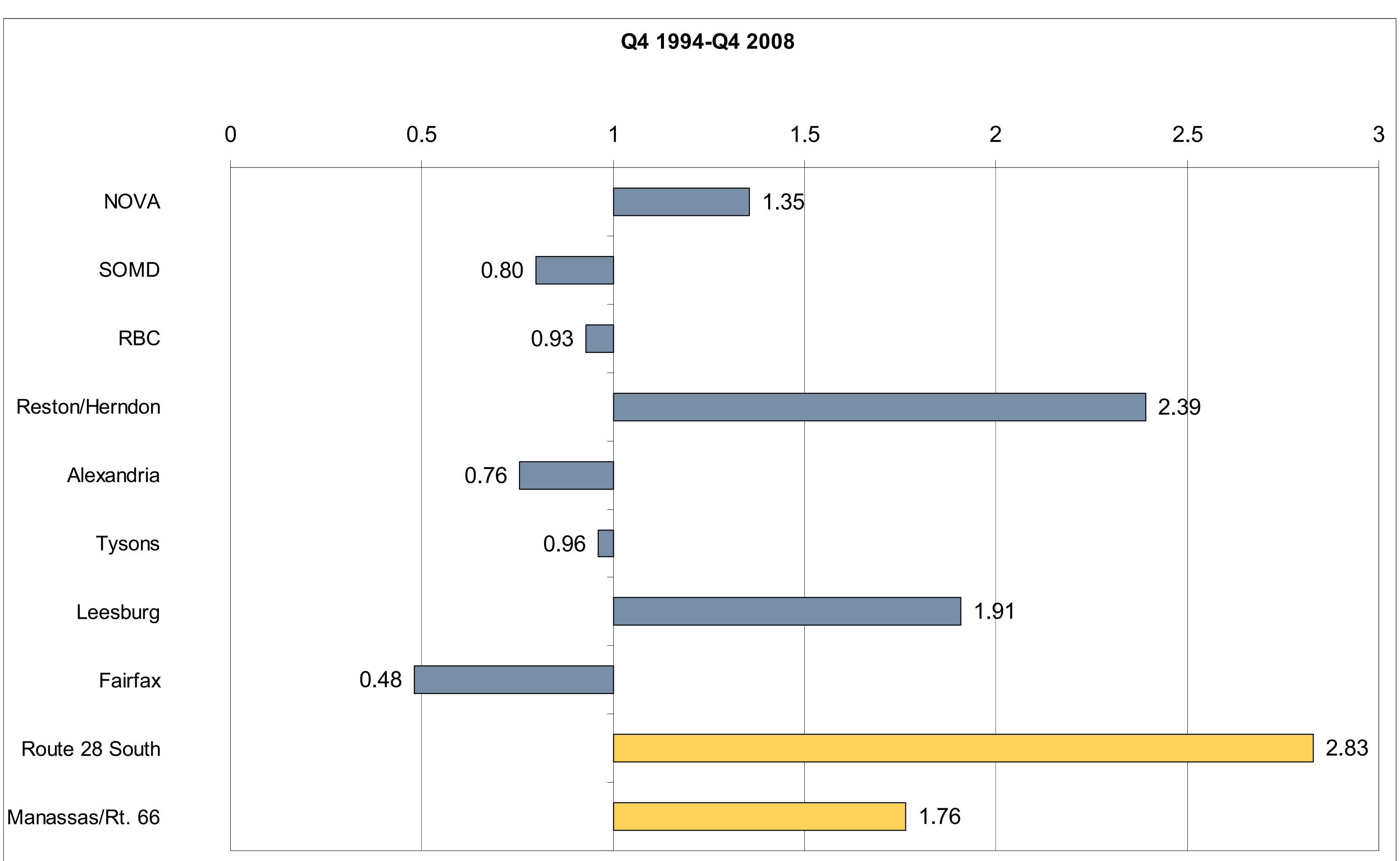
SOURCE: CoStar; RCLCO

OFFICE CORES
WESTERN CORES BECOMING MORE ESTABLISHED



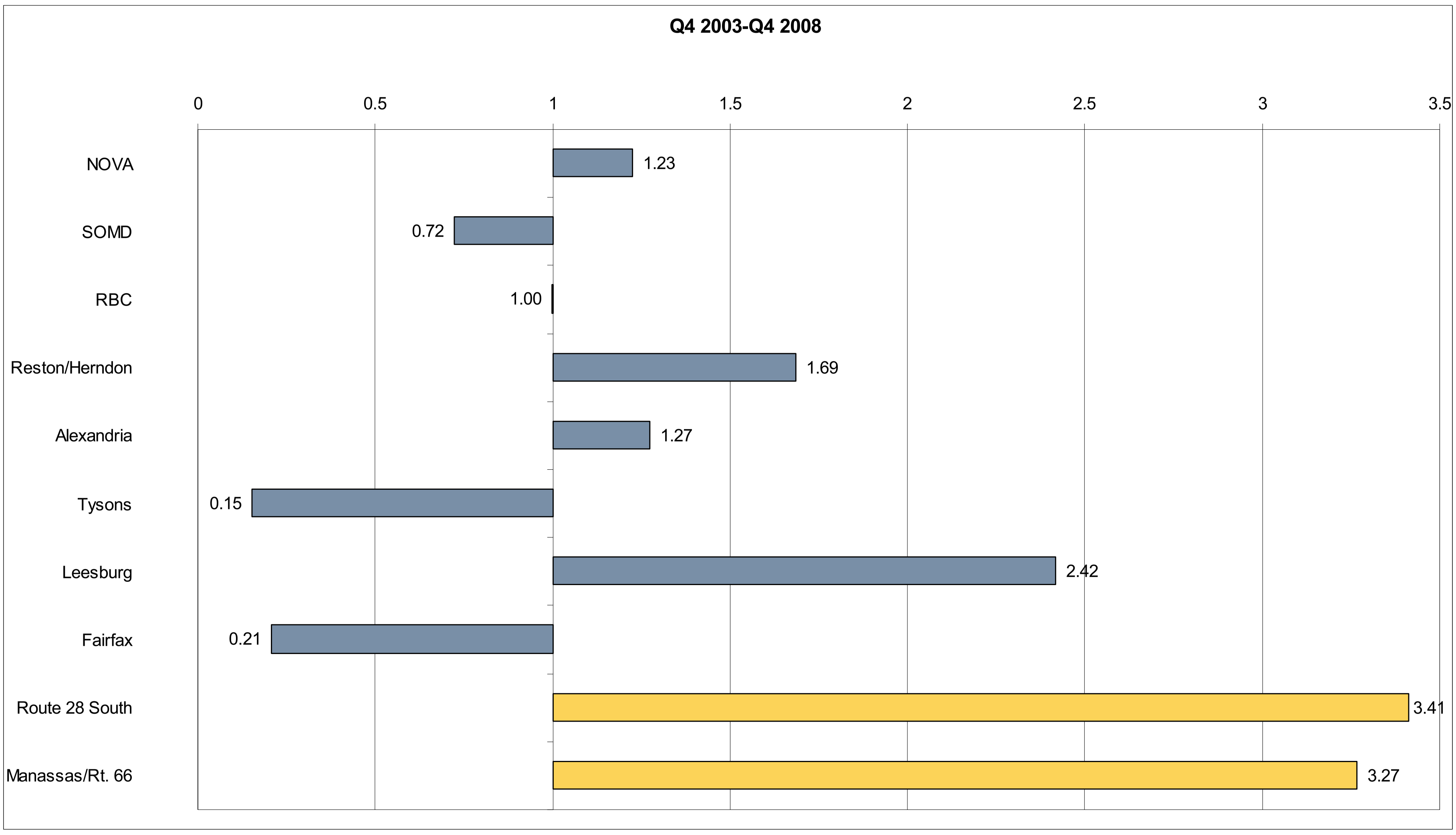
Rapid growth in office inventory in western submarkets has established new areas as legitimate office cores, but it has also resulted in high vacancy rates due to relatively slow absorption, particularly in W. Loudoun, Reston/Herndon, and Rt. 28 South

FAIR SHARE INDEX – 1994 - 2008
TREND IS DEFINITIVE OVER PAST 15 YEARS



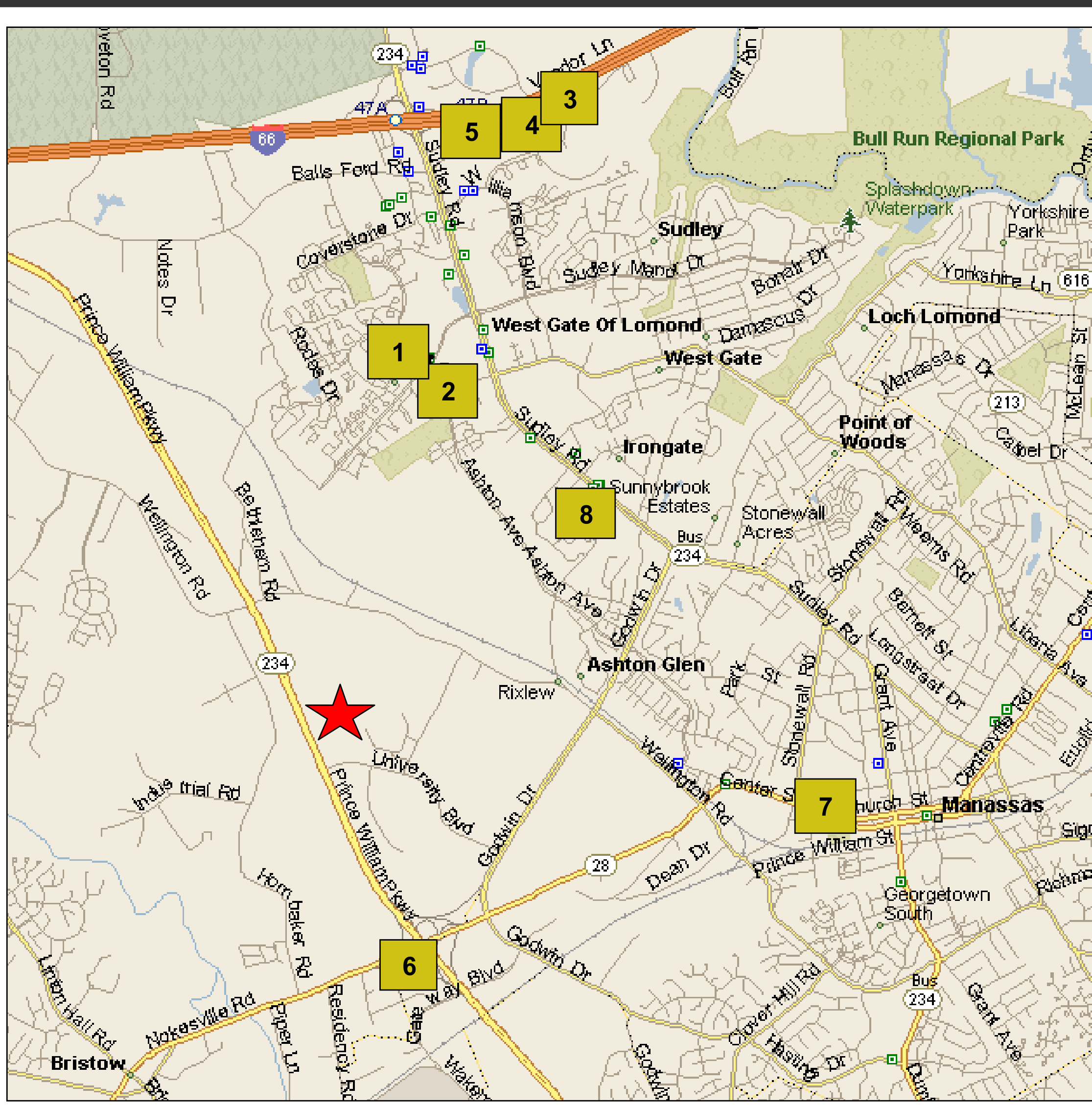
SOURCE: CoStar; RCLCO

FAIR SHARE INDEX – 2003 - 2008
TREND IS EXHAGGERATED MORE RECENTLY



SOURCE: CoStar; RCLCO

COMPETITIVE OFFICE BUILDINGS
MOSTLY SMALL OFFICE BUILDINGS IN MANASSAS

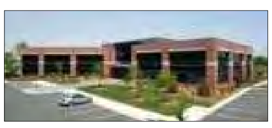


Map Key	Office Buildings	RBA
1	Sudley South Business Center	54,000
2	Sudley South Business Center	54,000
3	Battlefield Overlook 2	58,906
4	Battlefield Overlook 1	35,400
5	General's Ridge at Linden	48,000
6	TML Building	38,000
7	Judiciary Place	45,027
8	Horizon Professional Center	51,900
★	Subject Site	

COMPETITIVE OFFICE BUILDINGS

MIX OF MEDICAL, LEGAL, AND PROFESSIONAL TENANTS







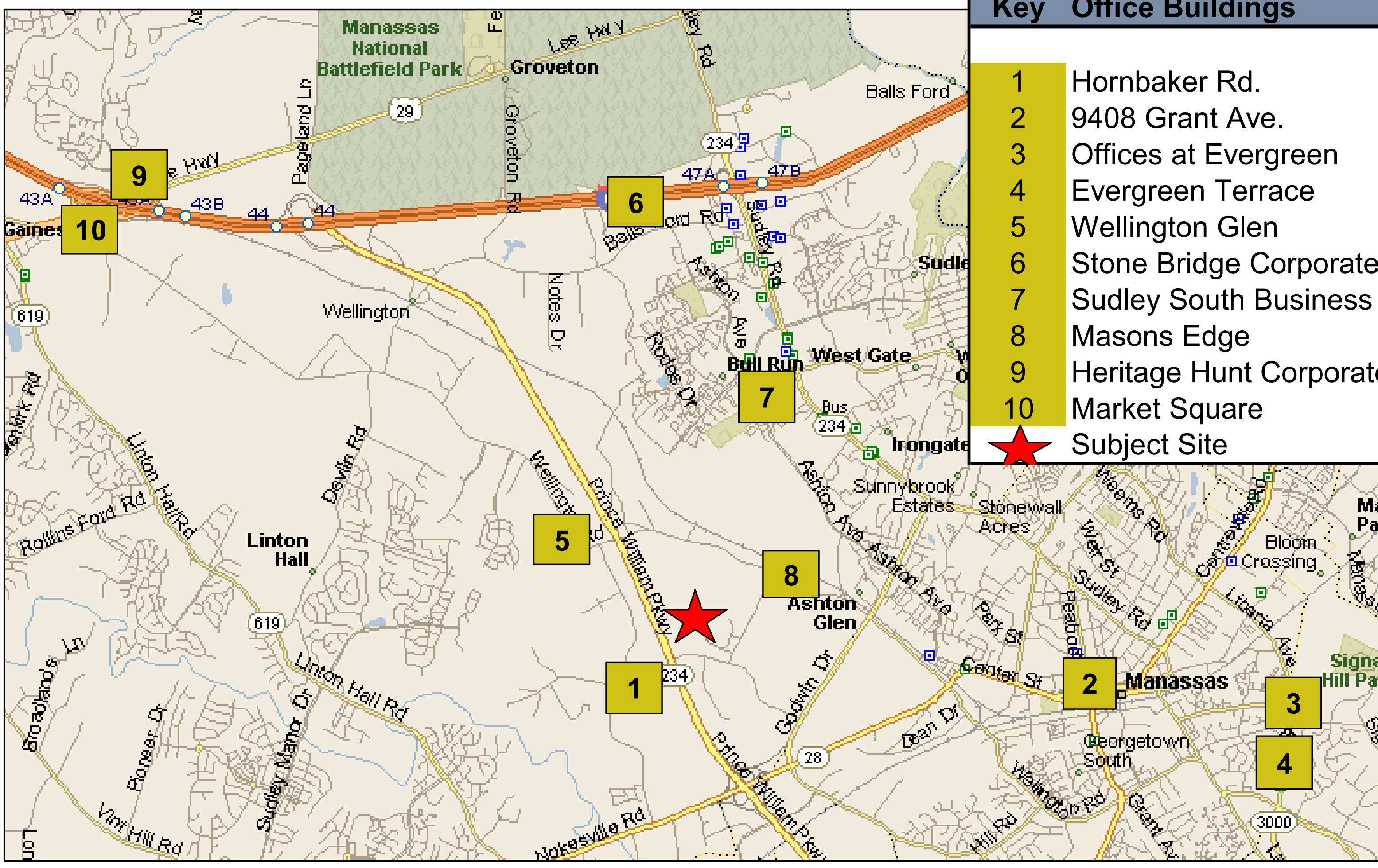
Map Key	Building	Year Built	RBA (SF)	Available (SF)	Stories	Occupancy	Average Rent[1]	Tenants
1	**Sudley South Business Center**	2006	54,000	2,866	2	95%	\$25.46 \$20-\$60	Medical Dental
2	**Sudley South Business Center**	2007	54,000	35,301	2	35%	\$25.19 \$20-\$26	Psychology Clinic Family Counseling
3	**Battlefield Overlook 2**	2006	58,906	27,017	3	61%	\$26.50	ComLogix Group Nutritionist
4	**Battlefield Overlook 1**	2003	35,400	8,595	2	89%	\$26	Mutual of Omaha Apex Roofing
5	**General's Ridge at Linden**	2006	48,000	20,464	3	57%	\$25.15 \$23-\$25.75	Battlefield Insurance Alliance Bank
6	**TML Building**	2004	38,000	0	3	100%	NA	TML Enterprises Inc. Oberon Associates
7	**Judiciary Place**	2004	45,027	0	3	100%	NA	Blankingship & Keith (lawyers) Greenbriar Settlements
8	**Horizon Professional Center**	2007	51,900	38,230	4	26%	\$23.93 \$22-\$27	Nursing Center

INNOVATION TECHNOLOGY PARK

PREDOMINANTLY SCIENCE/TECHNOLOGY TENANTS

Map Key	Office Buildings	Employees
1	Covance Labs	550
2	American Type Culture Collection	365
3	FBI	300
4	Comcast	233
5	EnviroSolutions	200
6	Progeny Systems	160
7	MediaTech	150
8	NCS Technologies	110
9	ProLogic	85
10	Applied Materials	80
★	Subject Site	

PLANNED AND PROPOSED OFFICES
SIGNIFICANT NEW SPACE WILL INCREASE COMPETITION



Map Key	Office Buildings	RBA
1	Hornbaker Rd.	44,000
2	9408 Grant Ave.	32,000
3	Offices at Evergreen	89,418
4	Evergreen Terrace	90,000
5	Wellington Glen	40,000
6	Stone Bridge Corporate Center	125,000
7	Sudley South Business Center	82,000
8	Masons Edge	100,000
9	Heritage Hunt Corporate Center	75,000
10	Market Square	99,600
★	Subject Site	

PLANNED AND PROPOSED OFFICES
FOUR PROJECTS CURRENTLY UNDER CONSTRUCTION

	Map Key	Building	Status	Delivery Year	RBA (SF)	% Leased	Stories	Avg. Rent	Notes
	1	Hornbaker Rd.	Proposed		44,000	61%	3		Class B
	2	9408 Grant Ave.	Under Construction	2009	32,000	0%	4	$24.50	Class B
	3	Offices at Evergreen	Proposed		89,418	20%	3	$27	Ground floor retail High Tech space
	4	Evergreen Terrace	Under Construction	Apr-09	90,000	0%	3	$24	Class A space with ground floor retail
	5	Wellington Glen	Proposed		40,000				Class B
	6	Stone Bridge Corporate Center	Proposed		125,000	0%	1		Class A office park 3 proposed buildings up to 550,000 sf mid-rise office space
	7	Sudley South Business Center	Proposed		82,000	0%	3	$26	Class A 3rd building in development
	8	Masons Edge	Proposed	Late 2009	100,000	0%	4	$18.00 NNN	Class B
	9	Heritage Hunt Corporate Center	Under Construction		75,000				Buchanan Partners Class A office park Part of larger development
	10	Market Square	Under Construction	2010					Second floor office space above retail in mixed use project
	11	Grove at Gainesville	Proposed	2010	105,600				Second floor office space above retail in mixed use project

OFFICE DEMAND
AN ANCHORED TC COULD SUPPORT 150,000-250,000 SF

	2009-2010	2011-2015	2016-2020	2021-2025	2026-2030
Employment in 10-Mile Radius	194,160	527,609	581,535	628,401	702,728
New Office Employment, 10-Mile Radius	3,401	7,025	6,102	5,303	11,329
Office Space per Employee	250	250	250	250	250
Office Demand (sf) in 10-Mile Radius	850,000	1,756,000	1,526,000	1,326,000	2,832,000
Manassas Capture%	25%	23%	21%	20%	18%
Manassas Demand	212,000	409,000	327,000	266,000	517,000
Subject Site Capture (%)	12%	12%	12%	12%	12%
Subject Site Capture (sf)	25,000	49,000	39,000	32,000	62,000
Cumulative Demand	25,000	74,000	113,000	145,000	207,000
% of Total in Town Center	25% = 50,000 SF				
% of Total in Multi-Tenant	75% = 150,000 SF				

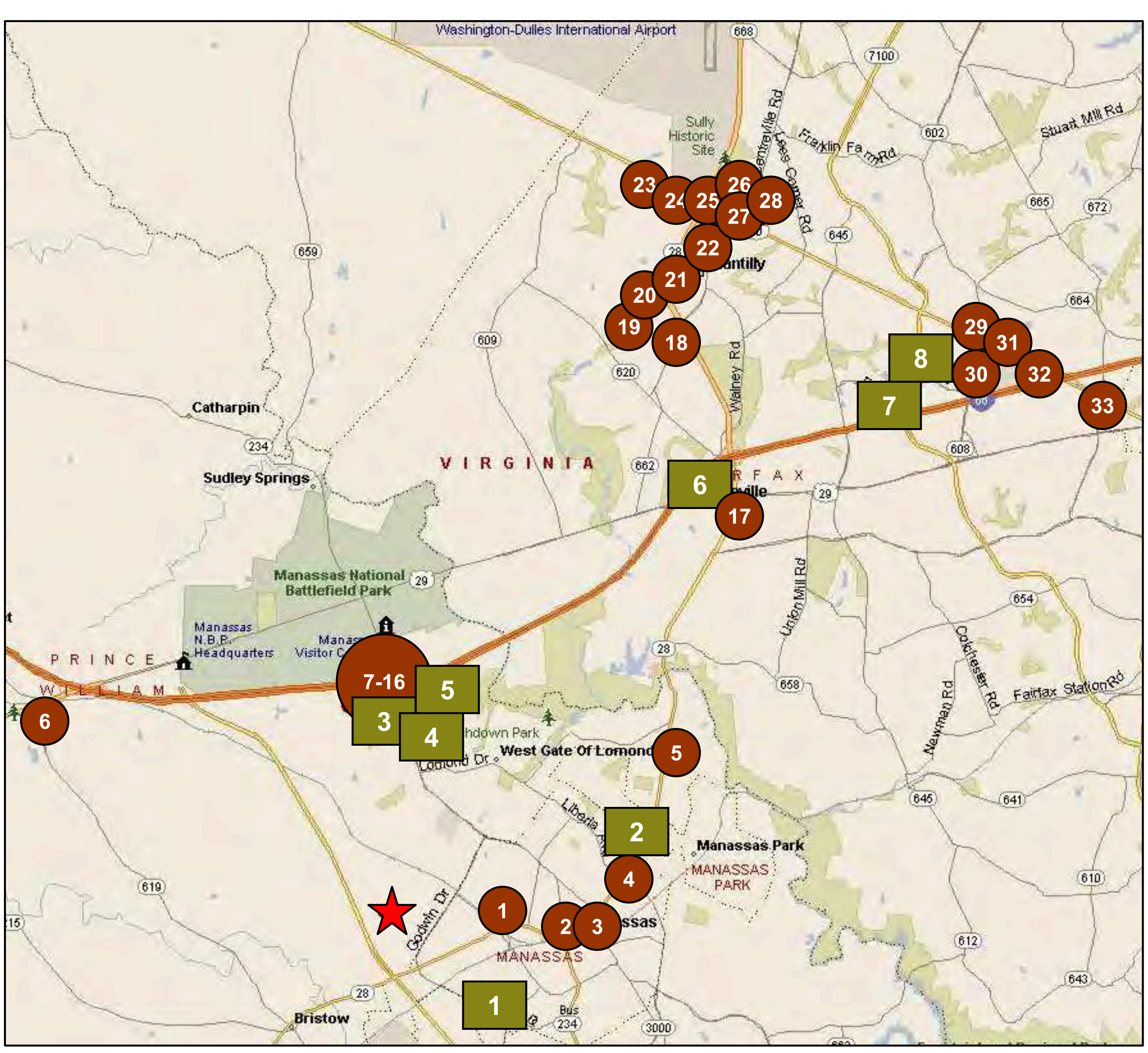
NOTE: See Appendix for greater detail.

HOTEL MARKET OVERVIEW

HOTEL OUTLOOK
HEALTHY MARKET, BUT WAIT FOR BROADER RECOVERY

- The local hotel market is performing relatively well considering the current economic conditions, with occupancies averaging over 70%.
- Average Daily Rates (ADRs) slipped in 2008, as have Revenues per Available Room (REVPAR), which is a sign of the current weak economy.
- Without a significant retail component at the site, and until there is a broad based market recovery, there is insufficient market support for a hotel in the near-term.
- We expect that the opportunity to develop a hotel will not come until 2015+ after market conditions have improved, and once Innovation has established a retail destination and has been able to add other land uses which lend support to hotels, such as office and residential.
- Mid-term market opportunity exists for one either limited-service or all-suites hotel.
- Depending upon the scale of the retail component at the site, there may be a longer-term market opportunity for a second hotel at the site, possibly a mid-scale full-service hotel with a meeting/ballroom component.

COMPETITIVE HOTEL SUPPLY
HOTELS CLUSTER AT BATTLEFIELD PARK, I-66 CORRIDOR



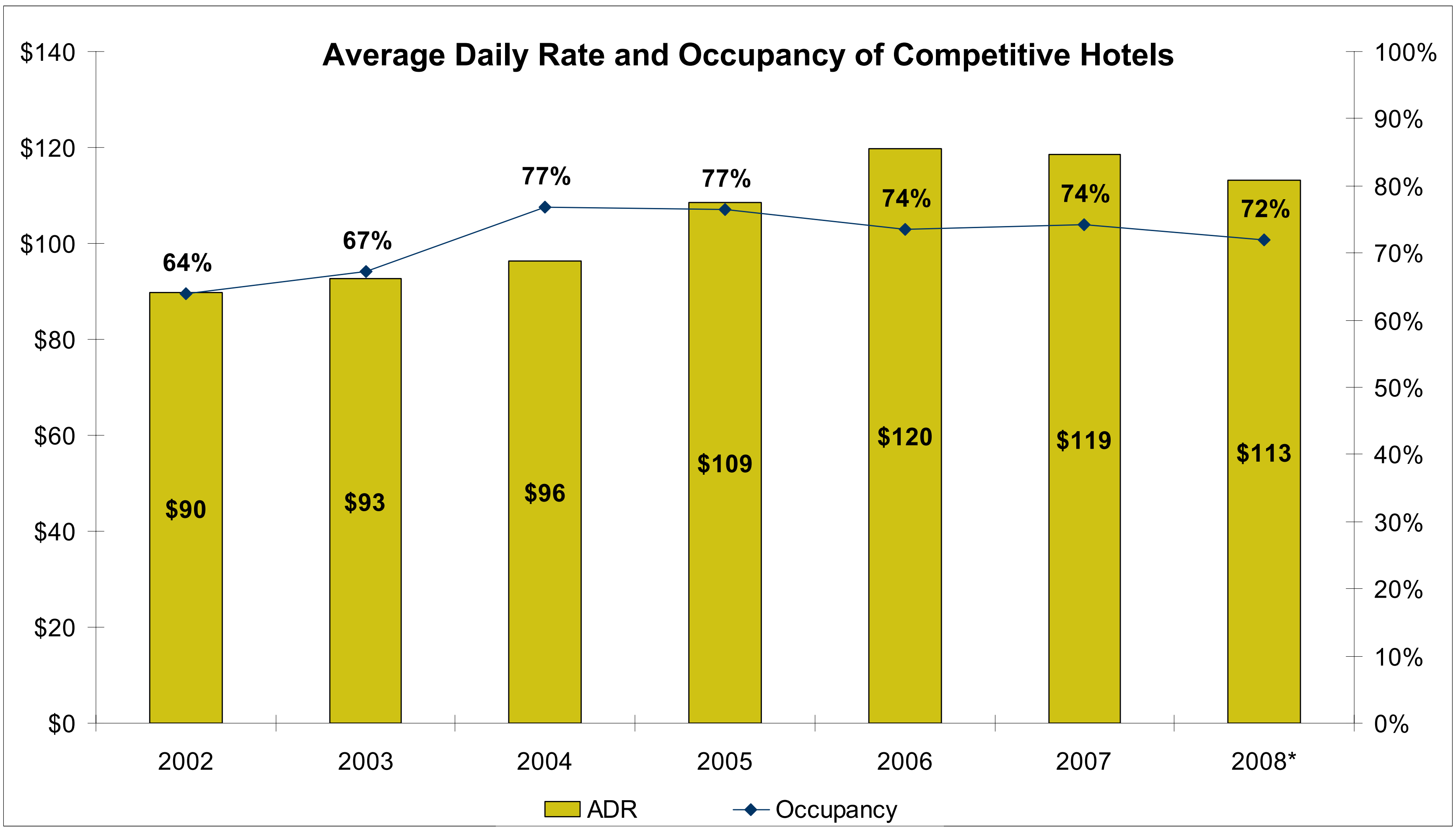
MAP KEY	NAME OF COMPARABLE HOTEL	# of Keys
★	Subject Site	
1	Courtyard Manassas	149
2	Best Western Manassas	60
3	Best Western Battlefield Inn	123
4	Residence Inn Manassas Battlefield Park	107
5	Holiday Inn Manassas Battlefield	104
6	Springhill Suites Centreville Chantilly	136
7	Hyatt Fair Lakes	316
8	Residence Inn Fair Lakes Fairfax	114
●	Other Area Hotels	

Other Area Hotels

1. Home Style Inn
2. Hampton Inn
3. Old Town Inn
4. Super 8 Motel
5. Days Inn
6. Hampton Inn
7. Candlewood Suites
8. Super 8
9. Hampton Inn
10. Red Roof Inn
11. Days Inn
12. Holiday Inn
13. Comfort Suites
14. Courtyard
15. Country Inn and Suites
16. Fairfield Inn
17. Extended Stay Amer.
18. Hyatt Place
19. Marriott-Westfield
20. Marriott Conf. Center
21. Sierra Suites Hotel
22. Holiday Inn
23. Hampton Inn
24. Extended Stay Amer.
25. Fairfield Inn
26. Courtyard
27. Wingate Inn
28. Comfort Suites
29. Hilton Garden Inn
30. Homestead Suites
31. Extended Stay Amer.
32. Holiday Inn
33. Candlewood Suites

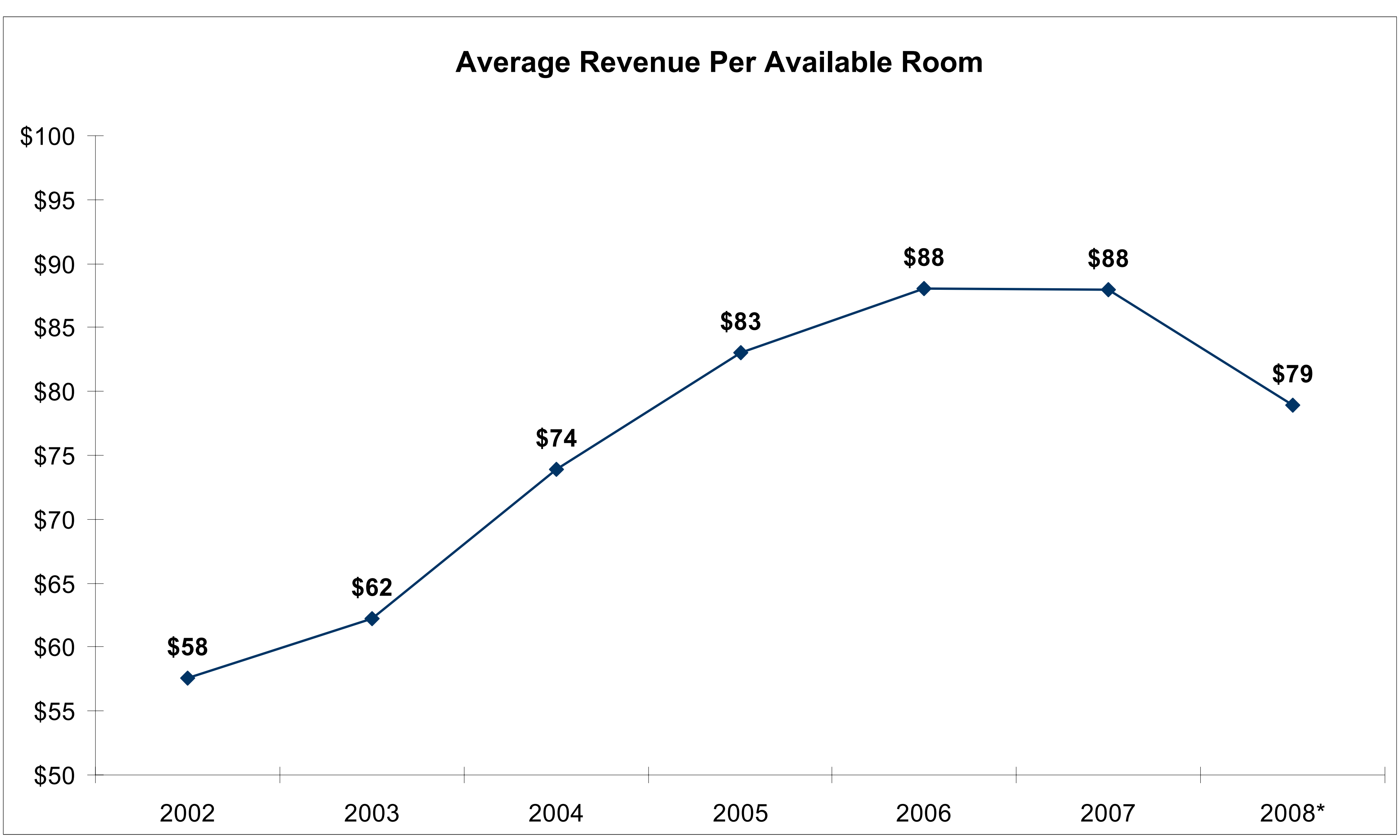
SOURCE: Smith Travel Research

SUMMARY OF COMPETITIVE SUPPLY
HEALTHY OCCUPANCIES AND AVG. ADR OF $113



SOURCE: Smith Travel Research

SUMMARY OF COMPETITIVE SUPPLY
DECREASE IN REVPAR A REFLECTION OF ECONOMY



SOURCE: Smith Travel Research

PROJECTED HOTEL DEMAND
OF HOTELS DEPENDS ON SIZE OF TOTAL CENTER

Methodology:

- Area demand for room nights projected at historical growth rates (Smith Travel Research)
- Target occupancy rate (65%)
- Additional sources of demand not reflected in currently supply (10%)

- = Total new hotel demand

Projected Hotel Demand:

FACTOR	Projected					
	2009	2010	2015	2020	2025	2030
Total New Hotel Demand	185	77	446	569	726	926
Subject Site Hotel Capture of Additional Rooms [1]	20%	20%	20%	20%	20%	20%
Supportable Hotel Rooms at Subject Site	**37**	**15**	**89**	**114**	**145**	**185**
Cumulative Supportable Hotel Rooms at Subject Site	**37**	**52**	**141**	**255**	**400**	**586**
Supportable Hotels at Subject Site [2]	**0**	**0**	**1**	**1**	**2**	**2**

1 RCLCO estimate based on market context

2 Based on the average number of rooms at selected comparable hotels: approximately 250 rooms

INNOVATION TOWN CENTER DEVELOPMENT OPPORTUNITY HYPOTHESIS

INNOVATION TOWN CENTER
PRELIMINARY HYPOTHESIS

- There is a near-term (2012-2015) market opportunity to create a multiple-use village center at Innovation including a mix of convenience/neighborhood-serving retail and residential oriented to GMU students, faculty/staff, Innovation Campus visitors, and the surrounding community.

- As the market evolves, visitation at the Campus increases, and with additional household and employment growth in the surrounding community, there is a mid-term (2015+) market opportunity for a true mixed-use town center style development, including a mix of convenience and destination/entertainment retail, residential, boutique office, and possibly a hotel.

- The location/character of the Innovation Campus, together with the existing and likely future competitive environment, particularly for key anchors necessary to make a sizeable retail component viable, limits the market opportunity for a large-scale anchored lifestyle town center development in the near- and mid-terms.

INNOVATION DEVELOPMENT SCENARIOS
RETAIL WILL DRIVE THE SCALE OF THE TOWN CENTER

	Scenario 1: Town Square	Scenario 2: Unanchored Town Center	Scenario 3: Anchored Town Center
Potential Timing	2011-2015	2015+	2020+
Town Center Description	Multiple Use	Multiple and Mixed-Use	Multiple and Mixed-Use
Parking Type	Surface	Surface and Structured	Surface and Structured
Retail	There is pent-up demand for convenience retail and restaurants in the vicinity of the Innovation Campus. However, attracting an anchor tenant(s) (i.e., grocery, bookstore, multiplex) is key to driving any significant demand for the retail component.	Leveraging Freedom/Hylton and attracting an anchor tenant, and creating a mix of restaurants, entertainment, and neighborhood retail in a compelling town center style development is critical to creating a retail destination at the Innovation Campus.	Attracting multiple retail anchors is essential to driving a significant lifestyle retail component at the Innovation Campus.
Office	Limited opportunity to attract office users in a center of this size.	Opportunity to attract a segment of boutique and professional/medical office users interested in mixed-use environment.	Segment of the market willing to pay a significant premium for a true town center mixed-use environment.
Residential	Mix of townhomes and multifamily in a multiple-use configuration	Begins to drive demand for component of true vertical mixed-use.	Segment of the market willing to pay premium for true mixed-use.
Hotel	Limited market support in the near-term.	Demand for limited-service or suites hotel in the mid-term.	Longer-term demand for multiple hotels.

INNOVATION DEVELOPMENT SCENARIOS
ORIENTATION, TENANT TYPES, & TARGET MARKETS

	Scenario 1: Town Square	**Scenario 2: Unanchored Town Center**	**Scenario 3: Anchored Town Center**
Potential Timing	2011-2015	2016-2020	2021-2030
Town Center Description	Multiple Use	Multiple and Mixed-Use	Multiple and Mixed-Use
Parking Type	Surface	Surface and Structured	Surface and Structured
Retail	Restaurants and convenience-oriented retail catering primarily to GMU students, faculty, staff, and visitors.	Collection of restaurants, entertainment, and neighborhood retail drawing a greater percentage of demand from surrounding households/employees.	Major anchor(s) and mix of significant restaurants supports wide variety of retail tenant types, with demand emanating from a wider geographic area.
Office	Limited market demand for quasi retail/office users.	Local-serving boutique professional and medical office space integrated within the town center above retail.	Boutique and corporate office tenants willing to pay premium for unique town center environment.
Residential	Townhomes targeted to young families, empty nesters, faculty, and staff; apartments and condos targeting price sensitive young couples.	By integrating some of the multifamily residential within the town center, the demand base could expand to include young professionals seeking a vibrant living environment.	Case studies indicate that a segment of the market is willing to pay a significant premium for a well-executed mixed-use town center environment.
Hotel	Limited hotel opportunity	Limited-service/suites hotel	Multiple hotel offerings

INNOVATION DEVELOPMENT SCENARIOS
PRODUCT PROGRAM

	Scenario 1: Town Square	**Scenario 2: Unanchored Town Center**	**Scenario 3: Anchored Town Center**
Potential Timing	2011-2015	2016-2020	2021-2030
Town Center Description	Multiple Use	Multiple and Mixed-Use	Multiple and Mixed-Use
Parking Type	Surface	Surface and Structured	Surface and Structured
Town Center Retail (SF)	**30,000-50,000**	**75,000-100,000**	**150,000-200,000**
Anchor	0	0	50,000-75,000
Restaurant/Entertainment	10,000-20,000	25,000-40,000	25,000-40,000
Convenience/Comparison	20,000-30,000	50,000-60,000	75,000-85,000
Town Center Office (SF)	**0**	**50,000**	**150,000**
Residential (Units)	**300**	**700**	**900**
Condominiums	100	300	400
Townhomes	50	0	0
Rental Apartments	150	400	500
Hotels (keys)	**0**	**1 (140)**	**2 (350)**

INNOVATION TOWN CENTER CONCEPT

UNIVERSITY ORIENTED TOWN CENTER
VARIATION ON AN EXISTING CONCEPT

- In the D.C. region alone there are multiple universities planning mixed-use developments.

- The George Washington University and the University of Maryland both have mixed-use centers underway on their campuses; however, the demographic make-up of their respective surrounding market areas are driving a different mix and scale of uses.

- GMU's proposed town center also has a number of significant defining characteristics:

  - The Hylton Performing Arts Center will be one of the major focal points of the development, as well as the Freedom Center's athletic facilities – land planning will aim to create fluidity and continuity between these buildings, the town center, and the academic campus.
  - One of the fundamental pillars of Innovation is to become a destination for science-related employers though the integration of university research and the business community within the Innovation office park.
  - The addition of local serving office, neighborhood style retail, hotels, and a mix of residential uses is aimed at creating a 24-hour livable community.
  - By combining all of these uses into a seamless, walkable environment, GMU hopes to create a destination that appeals to a diverse mix of visitors, researchers, employers, students, and households.

ROLE OF GEORGE MASON UNIVERSITY
LEGITIMIZE PROJECT & DRIVE DEMAND FOR ALL USES

- George Mason University brings credibility to the proposed development in that it is a major university with established ties to the academic and business communities specializing in the fields of science, biotechnology, government, and network-integration/technology.
- Today, the office park at Innovation demonstrates the synergy that can be achieved when combining an academic institution with a targeted mix of corporations; going forward this relationship is expected to expand and drive additional demand for office space at Innovation.
- Besides generating demand for office space, the University also draws thousands of visitors a year to its Freedom Center, visitors who, to date, are offered little in terms of retail and services.
- The planned opening of the Hylton Center and expansion of the Freedom Center will further increase visitation, and expansions to the student body, faculty, and staff will generate even more demand for office, retail, residential, and hospitality land uses.

"FROM RETAIL PLANNING TO URBAN PLANNING"
MIXED-USE TAKES CENTER STAGE

- **Unlike Traditional Malls, Mixed-Use Projects are Adaptable:**
  - Changes in shopping patterns are inevitable, most retail developed in past 30-50 years isn't adaptable
  - Single-use retail environment is unsustainable

- **Best Practices for Successful Mixed-Use Projects**
  - Create an experience
  - Retail as hub for other uses
  - Civic/institutional elements can be helpful (arts, health & wellness, higher education, etc.)
  - Establish understandable grid of streets (deck parking can be hidden and given mid-block access)
  - Anchor street axes with monumental structures/spaces
  - Signage as part of the architecture
  - Program outdoor spaces
  - Adapt to local environment
  - Local, regional, national tenant mix

MIXED-USE COMES WITH ITS OWN SET OF CHALLENGES AND INCREASED RISKS

- **Challenges for Mixed-Use Development**
  - Muni codes are still antiquated, won't allow for MXU
  - Harder to get preferred density in the suburbs
    - Schools, infrastructure, NIMBYs, BANANAs
  - Parking can kill projects!
  - Mixed-use still doesn't appeal to youth oriented retailers; they think kids will only go to a mall
  - How to deal with weather?
    - Nature of place can trump mother nature, people dress for location, worst weather typically during slow sales season
  - Can "lose control" of asset during leasing if you don't lease to correct tenants

Inherent Risks in MXU Development:

•**Zoning/entitlements** – more uses, more controversy
•**Financing** – multiple uses lessens # of potential lenders
•**Construction** – complexity, timing, different builders
•**Timing** – Interest rate exposure, cost increases
•**Compatibility** – All uses need to work together
•**Unfamiliarity** – Developers usually specialize in one use

CASE STUDIES

AGGIE VILLAGE
UNIVERSITY OF CALIFORNIA DAVIS

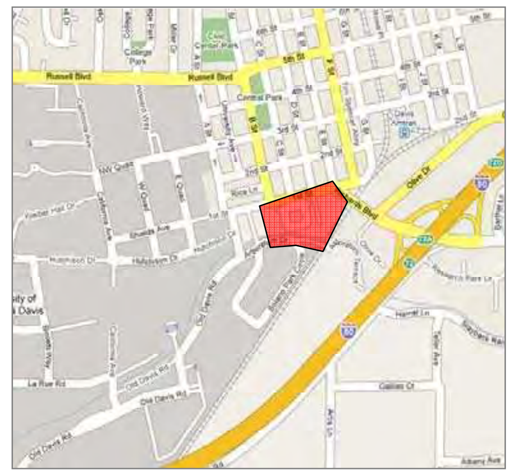
General Information

Project Name:	Aggie Village / Davis Commons
Location:	First Street and Richards Blvd., between campus and downtown Davis, California
School:	University of California Davis
Project Size:	10.8 acres over five blocks
Land Uses:	Retail, affordable faculty/staff for-sale housing
Developer:	Pyramid Construction was primary developer, University was primary project manager

Project Summary TND style development along campus edge that integrates the campus with the historic downtown

Project History

Planning process:	Plan developed in 1994
Residential completion:	1997
Retail completion:	1998



Deal Structure

University donated the land and the city provided infrastructure and services. Project was privately financed and developed by Pyramid Construction, but the University acted as project manager throughout the development process.

Project Details

Funding:	University donated land; city provided infrastructure; private capital.
Demographics:	City population approximately 65,000; median household income at $47,000. 60% of area residents are at least 25 years of age.
User Profile:	Residential- mix of faculty, staff, and students. Retail- 70% students, remainder is faculty/staff, local community.

Land Use Details

	Description	Tot. Space	Primary Tenants / Owners	Comments
Residential	Affordable homes for faculty/staff only: 21 SFD (17 have guest cottages) and 16 Townhomes	37 units	Mix of faculty and staff. Some guest cottages rented to students.	Homes between $150-$225K (Sold under market value)
Retail	36% restaurant/food, 18% apparel	50,000 SF	Borders Books and Music, The Gap, Gap Kids, Bath and Body Works, Fuzio's, Pluto's, AT&T Wireless, Jamba Juice, Ben & Jerry's, Papyrus, DeVon's Jewelers	0% Vacancy; $3.50-$4.00 rent 70% of traffic is students Rents above market average
Parking	Lot at rear of development	205 spaces	Mix of faculty, staff, students, and some local community users	Retail is very successful
Total		110,000 SF		

SOUTH CAMPUS GATEWAY
OHIO STATE UNIVERSITY

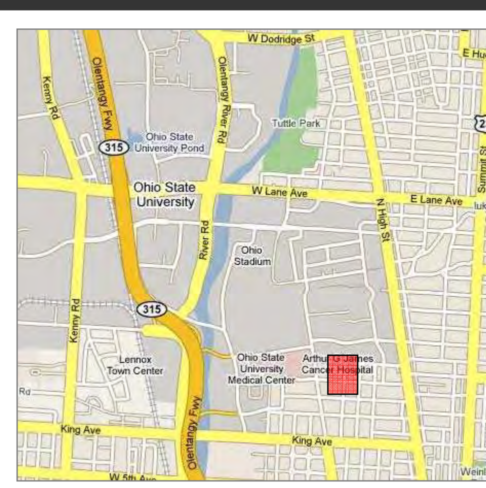
General Information

Project Name:	South Campus Gateway
Location:	11th Avenue and High Street, Columbus, Ohio
School:	Ohio State University
Project Size:	7.4 Acres
Land Uses:	School book store, theater, retail, apartments, office
Developer:	Campus Partners, Duker Company (until 2002)
Development Advisor:	Jones Lang LaSalle

Project Summary Mixed-use student-oriented development at corner of campus with four mid-rise buildings

Project History

Process Began:	1995
RFQ Process Began:	Dec. 1998
Demolition Began:	May 2002
Public Improvements:	July 2002
Private Development:	Summer 2003
Construction Complete:	August 2005



Deal Structure

University purchased the land. 40-year ground lease to developer. Ground lease payments are structured to generate 5% cumulative cash on cash return to the university. However, rent is below this level for the first five years, stepping up from $100,000 in the first year and $100,000 each additional year.

Project Details

Funding:	University: Purchased the land for $20 million. City: $5 million towards infrastructure. State Capital Budget: $4.5 million towards parking garage.
Demographics:	100,000 people live/work within 1-mile radius of development.
User Profile:	85-90% of traffic is students.

Land Use Details

	Description	Tot. Space	Major Tenants	Comments
Residential	Studio, 1BR, and 2BR apartments.	184 units	Majority are students. Mix of undergrads, grads, non-students.	100% occupancy.
Retail	55% restaurant/food, 9% apparel.	225,000 SF	Barnes & Noble Campus Bookstore, Drexel Gateway Theater, Eddie George's Grill, Mad Mex, McFadden's, Panera Bread, Pesto Creative Italian, Potbelly Sandwich, the Sky Bar, Cold Stone Creamery, Finish Line, Y Boutique, Sunflower Market, Cingular Wireless.	Rents at high end of market.
Office	Office space for university use.	87,000 SF	100% used by university, though not all is currently occupied. No outside interest was pursued.	Rents 25% higher than the greater market area.
Parking	Parking garage.	1,200 spaces	NA	
Total		500,000 SF		

UNIVERSITY SQUARE
UNIVERSITY OF PENNSYLVANIA

General Information

Project Name:	University Square (Sansom Common)
Location:	Between Walnut and Chestnut St., adjacent to camp
School:	University of Pennsylvania
Project Size:	One city block
Land Uses:	Retail, hotel
Developer:	University of Pennsylvania

Project Summary Large initiative to bring retail closer to students, create campus bookstore and hotel, and integrate with West Philadelphia



Project History

Concept discussed:	Idea began in 1980s
Planning process:	1995 to 1996
Construction began:	August 1997
Bookstore opened:	July 1998
Inn at Penn opened:	September 1999

Deal Structure

University originally owned land and acted as developer on the project. University took on all costs, including $120 million in construction.

Project Details

Funding: University paid for all costs, including $120 million in construction.

Demographics: Philadelphia had a population of 1.4 million in 2005.
64% of the population over 25 years of age.

User Profile: Majority of users are students, large portion are visitors and parents/alumni.

Land Use Details

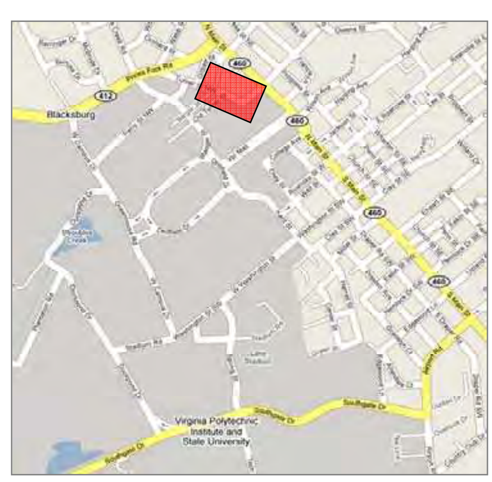
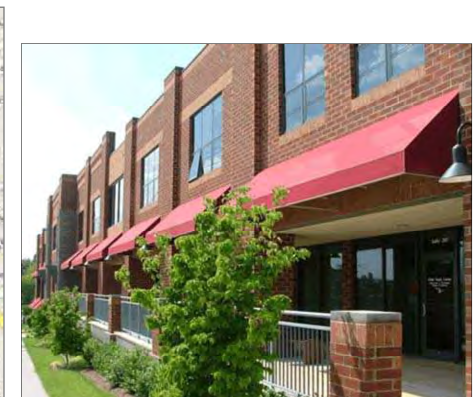
	Description	Tot. Space	Major Tenants	Comments
Hotel	Upscale hotel	228 rooms	Users include visiting faculty/lecturers, parents, alumni.	
Retail	33% restaurant, 25% apparel	300,000 SF	Barnes & Noble Campus Bookstore, Cosi Coffee, Urban Outfitters, Eastern Mountain Sports, American Apparel, Penne, Cereality.	Retail is very successful
Total		500,000 SF		

COLLEGIATE SQUARE
VIRGINIA TECH

General Information

Project Name:	Collegiate Square
Location:	Turner Street and Prince Fork Road, Blacksburg, VA
School:	Virginia Tech
Project Size:	Slightly under 4 acres
Land Uses:	Retail and office space
Developer:	Pointe West Management

Project Summary Private development on northeast edge of campus, three buildings with ground-floor retail, office space

Project History

Construction began:	1998
1st building opened:	March 2000

Deal Structure

Land was acquired and developed by Pointe West Management. University did not have a direct role in the development process, but had a good relationship with the developer and aided in the planning process.

Project Details

Funding: All privately funded.

Demographics: Area population 43,200; median household income is over $74,000.
38% of the area population is between 20-34.

User Profile: Retail- 50/50 mix of students vs. local community.
Office- all office space is rented by the University.

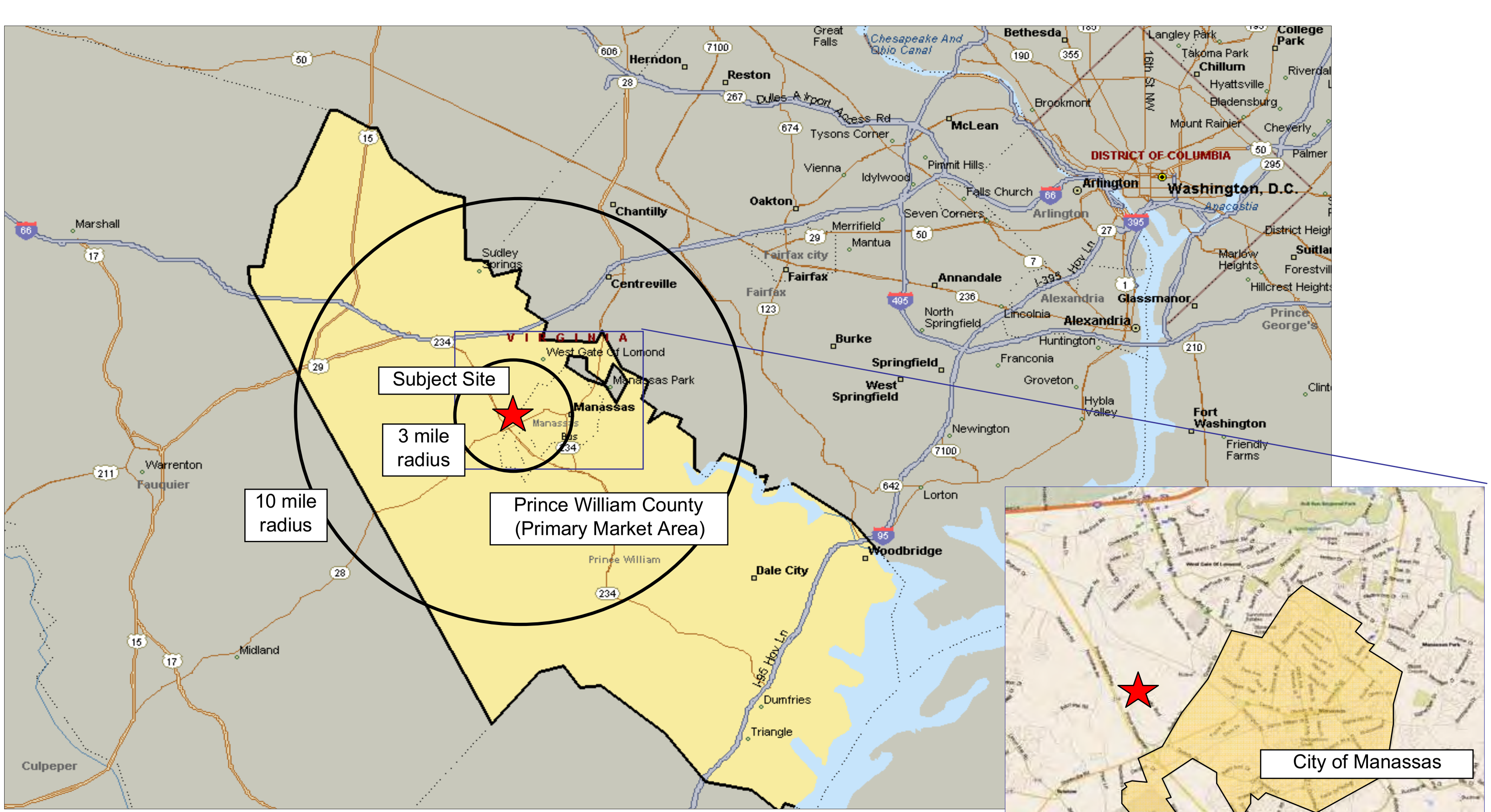
Land Use Details

	Description	Tot. Space / Units	Primary Tenants / Owners	Comments
Office	University office space	38,290 SF	All space leased by University. Uses include administrative offices and classroom space, including landscape architecture studios.	Rent is high for area ($16.50/sf)
Retail	Ground floor retail in three bldgs.	40,000 SF	Buffalo Wild Wings Grill and Bar, Boston Beanery, New Town Fitness, Tibon Day Spa, sign shop, barber shop, coffee shop, Kaplan Educational, martial arts studio.	Rents are at high end of market Project accounts for under 20% of area student-oriented retail
Parking	Surface parking lot	200 spaces	Mix of students, faculty/staff, and local community.	Developer notes that the project could have used more parking
Total		78,290 SF		

I. ECONOMICS & DEMOGRAPHICS

Exhibit I-1

SUBJECT SITE LOCATION MAP
PRINCE WILLIAM COUNTY, VA



SOURCE: Microsoft MapPoint

Exhibit I-1
04-10339.01
Printed: 3/19/2009

Exhibit I-2

HISTORICAL AND PROJECTED HOUSEHOLD GROWTH
PRINCE WILLIAM COUNTY, VA
2000 - 2013

AREA	Census 2000	Claritas Estimates 2008	Claritas Estimates 2013
Prince William County, VA			
Households	94,570	130,405	153,725
Total Growth		35,835	23,320
Average Annual Growth		4,479	4,664
Annual Growth Rate		4.1%	3.3%
Median Income	$66,634	$83,819	$95,116
Annual Income Growth		2.9%	2.6%

SOURCE: Claritas, Inc.

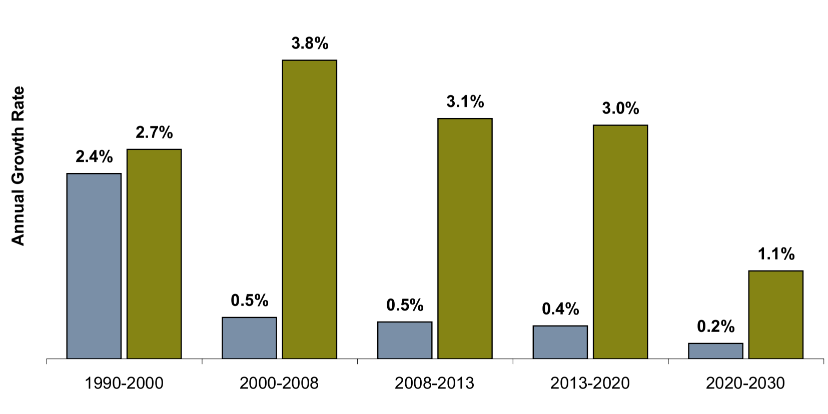
Exhibit I-2
04-10339.01
Printed: 3/19/2009

Exhibit I-3

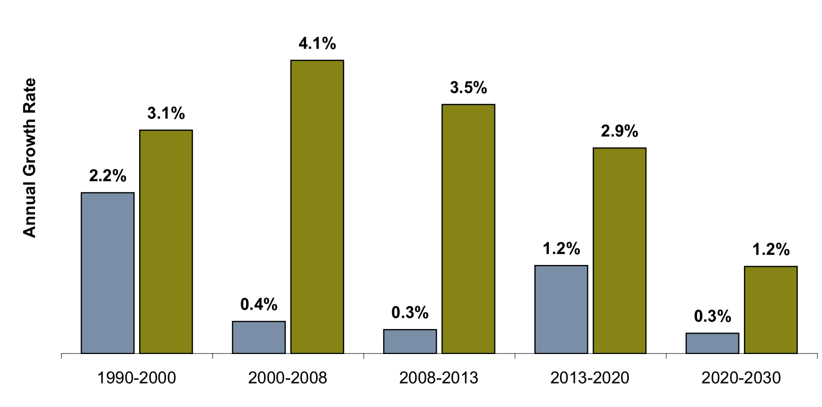
POPULATION AND HOUSEHOLD GROWTH TRENDS AND PROJECTIONS
PRINCE WILLIAM COUNTY AND THE CITY OF MANASSAS, VA
1990 - 2030

	CENSUS 1990	CENSUS 2000	ESTIMATED 2008	PROJECTED 2013	ESTIMATED 2020	PROJECTED 2030	ANNUAL NUMERIC CHANGE 1990-2000	2000-2008	2008-2013	2013-2020	2020-2030
Prince William County (PMA)											
Population	215,140	280,813	379,791	442,328	544,319	609,213	6,567	12,372	12,507	14,570	6,489
Households	69,547	94,570	130,405	154,725	188,641	212,864	2,502	4,479	4,864	4,845	2,422
Household Size	3.09	2.97	2.91	2.86	2.89	2.86					
City of Manassas											
Population	27,754	35,135	36,666	37,543	38,673	39,449	738	191	175	161	78
Households	9,414	11,757	12,186	12,390	13,497	13,882	234	54	41	158	39
Household Size	2.95	2.99	3.01	3.03	2.87	2.84					
City of Manassas as a % of PMA											
Population	12.9%	12.5%	9.7%	8.5%	7.1%	6.5%					
Households	13.5%	12.4%	9.3%	8.0%	7.2%	6.5%					

POPULATION COMPOUND ANNUAL GROWTH BY AREA



HOUSEHOLD COMPOUND ANNUAL GROWTH BY AREA



SOURCE: RCLCO; Claritas, Inc.; DC Metropolitan Council of Governments

Exhibit I-3
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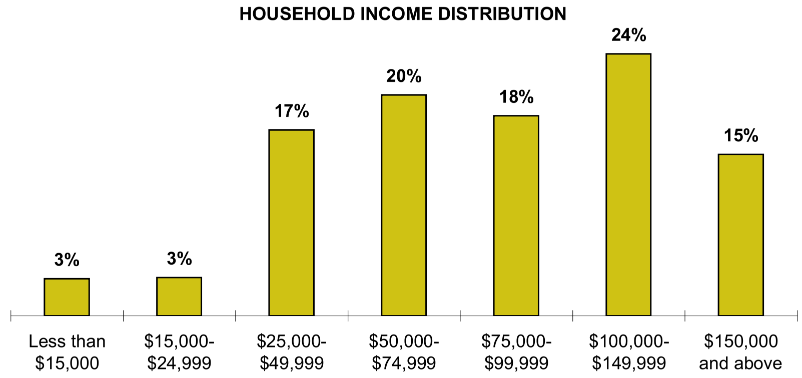
Exhibit I-4

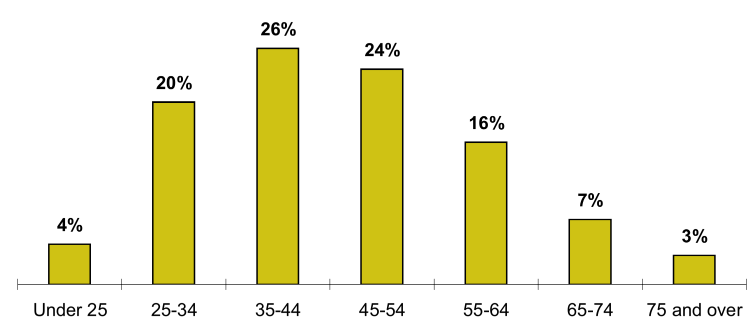
2008 HOUSEHOLDS BY AGE AND INCOME
PRINCE WILLIAM COUNTY, VA

Income Range	Under 25 #	Under 25 %	25-34 #	25-34 %	35-44 #	35-44 %	45-54 #	45-54 %	55-64 #	55-64 %	65-74 #	65-74 %	75 and over #	75 and over %	TOTAL #	TOTAL %
Less than $15,000	477	8%	724	3%	719	2%	533	2%	565	3%	782	8%	579	14%	4,379	3%
$15,000 - $24,999	427	7%	811	3%	756	2%	574	2%	556	3%	784	8%	613	15%	4,521	3%
$25,000 - $34,999	944	16%	1,764	7%	1,189	4%	1,001	3%	984	5%	723	8%	587	14%	7,192	6%
$35,000 - $49,999	1,224	21%	4,143	16%	3,388	10%	2,420	8%	1,647	8%	1,286	14%	620	15%	14,728	11%
$50,000 - $74,999	1,455	25%	6,560	25%	7,295	22%	4,720	15%	3,499	17%	1,982	21%	548	13%	26,059	20%
$75,000 - $99,999	722	13%	5,379	21%	7,315	22%	4,969	16%	3,414	17%	1,276	14%	520	13%	23,595	18%
$100,000 - $124,999	247	4%	3,620	14%	5,699	17%	5,095	17%	3,031	15%	953	10%	282	7%	18,927	15%
$125,000 - $149,999	125	2%	1,511	6%	3,148	9%	4,323	14%	2,175	11%	537	6%	143	3%	11,962	9%
$150,000 - $199,999	92	2%	1,197	5%	2,712	8%	4,480	15%	2,460	12%	540	6%	106	3%	11,587	9%
$200,000 and above	33	1%	427	2%	1,621	5%	2,723	9%	2,065	10%	449	5%	137	3%	7,455	6%
TOTAL	5,746	100%	26,136	100%	33,842	100%	30,838	100%	20,396	100%	9,312	100%	4,135	100%	130,405	100%
Percent of Total	4%		20%		26%		24%		16%		7%		3%		100%	
Median Income	$47,494		$71,407		$87,215		$105,898		$96,263		$62,396		$40,251			

HOUSEHOLD INCOME DISTRIBUTION



DISTRIBUTION OF HOUSEHOLDERS BY AGE



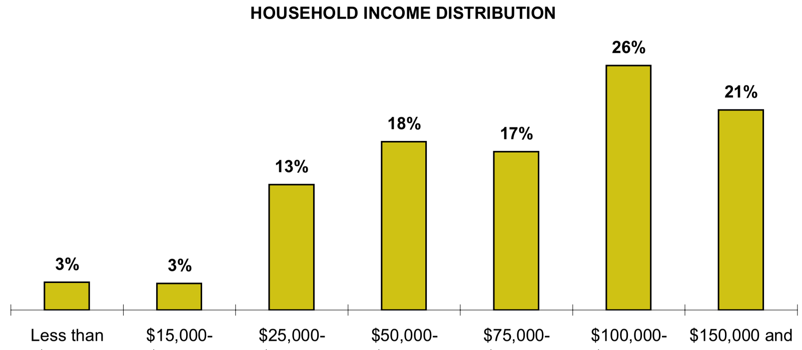
SOURCE: Claritas Inc.

Exhibit I-5

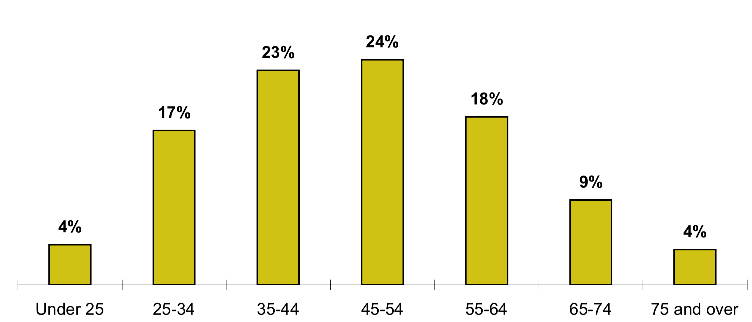
2013 HOUSEHOLDS BY AGE AND INCOME
PRINCE WILLIAM COUNTY, VA

Income Range	Under 25 #	Under 25 %	25-34 #	25-34 %	35-44 #	35-44 %	45-54 #	45-54 %	55-64 #	55-64 %	65-74 #	65-74 %	75 and over #	75 and over %	TOTAL #	TOTAL %
Less than $15,000	447	7%	597	2%	622	2%	561	1%	656	2%	958	7%	651	11%	4,492	3%
$15,000 - $24,999	369	6%	553	2%	666	2%	519	1%	644	2%	849	6%	677	11%	4,277	3%
$25,000 - $34,999	756	11%	1,164	5%	881	2%	850	2%	954	3%	1,051	7%	739	13%	6,395	4%
$35,000 - $49,999	1,388	21%	3,122	12%	2,649	7%	2,147	6%	1,986	7%	1,672	12%	937	16%	13,901	9%
$50,000 - $74,999	1,709	26%	5,944	23%	6,505	18%	5,252	14%	4,066	15%	2,786	20%	943	16%	27,205	18%
$75,000 - $99,999	1,006	15%	5,113	20%	6,946	19%	5,417	14%	4,343	16%	2,141	15%	626	11%	25,592	17%
$100,000 - $124,999	554	8%	4,025	16%	6,213	17%	5,428	14%	3,978	14%	1,540	11%	539	9%	22,277	14%
$125,000 - $149,999	220	3%	2,624	10%	4,560	13%	5,114	14%	3,299	12%	1,115	8%	318	5%	17,250	11%
$150,000 - $199,999	157	2%	1,655	6%	3,790	11%	6,502	17%	3,851	14%	987	7%	220	4%	17,162	11%
$200,000 and above	91	1%	944	4%	2,893	8%	5,718	15%	4,234	15%	1,043	7%	251	4%	15,174	10%
TOTAL	6,697	100%	25,741	100%	35,725	100%	37,508	100%	28,011	100%	14,142	100%	5,901	100%	153,725	100%
Percent of Total	4%		17%		23%		24%		18%		9%		4%		100%	
Median Income	$54,981		$82,288		$98,537		$118,460		$108,306		$72,062		$47,487			

HOUSEHOLD INCOME DISTRIBUTION



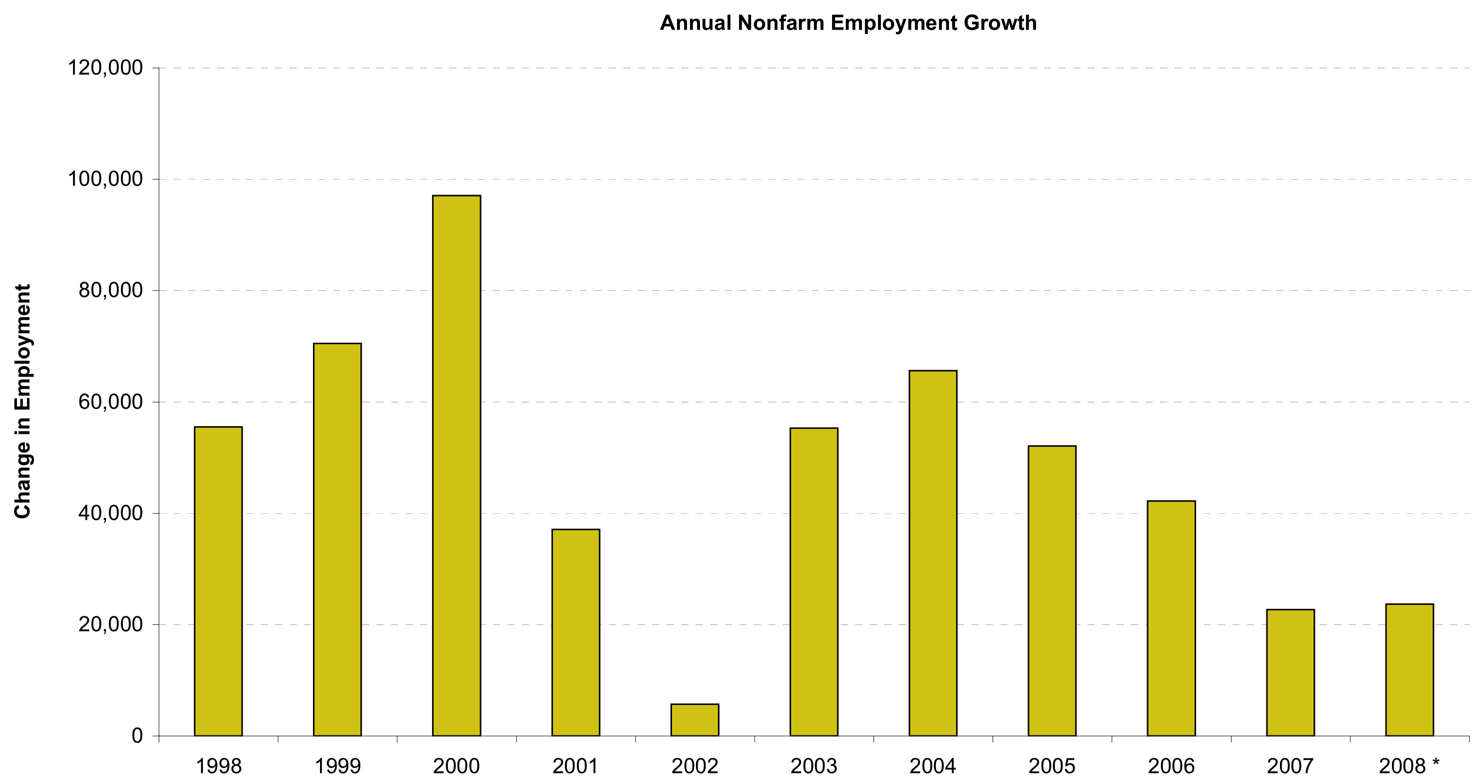
DISTRIBUTION OF HOUSEHOLDERS BY AGE



SOURCE: Claritas Inc.

Exhibit I-6

HISTORICAL EMPLOYMENT GROWTH
WASHINGTON-ARLINGTON-ALEXANDRIA MSA
1998 - 2008



SOURCE: Bureau of Labor Statistics
* Data available through October 2008.

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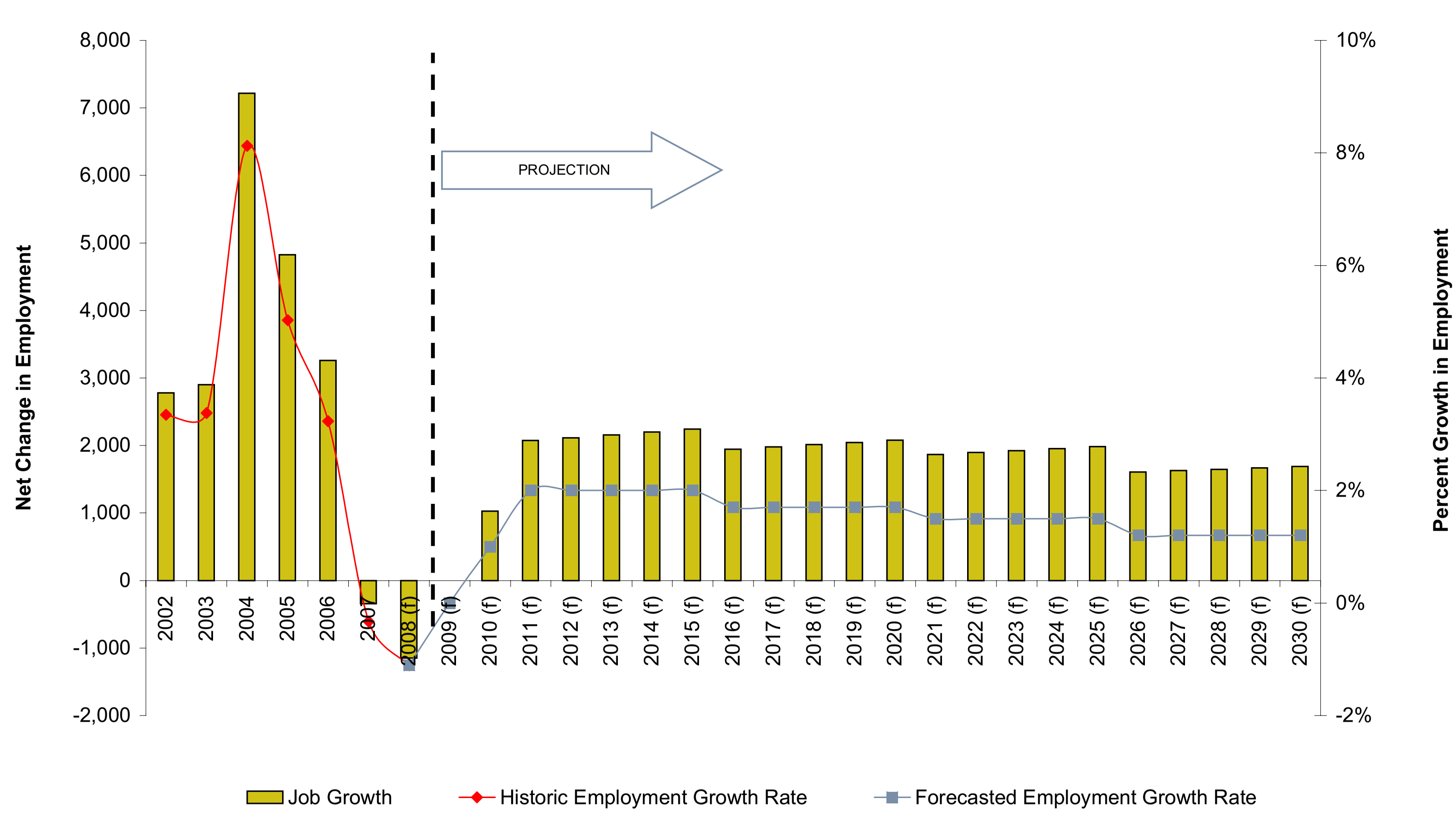
Exhibit I-7

PROJECTED JOB GROWTH
PRINCE WILLIAM COUNTY
2002 - 2030



SOURCE: RCLCO; Bureau of Labor Statistics (historic data); DC Metropolitan Council of Governments (forecasted growth)

Exhibit I-7
04-10339.01
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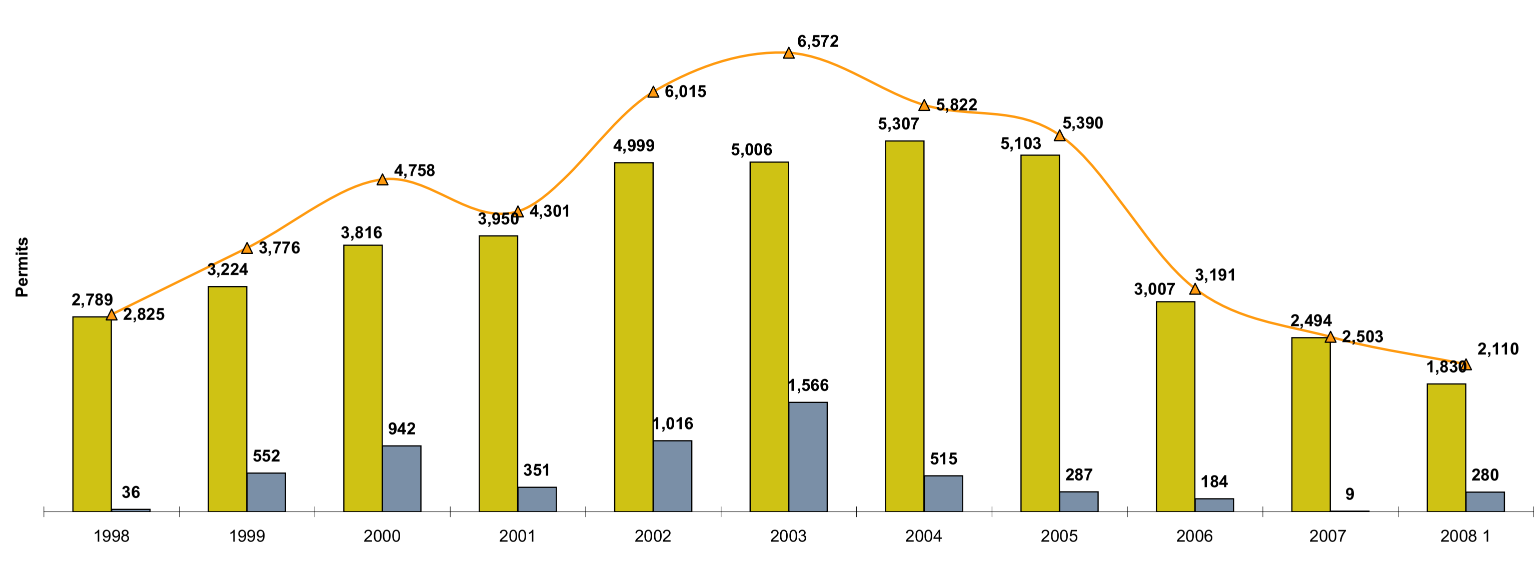
II. HOUSING MARKET

Exhibit II-1

RESIDENTIAL BUILDING PERMIT TRENDS
PRINCE WILLIAM COUNTY, VA
1998 - 2008[1]

TYPE	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008 [1]
PERMITS											
Single-Family	2,789	3,224	3,816	3,950	4,999	5,006	5,307	5,103	3,007	2,494	1,830
Multifamily	36	552	942	351	1,016	1,566	515	287	184	9	280
TOTAL	2,825	3,776	4,758	4,301	6,015	6,572	5,822	5,390	3,191	2,503	2,110
PERCENT DISTRIBUTION											
Single-Family	99%	85%	80%	92%	83%	76%	91%	95%	94%	100%	87%
Multifamily	1%	15%	20%	8%	17%	24%	9%	5%	6%	0%	13%
TOTAL	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

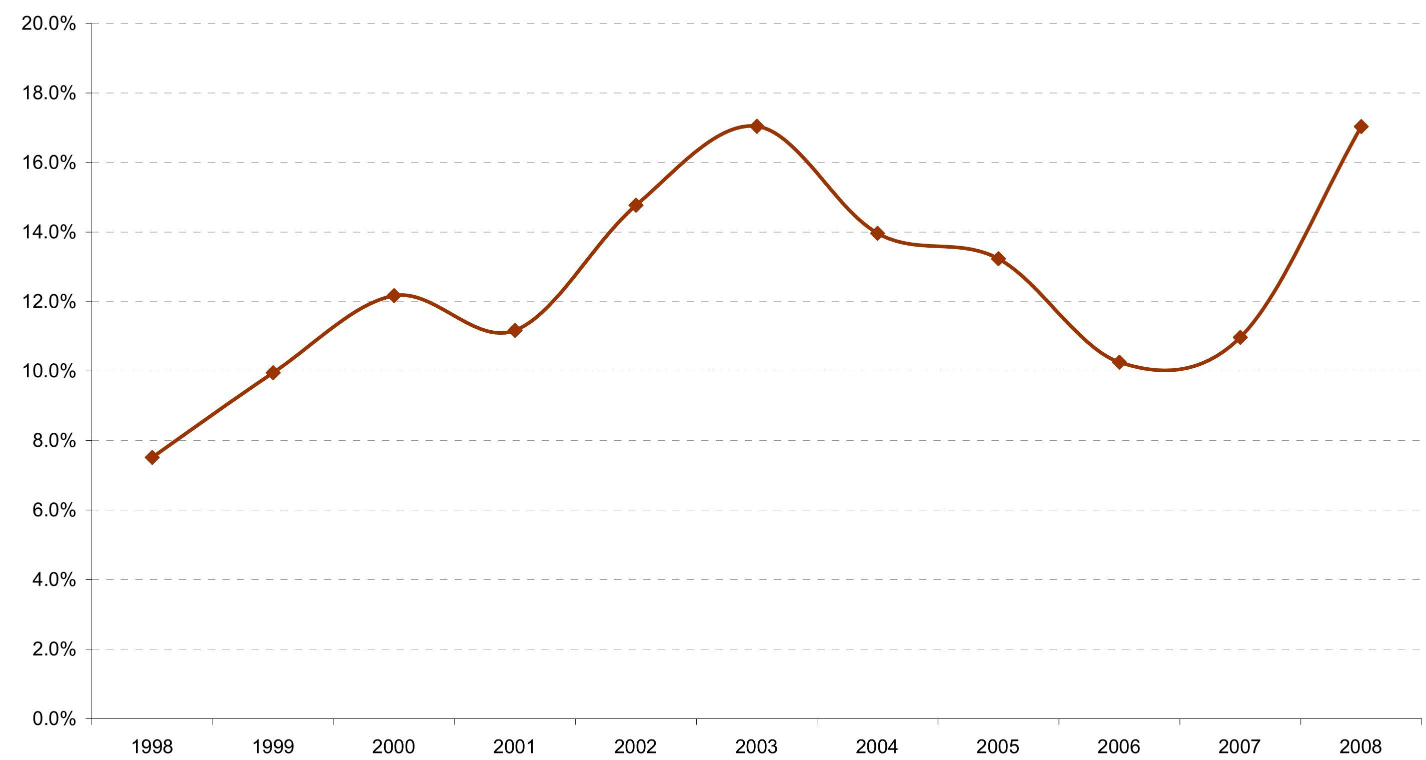


[1] Available through October 2008, then annualized.
SOURCE: HUD State of the Cities Database System

Exhibit II-1
04-10339.01
Printed: 3/19/2009

Exhibit II-2

PRINCE WILLIAM'S COUNTY'S SHARE OF WASHINGTON, DC MSA TOTAL PERMITS
PRINCE WILLIAM COUNTY, VA
1998 - 2008[1]

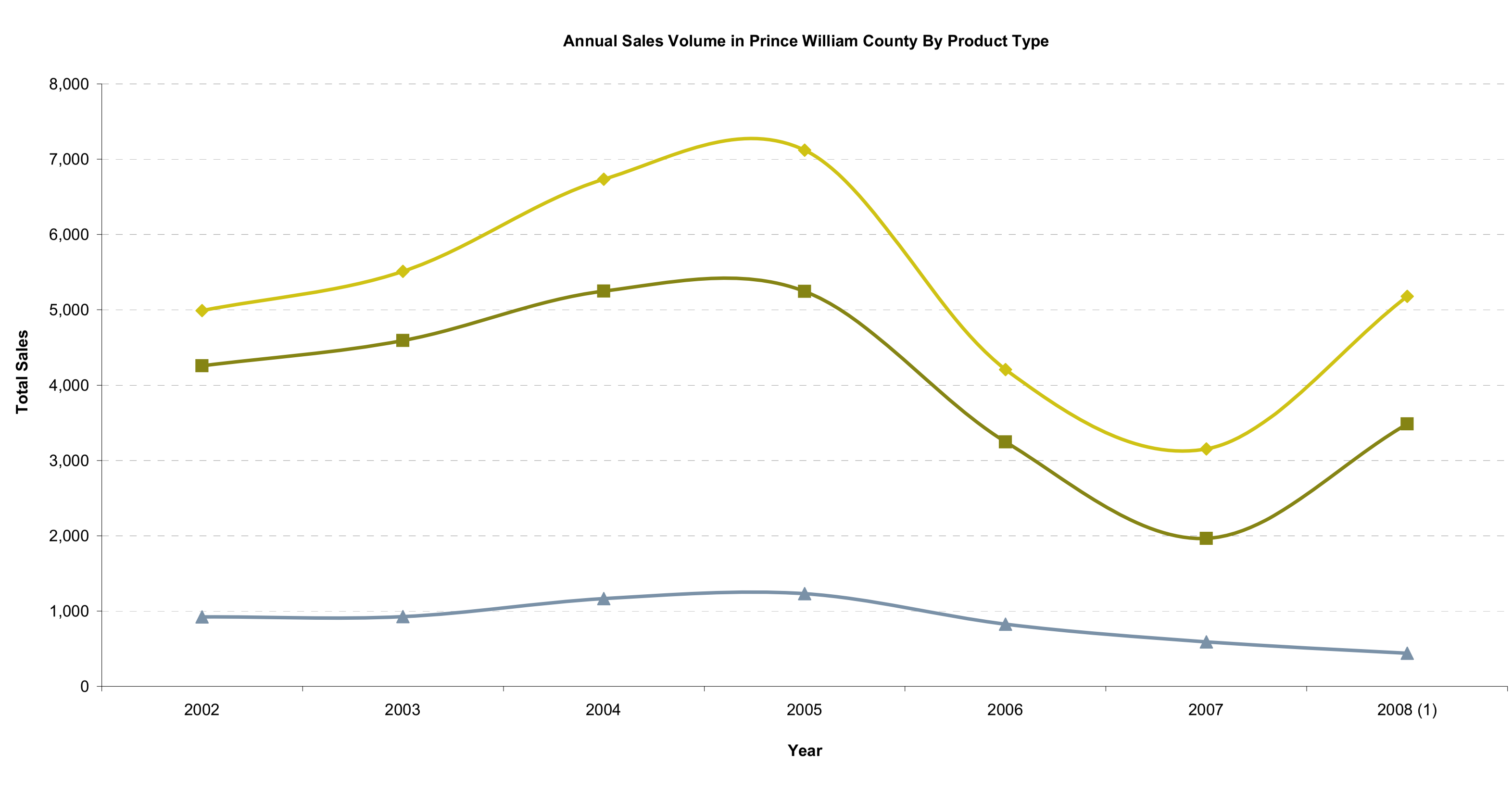


[1] Available through October 2008, then annualized.
SOURCE: HUD State of the Cities Database System

Exhibit II-2
04-10339.01
Printed: 3/19/2009

Exhibit II-3

ANNUAL SALES VOLUME IN PRINCE WILLIAM COUNTY
PRINCE WILLIAM COUNTY, VA
2002 - 2008



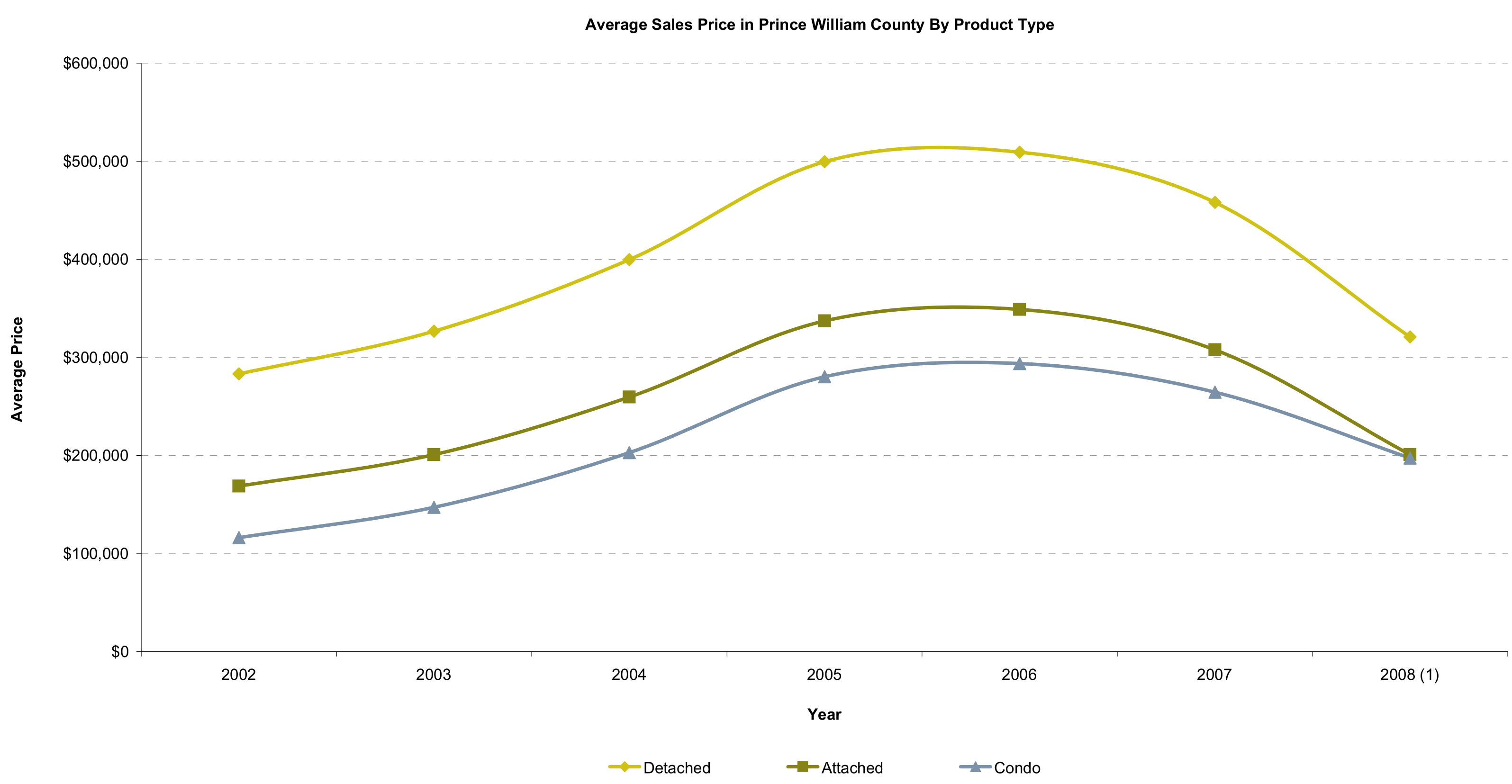
[1] 2008 data reflects year-end projection from October

SOURCE: MRIS

Exhibit II-3
04-10339.01
Printed: 3/19/2009

Exhibit II-4

AVERAGE ANNUAL SALES PRICE IN PRINCE WILLIAM COUNTY
PRINCE WILLIAM COUNTY, VA
2002 - 2008



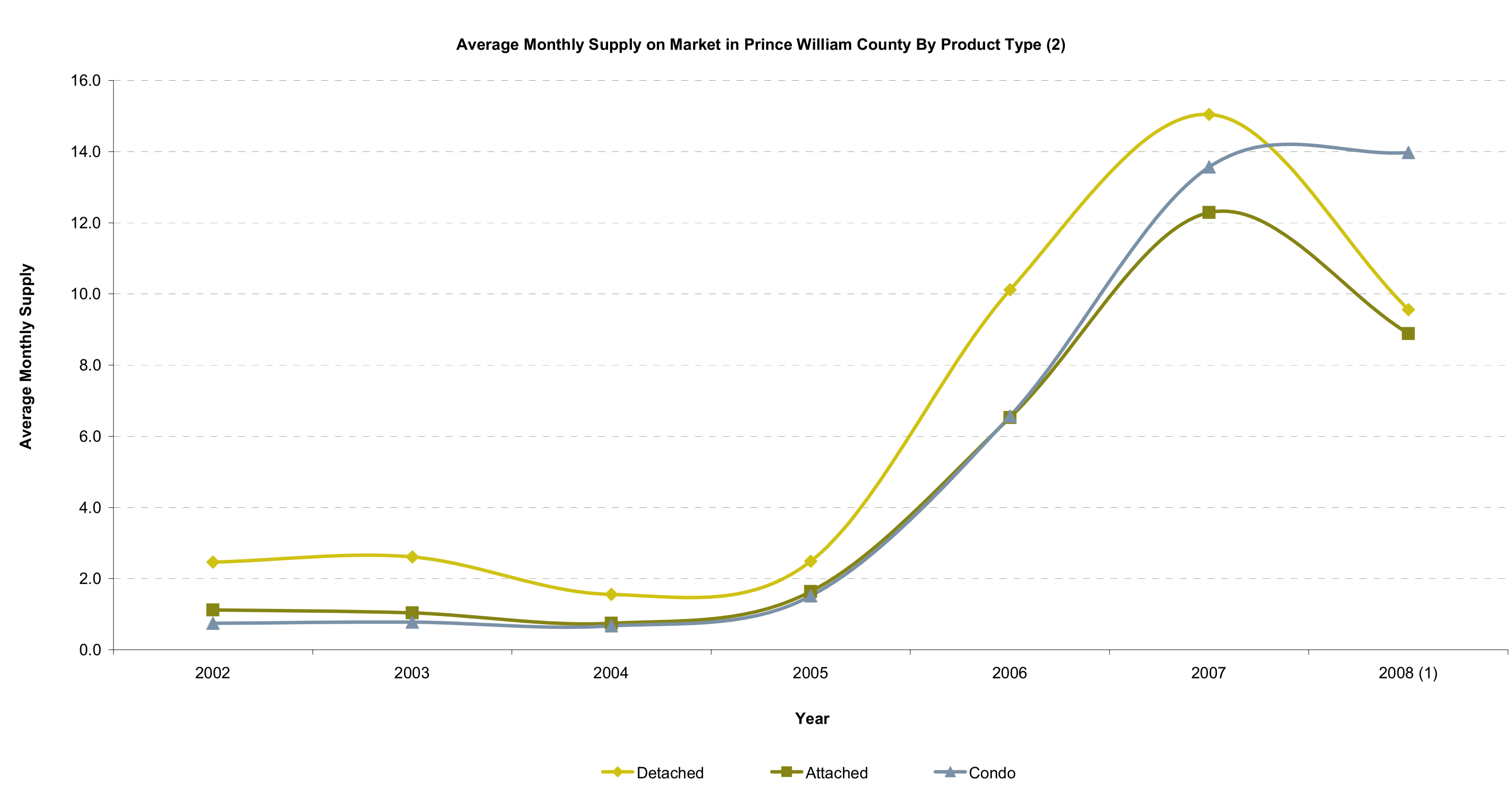
[1] 2008 data reflects year-end projection from October

SOURCE: MRIS

Exhibit II-4
04-10339.01
Printed: 3/19/2009

Exhibit II-5

AVERAGE MONTHLY SUPPLY
PRINCE WILLIAM COUNTY, VA
2002 - 2008

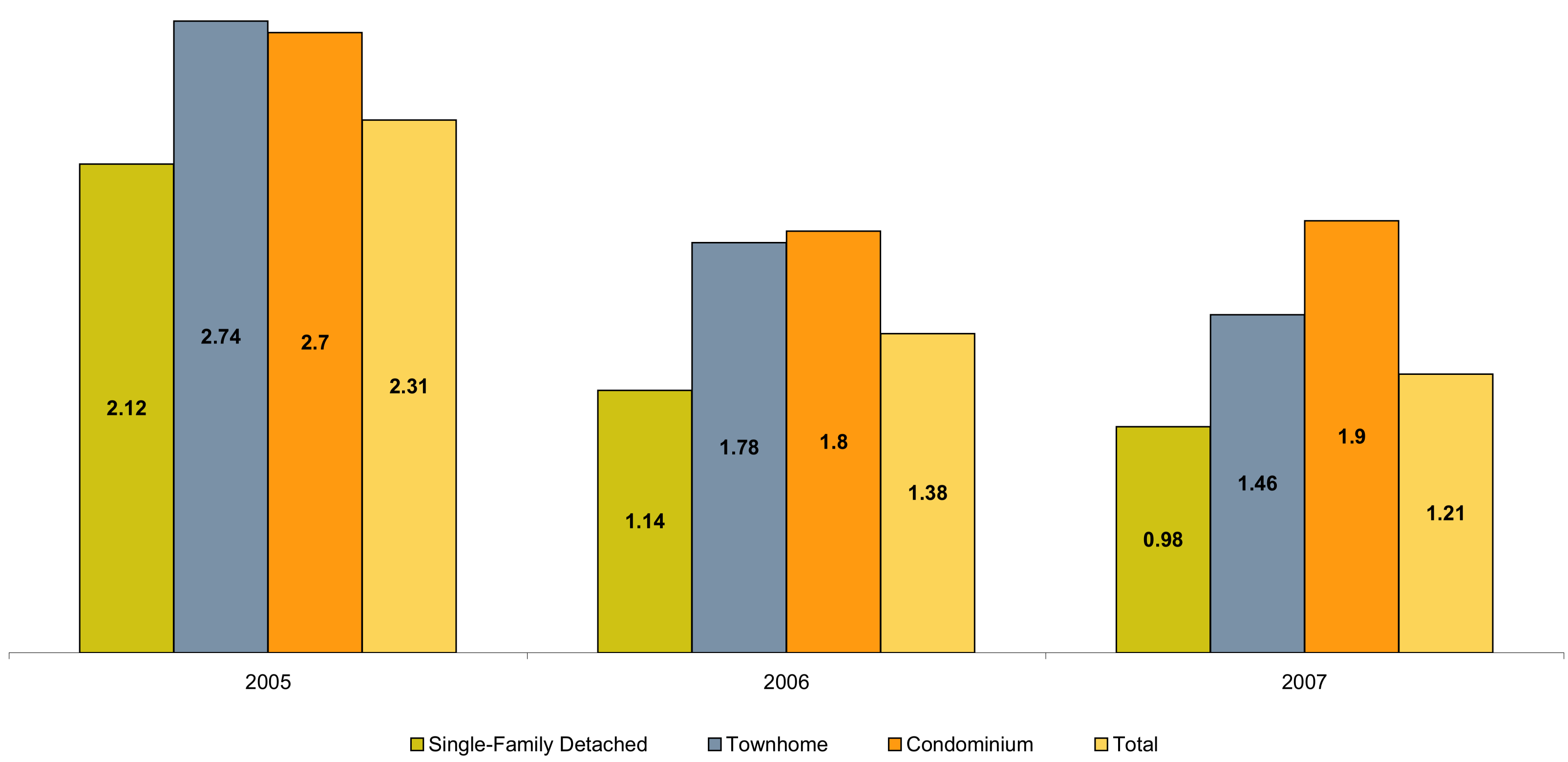


[1] 2008 data reflects year-end projection from October
[2] Monthly supply calculated by dividing the number of active listings each month by the number of sales each month
SOURCE: MRIS

Exhibit II-5
04-10339.01
Printed: 3/19/2009

Exhibit II-6

ANNUAL AVERAGE SALES PER MONTH BY PRODUCT TYPE
PRINCE WILLIAM COUNTY, VA
2005 - 2007

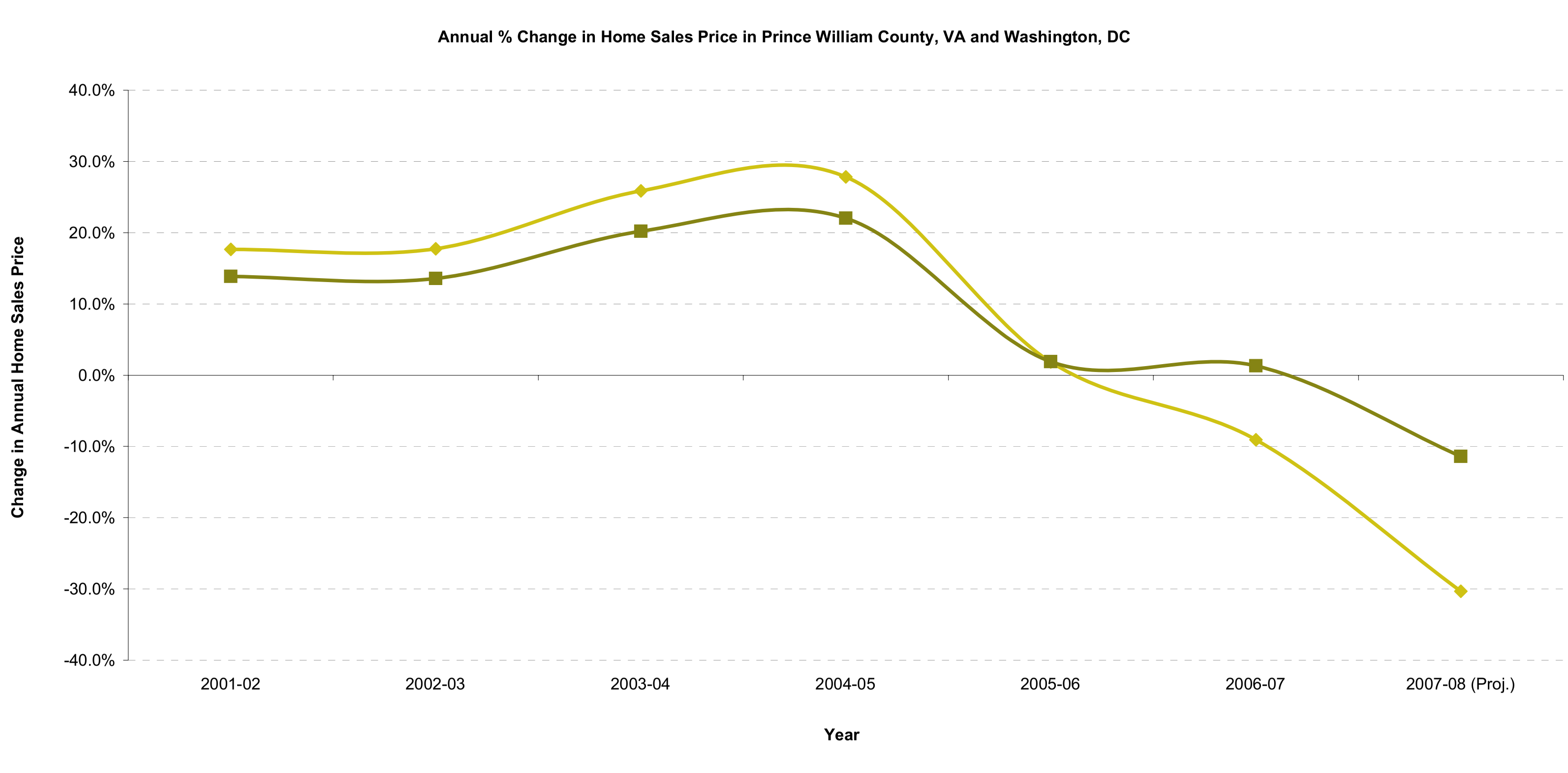


SOURCE: Hanley Wood; RCLCO

Exhibit II-6
04-10339.01
Printed: 3/19/2009

Exhibit II-7

ANNUAL CHANGE IN HOME PRICE
PRINCE WILLIAM COUNTY, VA AND WASHINGTON, DC REGION
2001 - 2008



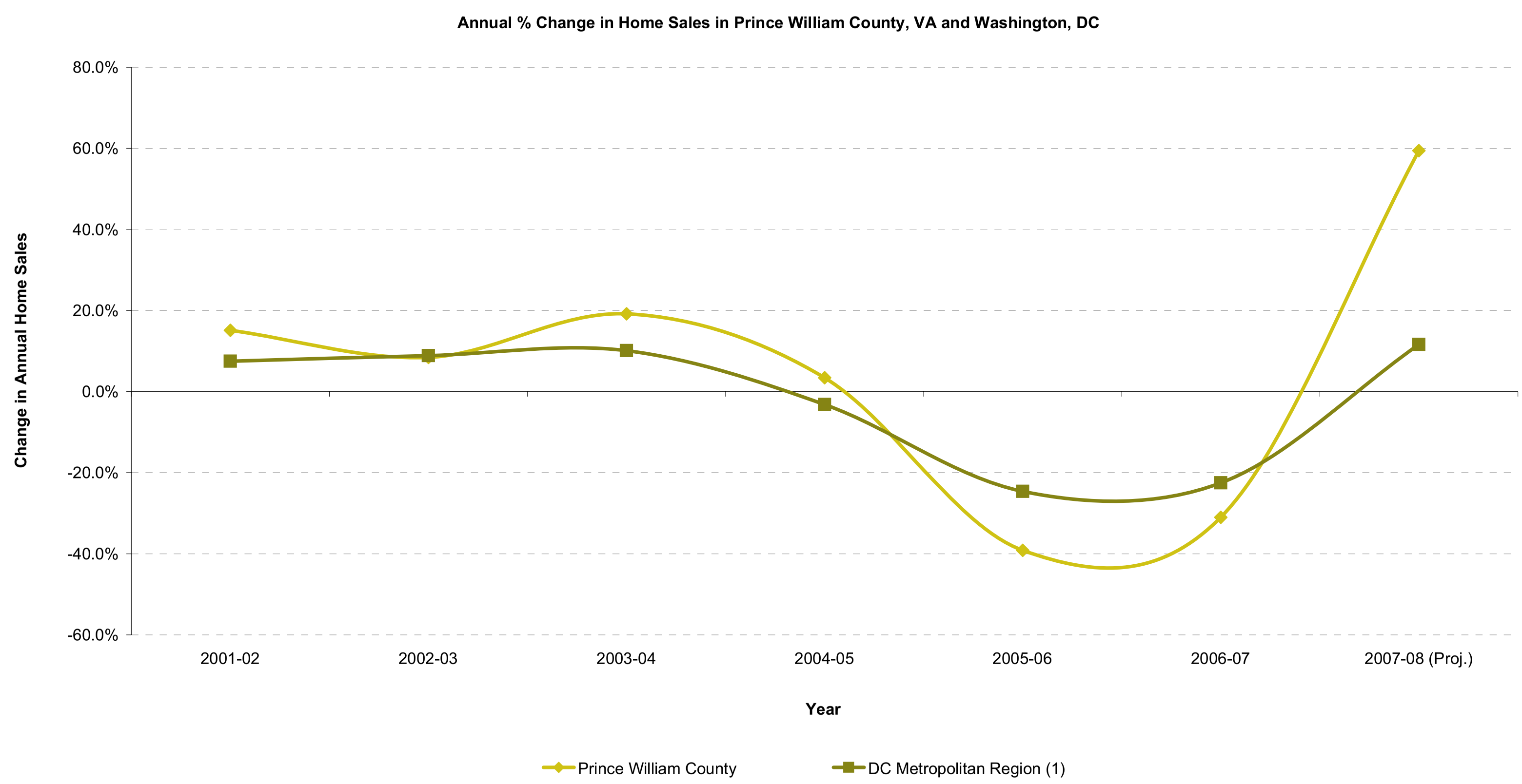
[1] Washington DC area includes Frederick, Charles, Calvert, Anne Arundel, Montgomery, and Prince George's Counties, Maryland; Washington, DC; Loudoun, Spotsylvania, Stafford, Prince William, Arlington and Fairfax Counties, and Alexandria and Fairfax Cities, Virginia

SOURCE: MRIS

Exhibit II-7
04-10339.01
Printed: 3/19/2009

Exhibit II-8

ANNUAL CHANGE IN HOME SALES
PRINCE WILLIAM COUNTY, VA AND WASHINGTON, DC REGION
2001 - 2008



[1] Washington DC area includes Frederick, Charles, Calvert, Anne Arundel, Montgomery, and Prince George's Counties, Maryland; Washington, DC; Loudoun, Spotsylvania, Stafford, Prince William, Arlington and Fairfax Counties, and Alexandria and Fairfax Cities, Virginia

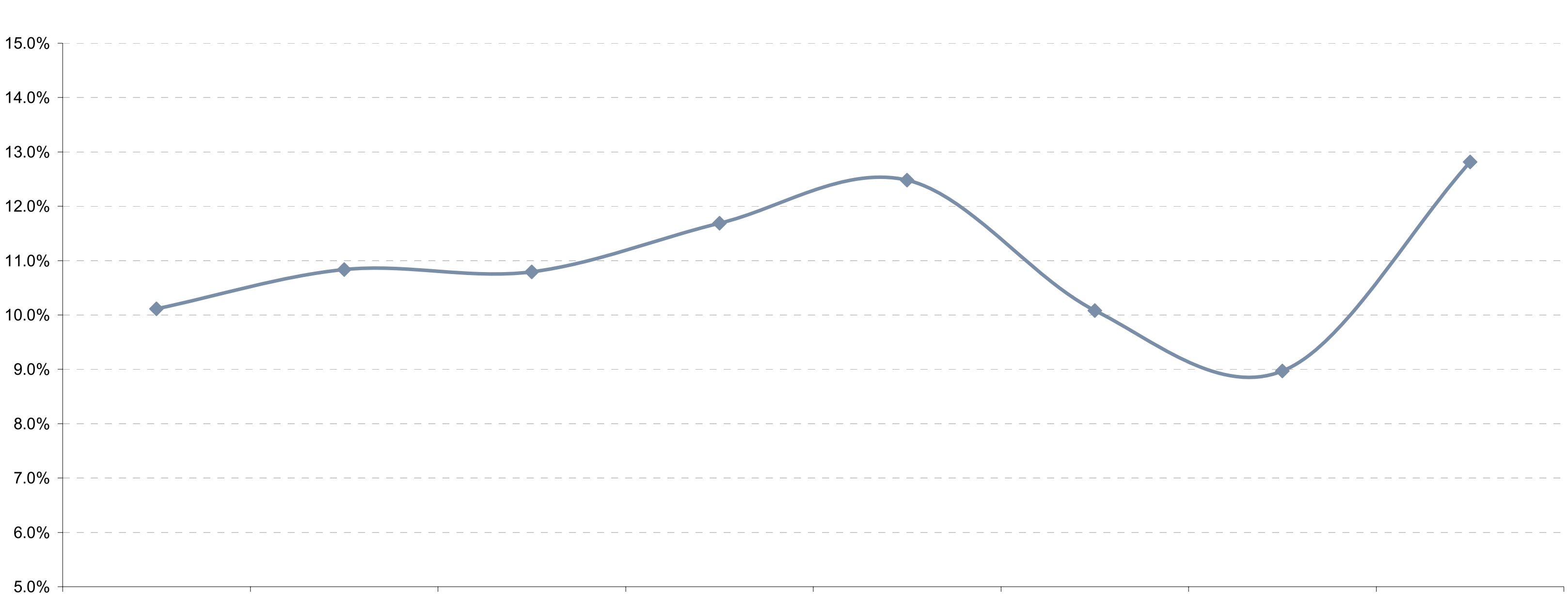
SOURCE: MRIS

Exhibit II-8
04-10339.01
Printed: 3/19/2009

Exhibit II-9

PRINCE WILLIAM COUNTY'S SHARE OF THE WASHINGTON, DC AREA[1] TOTAL HOME SALES
PRINCE WILLIAM COUNTY, VA
2001 - 2008

REGION	2001	2002	2003	2004	2005	2006	2007	2008 [2]
Prince William County	8,834	10,170	11,030	13,148	13,594	8,277	5,710	9,105
DC	87,349	93,863	102,179	112,480	108,914	82,121	63,650	71,057
Prince William County Share of DC Area Sales	**10.1%**	**10.8%**	**10.8%**	**11.7%**	**12.5%**	**10.1%**	**9.0%**	**12.8%**



[1] Washington DC area includes Frederick, Charles, Calvert, Anne Arundel, Montgomery, and Prince George's Counties, Maryland; Washington, DC; Loudoun, Spotsylvania, Stafford, Prince William, Arlington and Fairfax Counties, and Alexandria and Fairfax Cities, Virginia

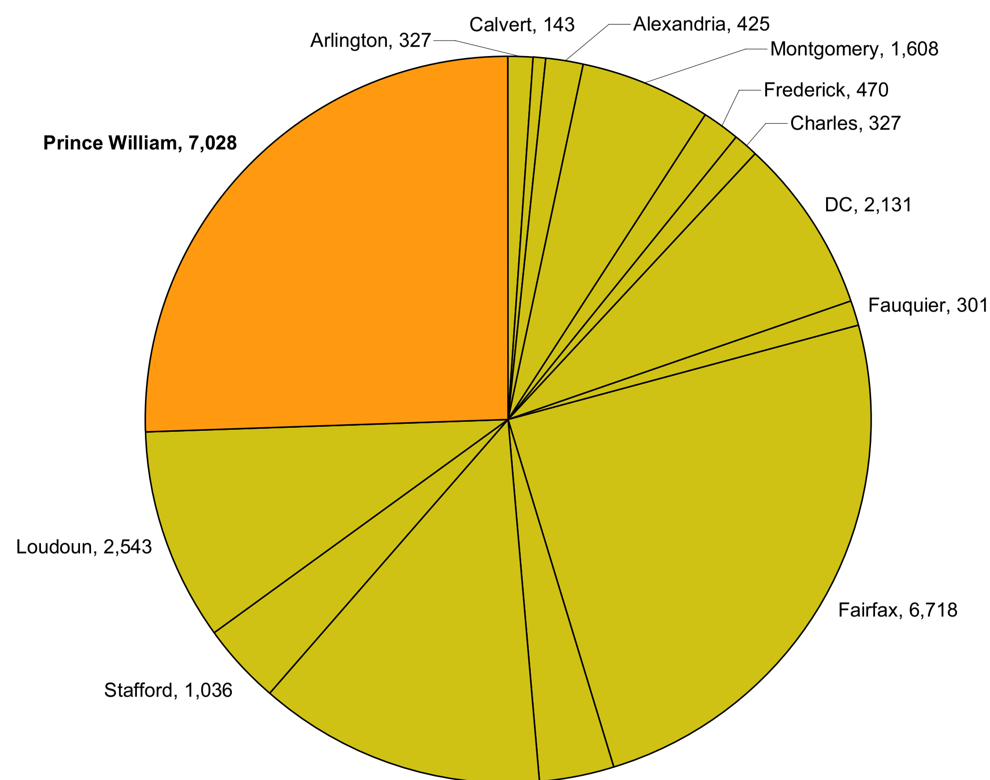
[2] 2008 total sales projected from October figures.

SOURCE: MRIS

Exhibit II-9
04-10339.01
Printed: 3/19/2009

Exhibit II-10

TOTAL FORECLOSURES BY COUNTY
WASHINGTON, DC METRO AREA
DECEMBER 2008



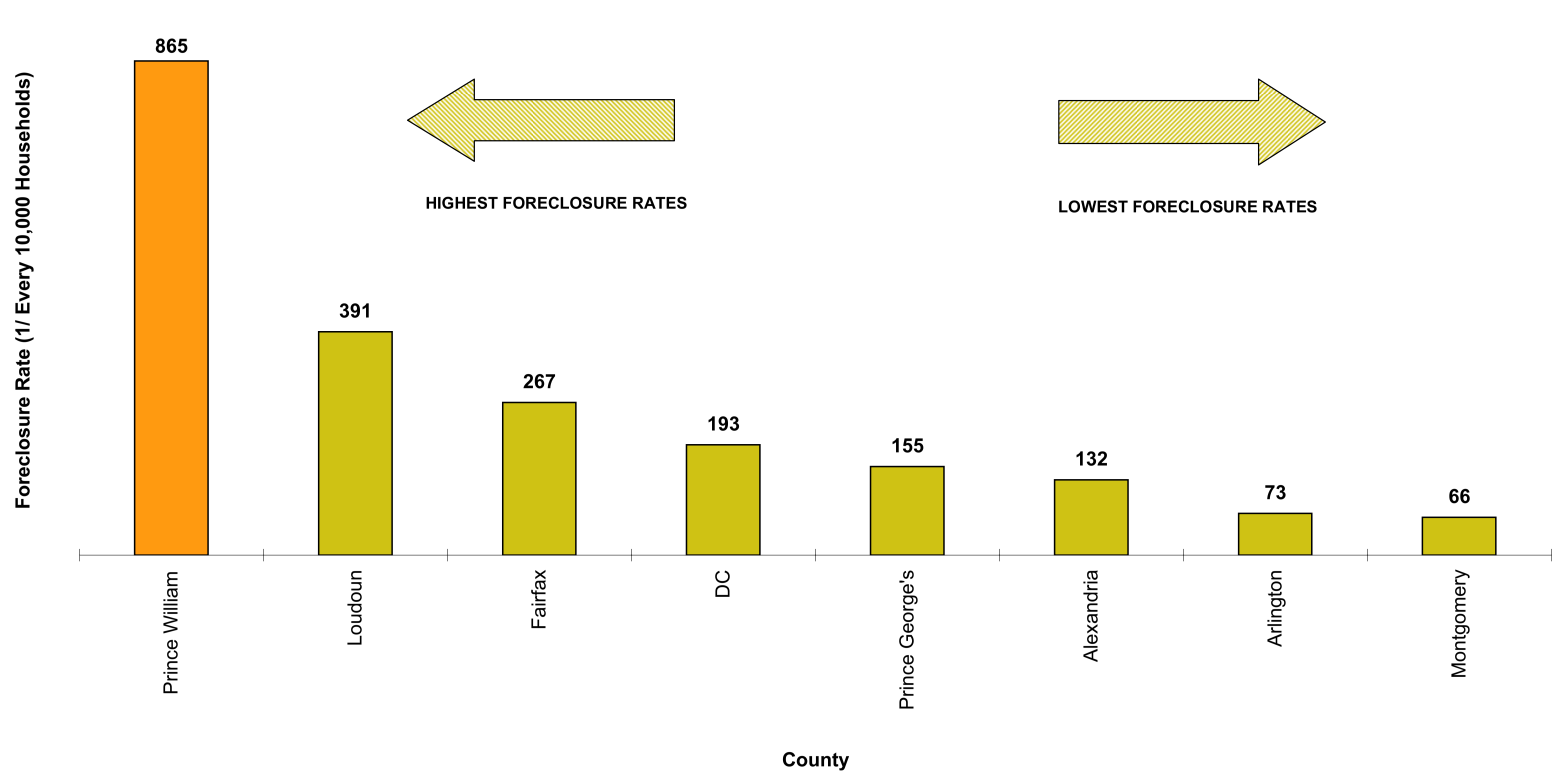
Total Area Foreclosures: 27,420

SOURCE: REALTY TRAC

Exhibit II-10
04-10339.01
Printed: 3/19/2009

Exhibit II-11

FORECLOSURE RATE BY COUNTY[1]
WASHINGTON, DC MSA
DECEMBER 2008



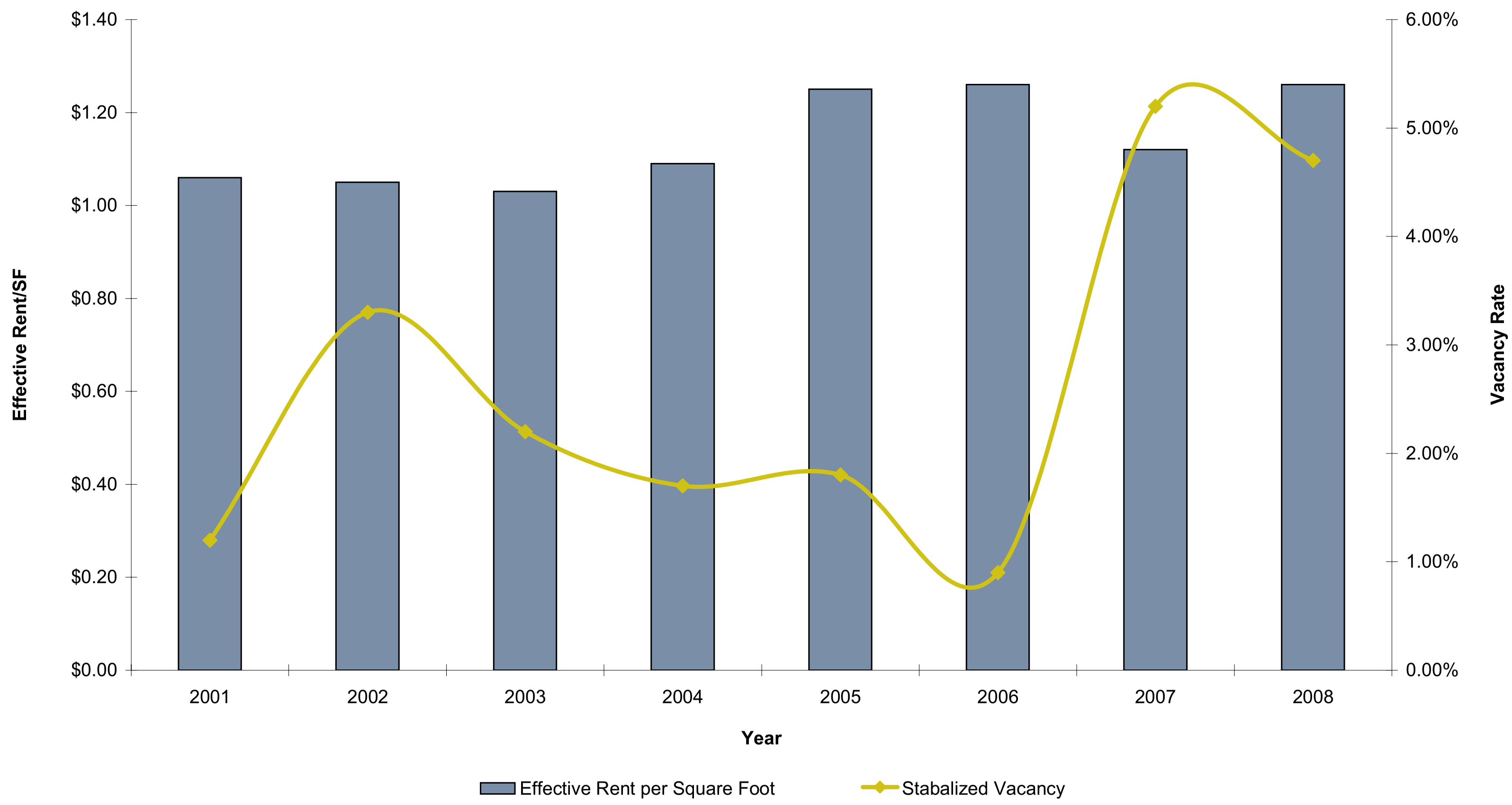
[1] Includes properties that are in pre-foreclosure stages (i.e., Notice of Default or Lis Penden), those with imminent foreclosure (i.e., Notice of Trustee's Sale or Judgement of Foreclosure Sale), and REO (real-estate owned by lender).

SOURCE: RealtyTrac®

Exhibit II-11
04-10339.01
Printed: 3/19/2009

Exhibit II-12

HISTORICAL EFFECTIVE RENT PER SQUARE FOOT AND VACANCY RATE
PRINCE WILLIAM COUNTY, VA
2001 - 2008



SOURCE: Delta Associates

Exhibit II-12
04-10339.01
Printed: 3/19/2009

III. RESIDENTIAL

Exhibit III-1

MAP OF RELEVANT ACTIVELY-SELLING FOR-SALE ATTACHED PRODUCT
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

MAP KEY	ACTIVE AREA FOR-SALE PROJECTS
	CONDOMINIUM PRODUCT
1	Courts at Historic Manassas
	TOWNHOME PRODUCT
2	Katie's Grove
3	Chatsworth Village
4	Village Place Stacked Towns
	FOR-SALE SENIOR ATTACHED PRODUCT
5	Liberty Grove (Condos and Townhomes)
6	Heritage Hunt (Condos at Golf Community)
★	SUBJECT SITE AREA

SOURCE: Microsoft MapPoint; RCLCO

Exhibit III-2

MARKET SUMMARY OF RELEVANT FOR-SALE PRODUCTS
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

PRODUCT TYPE	# RELEVANT ACTIVE COMMUNITIES	MIN SIZE	MAX SIZE	MIN PRICE	MAX PRICE	MIN $/SF	MIN $/SF	DESCRIPTION	BUYER PROFILE
Condominiums	1	928 - 2108		$160,000 - $299,900		$142 - $175		Colonial, brick/siding Mid-level finishes No amenities HOA fees: undetermined	40% local. 60% scattered from DC metro, elsewhere. Mix of first-time and move-down buyers.
Townhomes	3	1250 - 2500		$199,000 - $350,000		$136 - $165		Colonial style Brick façade No amenities Typical HOAs: $75/mo.	Singles and families. Age range: 20s-50s. From northern VA. Many first-time buyers.
Senior Housing	1	1677 - 2404		$249,900 - $374,900		$143 - $188		Condos available Townhomes available Brick facades with siding No amenities	Most buyers are from loca area. Almost all are from VA.

[1] Original plans for the Courts at Historic Manassas call for a total of 94 units. There will be 27 units in the first building (to be delivered in early 2009), and additional phases will come on line as market conditions improve.
SOURCE: RCLCO

Exhibit III-3

MAP OF RELEVANT RENTAL PRODUCT
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

MAP KEY	SELECTED AREA APARTMENTS
	APARTMENTS
1	Regency Place
2	Manassas Meadows
3	Colonial Village of Manassas
4	Battery Heights
5	City Center
6	Maplewood Park
7	Sunnygate Village
8	Ashten Glen
9	Ravens Crest
10	Coverstone
11	Carlyle Station
12	Somerset Pointe Apartments
13	Somerhill Farms
	SENIOR APARTMENTS
14	The Marque at Heritage Hunt
15	Park Place Senior Apartments
	CORPORATE HOUSING
16	The Marque at Heritage Hunt
★	SUBJECT SITE AREA

SOURCE: Microsoft MapPoint; RCLCO

Exhibit III-4

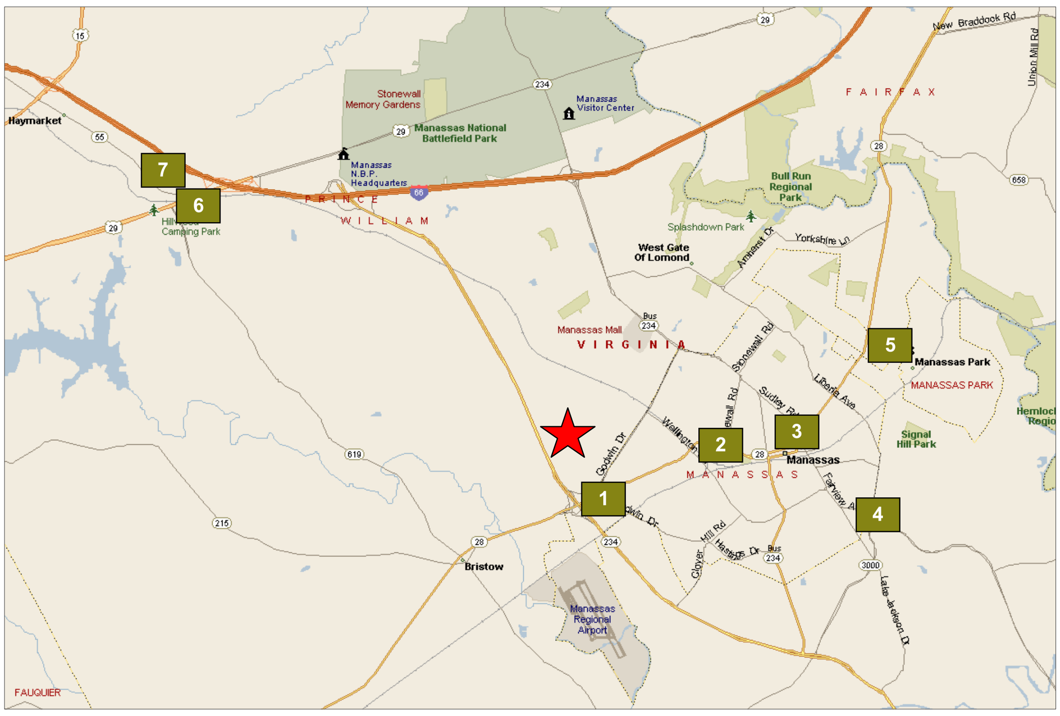
MARKET SUMMERY OF RELEVANT RENTAL PRODUCT
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

PRODUCT TYPE / SUMMARY INFO.	TYPICAL % OCCUPIED		MIN SIZE	MAX SIZE	MIN RENT	MAX RENT	MIN $/SF	MIN $/SF	DESCRIPTION	BUYER PROFILE
Standard Apartments Approx. 28 communities within five miles of site	95%	Average Range	651 - 1,001		$986 - $1,258		$1.31 - $1.55		Largely garden apt. communities. Few recently-built apartments in the area.	Typically singes and families from in or near the local area.
Senior Apartments[1] 2 age restricted 1 assisted living 348 units	90% (Stabilized projects)	Average Range	721 - 1,270		$1,220 - $1,830		$1.40 - $1.79		Large range of amenities offered. Lease-up pace: 3.3 per month.	55+. Singles and couples. Many move to be closer to family.
Corporate Housing 1 community	NA	Average Range	826 - 1,500		$2,500 - $4,000		$2.67 - $3.03		Lease terms vary. Currently there are no corporate unit lessees.	Companies and invididuals.

[1] Data for senior apartments does not include the assisted living community, Cobblestones at Fairmont (size range: 403-510 sf, rent range: $3,200-$4,150/mo.).
SOURCE: RCLCO

Exhibit III-5

MAP OF RELEVANT PLANNED AND PROPOSED RESIDENTIAL PROJECTS
MANASSAS, VA AND VICINITY
JANUARY 2009



MAP KEY	PROPOSED PROJECT	RESID. UNITS
1	Manassas Landing	500
2	Lee's Square	140
3	Van Metre at Old Town	182
4	Hastings Marketplace	95
5	City Center at Manassas Park	565
6	Virginia Gateway	475
7	The Grove at Gainesville	561
	Total	2,518

★ SUBJECT SITE AREA

SOURCE: Microsoft MapPoint; RCLCO

Exhibit III-5
04-10339.01
Printed: 3/19/2009

Exhibit III-6

DETAIL OF RELEVANT PLANNED AND PROPOSED PROJECTS
MANASSAS, VA AND VICINITY
JANUARY 2009

Map Key	Community Name / Location	Developer	Units Planned	Status/Timing	Comments
1	**Manassas Landing** Vicinity of Gateway Blvd., Godwin Dr., and 234 Bypass Manassas, VA 20110	Lerner, City of Manassas	500	Rezoning approved. Site plan has not been submitted.	Multifamily project with mixed use portion.
2	**Lee's Square (Lee's Commons)** Center St. between West Courthouse Rd. Stonewall Rd. Manassas, VA 20110	Ryan Homes	140	Currently inactive. Construction partially underway.	140 townhome-style condominium units.
3	**Van Metre at Old Town** Block bound by Center St., Fairview Ave., Quarry Rd., and Zebedee St. Manassas, VA 20110	Van Metre	182	Site plan under review.	182 multifamily units.
4	**Hastings Marketplace** Block bound by Prince William Pkway, Hastings Dr., Lake Jackson Dr., and Wellington Rd. Manassas, VA 20110	Opus East	95	Mixed use portion under construction, with delivery expected in May, 2009. Townhome section construction has not begun.	Mixed-use development on a 29-acre site. Project includes 34 multifamily units, 61 townhome units, retail space, and additional commercial space.
5	**City Center at Manassas Park** 170 Market St. Manassas Park, VA 20111	Clark Realty	565	Under construction. Delivery of first phase, 274 units in Winter of 2008-09.	Mixed-use Main Street development in Manassas Park across from VRE station. First phase includes 274 luxury apartments.
6	**Virginia Gateway** Wellington Rd. off of Rt 29 Gainesville, VA 20155	The Peterson Cos.	475	First phase of retail under construction and expected to open in April, 2010. Residential component and future retail in planning process.	Multiple use development includes 120,000 GLA retail power center (Gateway Commons), 250,000 GLA lifestyle center (Market Square), and other retail components. Residential neighborhood called Wentworth Village will consist of 475 attached and detached housing units adjacent to the retail center.
7	**The Grove at Gainesville** Area bordered by Route 66, Lee Hwy (29), John Marshall Hwy (55), and Catharpin Rd. Gainesville, VA 20155	Lerner	561	In planning process.	1,000,000-SF mixed-use development on 100 acres along the intersection of Interstate 66 and Lee Highway (Rt. 29). Uses include 565,000 SF anchor retail, 350,000 SF inline retail, 100,000 SF office, 300 hotel rooms, and 561 residential units.
SUBTOTAL			**2,518**		

SOURCE: RCLCO; CoStar; Manassas City Planning Department; Prince William County Department of Economic Development

Exhibit III-6
04-10339.01
Printed:3/19/2009

Exhibit III-7

SUMMARY OF DEMAND BY PRODUCT TYPE
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

HOUSEHOLD GROWTH	PROJECTED 2009-2010	2011-2015	2016-2020	2021-2030	Total
NON-AAC SINGLE-FAMILY DETACHED DEMAND					
25-34 Years Old	122	327	238	467	1,154
35-54 Years Old	1,132	3,043	2,217	4,347	10,739
55-74 Years Old	73	197	144	282	696
TOTAL SFD	**1,327**	**3,567**	**2,599**	**5,095**	**12,588**
Subject Site Capture Rate	0%	0%	0%	0%	0%
Subject Site Demand	**0**	**0**	**0**	**0**	**0**
NON-AAC TOWNHOME DEMAND					
25-34 Years Old	131	353	257	504	1,246
35-54 Years Old	475	1,275	929	1,822	4,501
55-74 Years Old	92	246	179	352	870
TOTAL TH	**698**	**1,875**	**1,366**	**2,678**	**6,616**
Subject Site Capture Rate	1%	1%	1%	1%	1%
Subject Site Demand	**7**	**19**	**14**	**27**	**66**
NON-AAC CONDOMINIUM DEMAND					
25-34 Years Old	62	168	122	239	592
35-54 Years Old	119	319	232	455	1,125
55-74 Years Old	113	303	221	433	1,069
TOTAL Condo	**294**	**789**	**575**	**1,128**	**2,786**
Subject Site Capture Rate	8%	8%	8%	8%	8%
Subject Site Demand	**22**	**59**	**43**	**85**	**209**
TOTAL ANNUAL FOR-SALE NON-AAC DEMAND	**29**	**78**	**57**	**111**	**275**
AAC DEMAND					
Single-Family-Detached	60	161	117	230	569
Subject Site Capture Rate	0%	0%	0%	0%	0%
Subject Site Demand	**0**	**0**	**0**	**0**	**0**
Townhome	75	202	147	288	711
Subject Site Capture Rate	5%	5%	5%	5%	5%
Subject Site Demand	**4**	**10**	**7**	**14**	**36**
Condominium	92	248	181	354	875
Subject Site Capture Rate	10%	10%	10%	10%	10%
Subject Site Demand	**9**	**25**	**18**	**35**	**87**
TOTAL ANNUAL FOR-SALE AAC DEMAND	**13**	**35**	**25**	**50**	**123**
TOTAL RENTAL DEMAND (10% CAPTURE)	**59**	**159**	**116**	**229**	**563**

NOTE: See following exhibits for greater detail.

Exhibit III-8

PROJECTED HOUSING DEMAND
BASED ON HOUSEHOLD GROWTH PROJECTIONS
PRINCE WILLIAM COUNTY, VA

HOUSEHOLD GROWTH		2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	PROJECTED 2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
Annual New Household Growth [1]		3,271	3,000	3,500	4,000	3,500	3,500	3,500	3,000	3,000	3,000	2,250	2,250	2,250	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
PRINCE GEORGE'S COUNTY DEMAND POTEN			2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	PROJECTED 2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
FOR-SALE DEMAND																								
Owner Propensity of New HHs[2]	75.0%		2,250	2,630	3,000	2,630	2,630	2,630	2,250	2,250	2,250	1,690	1,690	1,690	1,880	1,880	1,880	1,880	1,880	1,880	1,880	1,880	1,880	1,880
Structural Vacancy Adjustment[3]																								
+ For-Sale Inventory	3%		80	100	110	100	100	100	80	80	80	60	60	60	70	70	70	70	70	70	70	70	70	70
+ Other Vacancy[4]	3%		80	90	100	90	90	90	80	80	80	60	60	60	60	60	60	60	60	60	60	60	60	60
PMA Annual For-Sale Demand			**2,410**	**2,800**	**3,200**	**2,800**	**2,800**	**2,800**	**2,400**	**2,400**	**2,400**	**1,800**	**1,800**	**1,800**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**	**2,000**
FOR-RENT DEMAND																								
Renter Propensity of New HHs[2]	25.0%		750	880	1,000	880	880	880	750	750	750	560	560	560	630	630	630	630	630	630	630	630	630	630
Structural Vacancy Adjustment[3]																								
+ For-Rent Inventory	8%		240	280	320	280	280	280	240	240	240	180	180	180	200	200	200	200	200	200	200	200	200	200
+ Other Vacancy[4]	1%		30	40	50	40	40	40	30	30	30	30	30	30	30	30	30	30	30	30	30	30	30	30
Annual For-Rent Demand			**1,020**	**1,200**	**1,370**	**1,200**	**1,200**	**1,200**	**1,020**	**1,020**	**1,020**	**770**	**770**	**770**	**860**	**860**	**860**	**860**	**860**	**860**	**860**	**860**	**860**	**860**

[1] Based on Washington, D.C. C.O.G. projections; revised to account for recent economic and housing market conditions (rounded to the nearest 250).
[2] Propensity represents the proportion of homeownership rates from 2000 to 2008, per Census and Claritas data.
[3] Based on data from the 2000 Census.
[4] Based on data from the 2000 Census.

Exhibit III-9

DETAIL OF FOR-SALE RESIDENTIAL DEMAND BY AGE, INCOME, & PRODUCT TYPE
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

													PROJECTED											
HOUSEHOLD GROWTH		2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	Total
Total Annual New Households [1]		3,000	3,500	4,000	3,500	3,500	3,500	3,000	3,000	3,000	2,250	2,250	2,250	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	61,750
Annual For-Sale Demand		2,410	2,800	3,200	2,800	2,800	2,800	2,400	2,400	2,400	1,800	1,800	1,800	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	49,410
											HOUSEHOLDS AGED 25 - 34													
Total Household Growth [2]	15%	363	421	481	421	421	421	361	361	361	271	271	271	301	301	301	301	301	301	301	301	301	301	7,432
$35,000 -$50,000	16%	57	67	76	67	67	67	57	57	57	43	43	43	48	48	48	48	48	48	48	48	48	48	1,178
$50,000 - $75,000	25%	91	106	121	106	106	106	91	91	91	68	68	68	76	76	76	76	76	76	76	76	76	76	1,865
$75,000 - $100,000	21%	75	87	99	87	87	87	74	74	74	56	56	56	62	62	62	62	62	62	62	62	62	62	1,530
$100,000 - $150,000	20%	71	83	94	83	83	83	71	71	71	53	53	53	59	59	59	59	59	59	59	59	59	59	1,459
$150,000 - $250,000	6%	20	23	27	23	23	23	20	20	20	15	15	15	17	17	17	17	17	17	17	17	17	17	413
$250,000 - $500,000	0.5%	2	2	3	2	2	2	2	2	2	1	1	1	2	2	2	2	2	2	2	2	2	2	40
$500,000+	0.1%	0	0	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	8
Total	87%	317	368	421	368	368	368	315	315	315	237	237	237	263	263	263	263	263	263	263	263	263	263	6,494
Choose SFD [3]																								
$35,000 -$50,000	5%	3	3	4	3	3	3	3	3	3	2	2	2	2	2	2	2	2	2	2	2	2	2	59
$50,000 - $75,000	15%	14	16	18	16	16	16	14	14	14	10	10	10	11	11	11	11	11	11	11	11	11	11	280
$75,000 - $100,000	30%	22	26	30	26	26	26	22	22	22	17	17	17	19	19	19	19	19	19	19	19	19	19	459
$100,000 - $150,000	55%	39	45	52	45	45	45	39	39	39	29	29	29	32	32	32	32	32	32	32	32	32	32	803
$150,000 - $250,000	75%	15	18	20	18	18	18	15	15	15	11	11	11	13	13	13	13	13	13	13	13	13	13	310
$250,000 - $500,000	85%	2	2	2	2	2	2	2	2	2	1	1	1	1	1	1	1	1	1	1	1	1	1	34
$500,000+	90%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	7
Total	30%	95	111	126	111	111	111	95	95	95	71	71	71	79	79	79	79	79	79	79	79	79	79	1,952
Income Qualified Households		56	65	75	65	65	65	56	56	56	42	42	42	47	47	47	47	47	47	47	47	47	47	1,154
Choose TH [3]																								
$35,000 -$50,000	10%	6	7	8	7	7	7	6	6	6	4	4	4	5	5	5	5	5	5	5	5	5	5	118
$50,000 - $75,000	25%	23	26	30	26	26	26	23	23	23	17	17	17	19	19	19	19	19	19	19	19	19	19	466
$75,000 - $100,000	50%	37	43	50	43	43	43	37	37	37	28	28	28	31	31	31	31	31	31	31	31	31	31	765
$100,000 - $150,000	30%	21	25	28	25	25	25	21	21	21	16	16	16	18	18	18	18	18	18	18	18	18	18	438
$150,000 - $250,000	10%	2	2	3	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	41
$250,000 - $500,000	5%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	2
$500,000+	0%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total	28%	89	104	119	104	104	104	89	89	89	67	67	67	74	74	74	74	74	74	74	74	74	74	1,830
Income Qualified Households		61	71	81	71	71	71	61	61	61	45	45	45	50	50	50	50	50	50	50	50	50	50	1,246
Choose Condo [3]																								
$35,000 -$50,000	85%	49	57	65	57	57	57	49	49	49	36	36	36	41	41	41	41	41	41	41	41	41	41	1,001
$50,000 - $75,000	60%	55	63	72	63	63	63	54	54	54	41	41	41	45	45	45	45	45	45	45	45	45	45	1,119
$75,000 - $100,000	20%	15	17	20	17	17	17	15	15	15	11	11	11	12	12	12	12	12	12	12	12	12	12	306
$100,000 - $150,000	15%	11	12	14	12	12	12	11	11	11	8	8	8	9	9	9	9	9	9	9	9	9	9	219
$150,000 - $250,000	15%	3	4	4	4	4	4	3	3	3	2	2	2	3	3	3	3	3	3	3	3	3	3	62
$250,000 - $500,000	10%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	4
$500,000+	10%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	1
Total	42%	132	154	176	154	154	154	132	132	132	99	99	99	110	110	110	110	110	110	110	110	110	110	2,712
Income Qualified Households		29	34	38	34	34	34	29	29	29	22	22	22	24	24	24	24	24	24	24	24	24	24	592

Exhibit III-9

DETAIL OF FOR-SALE RESIDENTIAL DEMAND BY AGE, INCOME, & PRODUCT TYPE
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

													PROJECTED											
HOUSEHOLD GROWTH		2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	Total
											HOUSEHOLDS AGED 35 - 54													
Total Household Growth [2]	60%	1,436	1,669	1,907	1,669	1,669	1,669	1,430	1,430	1,430	1,073	1,073	1,073	1,192	1,192	1,192	1,192	1,192	1,192	1,192	1,192	1,192	1,192	29,448
$35,000 -$50,000	9%	129	150	171	150	150	150	128	128	128	96	96	96	107	107	107	107	107	107	107	107	107	107	2,644
$50,000 - $75,000	19%	267	310	354	310	310	310	266	266	266	199	199	199	221	221	221	221	221	221	221	221	221	221	5,470
$75,000 - $100,000	19%	273	317	362	317	317	317	272	272	272	204	204	204	226	226	226	226	226	226	226	226	226	226	5,593
$100,000 - $150,000	28%	406	471	539	471	471	471	404	404	404	303	303	303	337	337	337	337	337	337	337	337	337	337	8,316
$150,000 - $250,000	15%	220	255	292	255	255	255	219	219	219	164	164	164	182	182	182	182	182	182	182	182	182	182	4,505
$250,000 - $500,000	2%	30	35	40	35	35	35	30	30	30	22	22	22	25	25	25	25	25	25	25	25	25	25	613
$500,000+	0.5%	7	8	9	8	8	8	7	7	7	5	5	5	5	5	5	5	5	5	5	5	5	5	134
Total	93%	1,330	1,546	1,766	1,546	1,546	1,546	1,325	1,325	1,325	994	994	994	1,104	1,104	1,104	1,104	1,104	1,104	1,104	1,104	1,104	1,104	27,275
Choose SFD [3]																								
$35,000 -$50,000	10.0%	13	15	17	15	15	15	13	13	13	10	10	10	11	11	11	11	11	11	11	11	11	11	264
$50,000 - $75,000	25.0%	67	77	89	77	77	77	66	66	66	50	50	50	55	55	55	55	55	55	55	55	55	55	1,368
$75,000 - $100,000	50.0%	136	158	181	158	158	158	136	136	136	102	102	102	113	113	113	113	113	113	113	113	113	113	2,796
$100,000 - $150,000	75.0%	304	353	404	353	353	353	303	303	303	227	227	227	252	252	252	252	252	252	252	252	252	252	6,237
$150,000 - $250,000	85.0%	187	217	248	217	217	217	186	186	186	140	140	140	155	155	155	155	155	155	155	155	155	155	3,829
$250,000 - $500,000	90.0%	27	31	36	31	31	31	27	27	27	20	20	20	22	22	22	22	22	22	22	22	22	22	552
$500,000+	90.0%	6	7	8	7	7	7	6	6	6	4	4	4	5	5	5	5	5	5	5	5	5	5	120
Total	56%	740	859	982	859	859	859	737	737	737	553	553	553	614	614	614	614	614	614	614	614	614	614	15,167
Income Qualified Households		524	609	695	609	609	609	522	522	522	391	391	391	435	435	435	435	435	435	435	435	435	435	10,739
Choose TH [3]																								
$35,000 -$50,000	65.0%	84	97	111	97	97	97	83	83	83	63	63	63	70	70	70	70	70	70	70	70	70	70	1,719
$50,000 - $75,000	50.0%	133	155	177	155	155	155	133	133	133	100	100	100	111	111	111	111	111	111	111	111	111	111	2,735
$75,000 - $100,000	30.0%	82	95	109	95	95	95	81	81	81	61	61	61	68	68	68	68	68	68	68	68	68	68	1,678
$100,000 - $150,000	25.0%	101	118	135	118	118	118	101	101	101	76	76	76	84	84	84	84	84	84	84	84	84	84	2,079
$150,000 - $250,000	15.0%	33	38	44	38	38	38	33	33	33	25	25	25	27	27	27	27	27	27	27	27	27	27	676
$250,000 - $500,000	10.0%	3	3	4	3	3	3	3	3	3	2	2	2	2	2	2	2	2	2	2	2	2	2	61
$500,000+	5.0%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	7
Total	33%	437	507	580	507	507	507	435	435	435	326	326	326	362	362	362	362	362	362	362	362	362	362	8,955
Income Qualified Households		220	255	291	255	255	255	219	219	219	164	164	164	182	182	182	182	182	182	182	182	182	182	4,501
Choose Condo [3]																								
$35,000 -$50,000	25%	32	37	43	37	37	37	32	32	32	24	24	24	27	27	27	27	27	27	27	27	27	27	661
$50,000 - $75,000	25%	67	77	89	77	77	77	66	66	66	50	50	50	55	55	55	55	55	55	55	55	55	55	1,368
$75,000 - $100,000	20%	55	63	72	63	63	63	54	54	54	41	41	41	45	45	45	45	45	45	45	45	45	45	1,119
$100,000 - $150,000	0%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
$150,000 - $250,000	0%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
$250,000 - $500,000	0%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
$500,000+	5%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	7
Total	12%	154	179	204	179	179	179	153	153	153	115	115	115	128	128	128	128	128	128	128	128	128	128	3,154
Income Qualified Households		55	64	73	64	64	64	55	55	55	41	41	41	46	46	46	46	46	46	46	46	46	46	1,125

Exhibit III-9

DETAIL OF FOR-SALE RESIDENTIAL DEMAND BY AGE, INCOME, & PRODUCT TYPE
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

HOUSEHOLD GROWTH		PROJECTED																						
		2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	Total
HOUSEHOLDS AGED 55 - 74																								
Total Household Growth [2]	18%	429	498	569	498	498	498	427	427	427	320	320	320	356	356	356	356	356	356	356	356	356	356	8,786
Choose Non-AAC [4]	55%	236	274	313	274	274	274	235	235	235	176	176	176	196	196	196	196	196	196	196	196	196	196	4,832
Choose AAC [4]	45%	193	224	256	224	224	224	192	192	192	144	144	144	160	160	160	160	160	160	160	160	160	160	3,954
Non-AAC																								
$35,000 -$50,000	10%	23	27	31	27	27	27	23	23	23	17	17	17	19	19	19	19	19	19	19	19	19	19	477
$50,000 - $75,000	18%	43	51	58	51	51	51	43	43	43	32	32	32	36	36	36	36	36	36	36	36	36	36	892
$75,000 - $100,000	16%	37	43	49	43	43	43	37	37	37	28	28	28	31	31	31	31	31	31	31	31	31	31	763
$100,000 - $150,000	23%	53	62	71	62	62	62	53	53	53	40	40	40	44	44	44	44	44	44	44	44	44	44	1,089
$150,000 - $250,000	15%	36	41	47	41	41	41	35	35	35	27	27	27	30	30	30	30	30	30	30	30	30	30	731
$250,000 - $500,000	3%	6	7	8	7	7	7	6	6	6	5	5	5	5	5	5	5	5	5	5	5	5	5	130
$500,000+	0.7%	2	2	2	2	2	2	2	2	2	1	1	1	1	1	1	1	1	1	1	1	1	1	36
Total	85%	201	233	267	233	233	233	200	200	200	150	150	150	167	167	167	167	167	167	167	167	167	167	4,117
Choose SFD [3]																								
$35,000 -$50,000	5%	1	1	2	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	24
$50,000 - $75,000	5%	2	3	3	3	3	3	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	45
$75,000 - $100,000	15%	6	6	7	6	6	6	6	6	6	4	4	4	5	5	5	5	5	5	5	5	5	5	114
$100,000 - $150,000	30%	16	19	21	19	19	19	16	16	16	12	12	12	13	13	13	13	13	13	13	13	13	13	327
$150,000 - $250,000	40%	14	17	19	17	17	17	14	14	14	11	11	11	12	12	12	12	12	12	12	12	12	12	292
$250,000 - $500,000	45%	3	3	4	3	3	3	3	3	3	2	2	2	2	2	2	2	2	2	2	2	2	2	59
$500,000+	50%	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	18
Total	21%	43	50	57	50	50	50	43	43	43	32	32	32	36	36	36	36	36	36	36	36	36	36	878
Income Qualified Households		34	39	45	39	39	39	34	34	34	25	25	25	28	28	28	28	28	28	28	28	28	28	696
Choose TH [3]																								
$35,000 -$50,000	15%	3	4	5	4	4	4	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	72
$50,000 - $75,000	25%	11	13	14	13	13	13	11	11	11	8	8	8	9	9	9	9	9	9	9	9	9	9	223
$75,000 - $100,000	30%	11	13	15	13	13	13	11	11	11	8	8	8	9	9	9	9	9	9	9	9	9	9	229
$100,000 - $150,000	30%	16	19	21	19	19	19	16	16	16	12	12	12	13	13	13	13	13	13	13	13	13	13	327
$150,000 - $250,000	35%	12	14	17	14	14	14	12	12	12	9	9	9	10	10	10	10	10	10	10	10	10	10	256
$250,000 - $500,000	35%	2	3	3	3	3	3	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	46
$500,000+	35%	1	1	1	1	1	1	1	1	1	0	0	0	1	1	1	1	1	1	1	1	1	1	13
Total	28%	57	66	75	66	66	66	57	57	57	42	42	42	47	47	47	47	47	47	47	47	47	47	1,164
Income Qualified Households		42	49	56	49	49	49	42	42	42	32	32	32	35	35	35	35	35	35	35	35	35	35	870
Choose Condo [3]																								
$35,000 -$50,000	80%	19	22	25	22	22	22	19	19	19	14	14	14	15	15	15	15	15	15	15	15	15	15	382
$50,000 - $75,000	70%	30	35	40	35	35	35	30	30	30	23	23	23	25	25	25	25	25	25	25	25	25	25	624
$75,000 - $100,000	55%	20	24	27	24	24	24	20	20	20	15	15	15	17	17	17	17	17	17	17	17	17	17	420
$100,000 - $150,000	40%	21	25	28	25	25	25	21	21	21	16	16	16	18	18	18	18	18	18	18	18	18	18	436
$150,000 - $250,000	25%	9	10	12	10	10	10	9	9	9	7	7	7	7	7	7	7	7	7	7	7	7	7	183
$250,000 - $500,000	20%	1	1	2	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	26
$500,000+	15%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	5
Total	50%	101	118	134	118	118	118	101	101	101	76	76	76	84	84	84	84	84	84	84	84	84	84	2,075
Income Qualified Households		52	61	69	61	61	61	52	52	52	39	39	39	43	43	43	43	43	43	43	43	43	43	1,069

Exhibit III-9
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Exhibit III-9

DETAIL OF FOR-SALE RESIDENTIAL DEMAND BY AGE, INCOME, & PRODUCT TYPE
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

HOUSEHOLD GROWTH		PROJECTED																						
		2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	Total
AAC																								
$35,000 -$50,000	10%	19	22	25	22	22	22	19	19	19	14	14	14	16	16	16	16	16	16	16	16	16	16	390
$50,000 - $75,000	18%	36	41	47	41	41	41	35	35	35	27	27	27	30	30	30	30	30	30	30	30	30	30	729
$75,000 - $100,000	16%	30	35	40	35	35	35	30	30	30	23	23	23	25	25	25	25	25	25	25	25	25	25	624
$100,000 - $150,000	23%	43	50	58	50	50	50	43	43	43	32	32	32	36	36	36	36	36	36	36	36	36	36	891
$150,000 - $250,000	15%	29	34	39	34	34	34	29	29	29	22	22	22	24	24	24	24	24	24	24	24	24	24	598
$250,000 - $500,000	3%	5	6	7	6	6	6	5	5	5	4	4	4	4	4	4	4	4	4	4	4	4	4	107
$500,000+	1%	1	2	2	2	2	2	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	29
Total	85%	164	191	218	191	191	191	164	164	164	123	123	123	136	136	136	136	136	136	136	136	136	136	3,369
Choose SFD [3]																								
$35,000 -$50,000	5%	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	20
$50,000 - $75,000	5%	2	2	2	2	2	2	2	2	2	1	1	1	1	1	1	1	1	1	1	1	1	1	36
$75,000 - $100,000	15%	5	5	6	5	5	5	5	5	5	3	3	3	4	4	4	4	4	4	4	4	4	4	94
$100,000 - $150,000	30%	13	15	17	15	15	15	13	13	13	10	10	10	11	11	11	11	11	11	11	11	11	11	267
$150,000 - $250,000	40%	12	14	15	14	14	14	12	12	12	9	9	9	10	10	10	10	10	10	10	10	10	10	239
$250,000 - $500,000	45%	2	3	3	3	3	3	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	2	48
$500,000+	50%	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	15
Total	21%	35	41	47	41	41	41	35	35	35	26	26	26	29	29	29	29	29	29	29	29	29	29	719
Income Qualified Households		28	32	37	32	32	32	28	28	28	21	21	21	23	23	23	23	23	23	23	23	23	23	569
Choose TH [3]																								
$35,000 -$50,000	15%	3	3	4	3	3	3	3	3	3	2	2	2	2	2	2	2	2	2	2	2	2	2	59
$50,000 - $75,000	25%	9	10	12	10	10	10	9	9	9	7	7	7	7	7	7	7	7	7	7	7	7	7	182
$75,000 - $100,000	30%	9	11	12	11	11	11	9	9	9	7	7	7	8	8	8	8	8	8	8	8	8	8	187
$100,000 - $150,000	30%	13	15	17	15	15	15	13	13	13	10	10	10	11	11	11	11	11	11	11	11	11	11	267
$150,000 - $250,000	35%	10	12	14	12	12	12	10	10	10	8	8	8	8	8	8	8	8	8	8	8	8	8	209
$250,000 - $500,000	35%	2	2	2	2	2	2	2	2	2	1	1	1	2	2	2	2	2	2	2	2	2	2	37
$500,000+	35%	0	1	1	1	1	1	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	10
Total	28%	46	54	62	54	54	54	46	46	46	35	35	35	39	39	39	39	39	39	39	39	39	39	952
Income Qualified Households		35	40	46	40	40	40	35	35	35	26	26	26	29	29	29	29	29	29	29	29	29	29	711
Choose Condo [3]																								
$35,000 -$50,000	80%	15	18	20	18	18	18	15	15	15	11	11	11	13	13	13	13	13	13	13	13	13	13	312
$50,000 - $75,000	70%	25	29	33	29	29	29	25	25	25	19	19	19	21	21	21	21	21	21	21	21	21	21	511
$75,000 - $100,000	55%	17	19	22	19	19	19	17	17	17	13	13	13	14	14	14	14	14	14	14	14	14	14	343
$100,000 - $150,000	40%	17	20	23	20	20	20	17	17	17	13	13	13	14	14	14	14	14	14	14	14	14	14	356
$150,000 - $250,000	25%	7	8	10	8	8	8	7	7	7	5	5	5	6	6	6	6	6	6	6	6	6	6	149
$250,000 - $500,000	20%	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	21
$500,000+	15%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	4
Total	50%	83	96	110	96	96	96	82	82	82	62	62	62	69	69	69	69	69	69	69	69	69	69	1,698
Income Qualified Households		43	50	57	50	50	50	42	42	42	32	32	32	35	35	35	35	35	35	35	35	35	35	875

[1] U.S. Census; Washington, D.C. C.O.G.
[2] Claritas, Inc.; RCLCO
[3] Based upon RCLCO judgment assuming product is available.
[4] Del Webb AAC Buyer Survey

Exhibit III-9
04-10339.01
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Exhibit III-10

DETAIL OF FOR-RENT RESIDENTIAL DEMAND BY AGE & INCOME
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

HOUSEHOLD GROWTH		2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	Total
												PROJECTED												
Total Annual New Households [1]		3,000	3,500	4,000	3,500	3,500	3,500	3,000	3,000	3,000	2,250	2,250	2,250	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	61,750
Annual For-Rent Demand		1,020	1,200	1,370	1,200	1,200	1,200	1,020	1,020	1,020	770	770	770	860	860	860	860	860	860	860	860	860	860	21,160
HOUSEHOLDS AGED 25 - 34																								
Total Household Growth [2]	25%	255	301	343	301	301	301	255	255	255	193	193	193	215	215	215	215	215	215	215	215	215	215	5,299
$35,000 -$50,000	16%	40	48	54	48	48	48	40	40	40	31	31	31	34	34	34	34	34	34	34	34	34	34	840
$50,000 - $75,000	25%	64	75	86	75	75	75	64	64	64	48	48	48	54	54	54	54	54	54	54	54	54	54	1,330
$75,000 - $100,000	21%	53	62	71	62	62	62	53	53	53	40	40	40	44	44	44	44	44	44	44	44	44	44	1,091
$100,000 - $150,000	20%	50	59	67	59	59	59	50	50	50	38	38	38	42	42	42	42	42	42	42	42	42	42	1,040
$150,000 - $250,000	6%	14	17	19	17	17	17	14	14	14	11	11	11	12	12	12	12	12	12	12	12	12	12	295
$250,000 - $500,000	0.5%	1	2	2	2	2	2	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	29
$500,000+	0.1%	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	6
Total	87%	223	263	300	263	263	263	223	223	223	168	168	168	188	188	188	188	188	188	188	188	188	188	4,630
Income Qualified Households		119	140	159	140	140	140	119	119	119	90	90	90	100	100	100	100	100	100	100	100	100	100	2,460
HOUSEHOLDS AGED 35 - 54																								
Total Household Growth	40%	404	475	543	475	475	475	404	404	404	305	305	305	341	341	341	341	341	341	341	341	341	341	8,379
$35,000 -$50,000	9%	36	43	49	43	43	43	36	36	36	27	27	27	31	31	31	31	31	31	31	31	31	31	752
$50,000 - $75,000	19%	75	88	101	88	88	88	75	75	75	57	57	57	63	63	63	63	63	63	63	63	63	63	1,557
$75,000 - $100,000	19%	77	90	103	90	90	90	77	77	77	58	58	58	65	65	65	65	65	65	65	65	65	65	1,591
$100,000 - $150,000	28%	114	134	153	134	134	134	114	114	114	86	86	86	96	96	96	96	96	96	96	96	96	96	2,366
$150,000 - $250,000	15%	62	73	83	73	73	73	62	62	62	47	47	47	52	52	52	52	52	52	52	52	52	52	1,282
$250,000 - $500,000	2%	8	10	11	10	10	10	8	8	8	6	6	6	7	7	7	7	7	7	7	7	7	7	175
$500,000+	0.5%	2	2	2	2	2	2	2	2	2	1	1	1	2	2	2	2	2	2	2	2	2	2	38
Total	93%	374	440	502	440	440	440	374	374	374	282	282	282	315	315	315	315	315	315	315	315	315	315	7,761
Income Qualified Households		263	309	353	309	309	309	263	263	263	198	198	198	222	222	222	222	222	222	222	222	222	222	5,452
HOUSEHOLDS AGED 55 - 74																								
Total Household Growth	28%	283	333	381	333	333	333	283	283	283	214	214	214	239	239	239	239	239	239	239	239	239	239	5,879
Choose Non-AAC [3]	55%	156	183	209	183	183	183	156	156	156	118	118	118	131	131	131	131	131	131	131	131	131	131	3,233
Choose AAC [3]	45%	128	150	171	150	150	150	128	128	128	96	96	96	108	108	108	108	108	108	108	108	108	108	2,645
Non-AAC																								
$35,000 -$50,000	10%	15	18	21	18	18	18	15	15	15	12	12	12	13	13	13	13	13	13	13	13	13	13	319
$50,000 - $75,000	18%	29	34	39	34	34	34	29	29	29	22	22	22	24	24	24	24	24	24	24	24	24	24	597
$75,000 - $100,000	16%	25	29	33	29	29	29	25	25	25	19	19	19	21	21	21	21	21	21	21	21	21	21	510
$100,000 - $150,000	23%	35	41	47	41	41	41	35	35	35	27	27	27	30	30	30	30	30	30	30	30	30	30	729
$150,000 - $250,000	15%	24	28	32	28	28	28	24	24	24	18	18	18	20	20	20	20	20	20	20	20	20	20	489
$250,000 - $500,000	3%	4	5	6	5	5	5	4	4	4	3	3	3	4	4	4	4	4	4	4	4	4	4	87
$500,000+	0.7%	1	1	2	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	24
Total	85%	133	156	178	156	156	156	133	133	133	100	100	100	112	112	112	112	112	112	112	112	112	112	2,755
Income Qualified Households		89	104	119	104	104	104	89	89	89	67	67	67	75	75	75	75	75	75	75	75	75	75	1,839

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Exhibit III-10

DETAIL OF FOR-RENT RESIDENTIAL DEMAND BY AGE & INCOME
PRINCE WILLIAM COUNTY, VA
JANUARY 2009

HOUSEHOLD GROWTH		2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	Total
												PROJECTED												
TOTAL NON-AAC RENTAL DEMAND		470	553	631	553	553	553	470	470	470	355	355	355	396	396	396	396	396	396	396	396	396	396	9,751
Subject Site Capture Rate		5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	
SUBJECT SITE RENTAL DEMAND		24	28	32	28	28	28	24	24	24	18	18	18	20	20	20	20	20	20	20	20	20	20	488
AAC																								
$35,000 -$50,000	10%	13	15	17	15	15	15	13	13	13	10	10	10	11	11	11	11	11	11	11	11	11	11	261
$50,000 - $75,000	18%	24	28	32	28	28	28	24	24	24	18	18	18	20	20	20	20	20	20	20	20	20	20	488
$75,000 - $100,000	16%	20	24	27	24	24	24	20	20	20	15	15	15	17	17	17	17	17	17	17	17	17	17	418
$100,000 - $150,000	23%	29	34	39	34	34	34	29	29	29	22	22	22	24	24	24	24	24	24	24	24	24	24	596
$150,000 - $250,000	15%	19	23	26	23	23	23	19	19	19	15	15	15	16	16	16	16	16	16	16	16	16	16	400
$250,000 - $500,000	3%	3	4	5	4	4	4	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	3	71
$500,000+	0.7%	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	1	20
Total	85%	109	128	146	128	128	128	109	109	109	82	82	82	92	92	92	92	92	92	92	92	92	92	2,254
Income Qualified Households		73	85	97	85	85	85	73	73	73	55	55	55	61	61	61	61	61	61	61	61	61	61	1,505
Subject Site Capture Rate		5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	
SUBJECT SITE RENTAL DEMAND		4	4	5	4	4	4	4	4	4	3	3	3	3	3	3	3	3	3	3	3	3	3	75

U.S. Census; Washington, D.C. C.O.G.
Claritas, Inc.; RCLCO
Del Webb AAC Buyer Survey

Exhibit III-10
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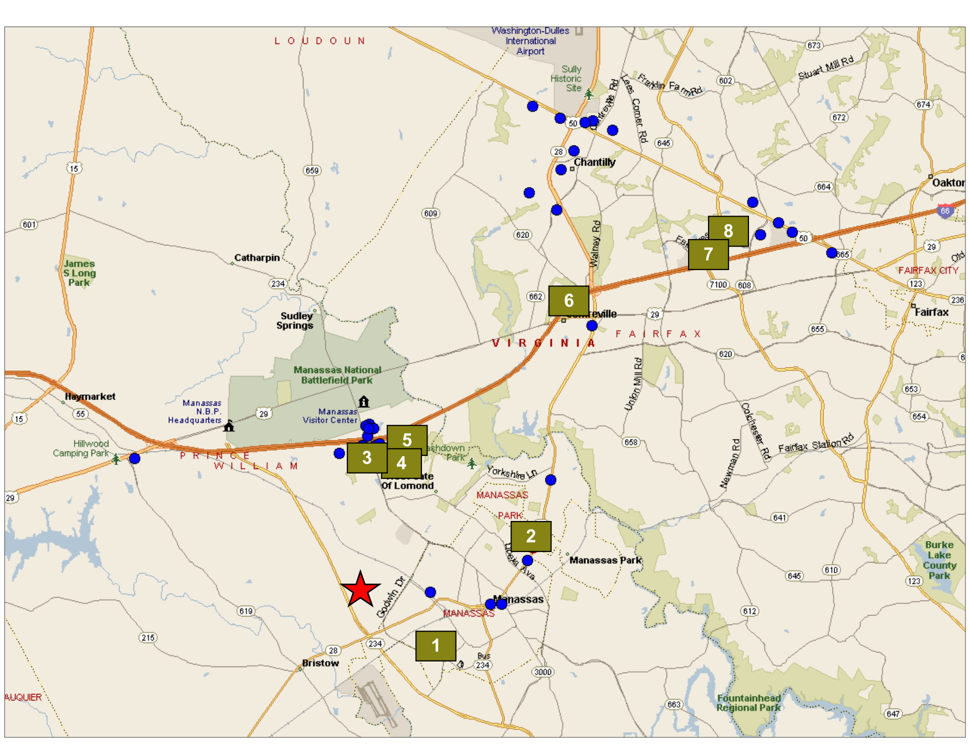
IV. HOTEL

Exhibit IV-1

LOCATION OF SURVEYED HOTELS
SUBJECT SITE AREA, PRINCE WILLIAM COUNTY, VA



MAP KEY	NAME OF COMPARABLE HOTEL	# OF KEYS
★	Subject Site	
1	Courtyard Manassas	149
2	Best Western Manassas	60
3	Best Western Battlefield Inn	123
4	Residence Inn Manassas Battlefield Park	107
5	Holiday Inn Manassas Battlefield	104
6	Springhill Suites Centreville Chantilly	136
7	Hyatt Fair Lakes	316
8	Residence Inn Fair Lakes Fairfax	114
●	Other Area Hotels	

SOURCE: RCLCO; Microsoft MapPoint

Exhibit IV-2

SURVEYED HOTELS
SUBJECT SITE AREA, PRINCE WILLIAM COUNTY, VA

Map Key	Hotel and Address	Tier	Year Built	# of Keys	Meeting Space	Amenities
1	**Courtyard Manassas** 10701 Battlefield Parkway Manassas, VA 20109	Upscale	1989	149	1 meeting room 625 sf Capacity of 30	Meeting room, pool, whirlpool, room service, gym, breakfast café, business center, reception, coffee/tean in lobby, suites available, safe deposit boxes, front desk
2	**Best Western Manassas** 8640 Mathis Avenue Manassas, VA 20110	Mid w/ F&B	1987	60	None	Fitness center, complimentary breakfast, high-speed wireless internet, steam room, 24-hour front desk, business center with fax/printer/computer
3	**Best Western Battlefield Inn** 10820 Balls Ford Road Manassas, VA 20109	Mid w/ F&B	1973	123	1 meeting/banquet room 4,000 sf Capacity of 300	Olympus gym and fitness center for fee, restaurant and lounge, manquet facilities, outdoor swimming pool, free continental breakfast
4	**Residence Inn Manassas Battlefield Park** 7345 Williamson Boulevard Manassas, VA 20109	Upscale	2006	107	1 meeting room 305 sf	Indoor pool, whirlpool, front desk buffet breakfast, coffee/tea in lobby, grab-n-go breakfast', wireless internet, meeting rooms w/ wireless, safe deposit box
5	**Holiday Inn Manassas Battlefield** 10424 Balls Ford Road Manassas, VA 20109	Mid w/ F&B	2007	104	3 meeting rooms 1,450 sf total equipment avail.	4 suites available, indoor pool, whirlpool, off-site fitness center, email/printing/computer services, free wireless internet, 24-hour lounge safety deposit box, in-hotel restaurant

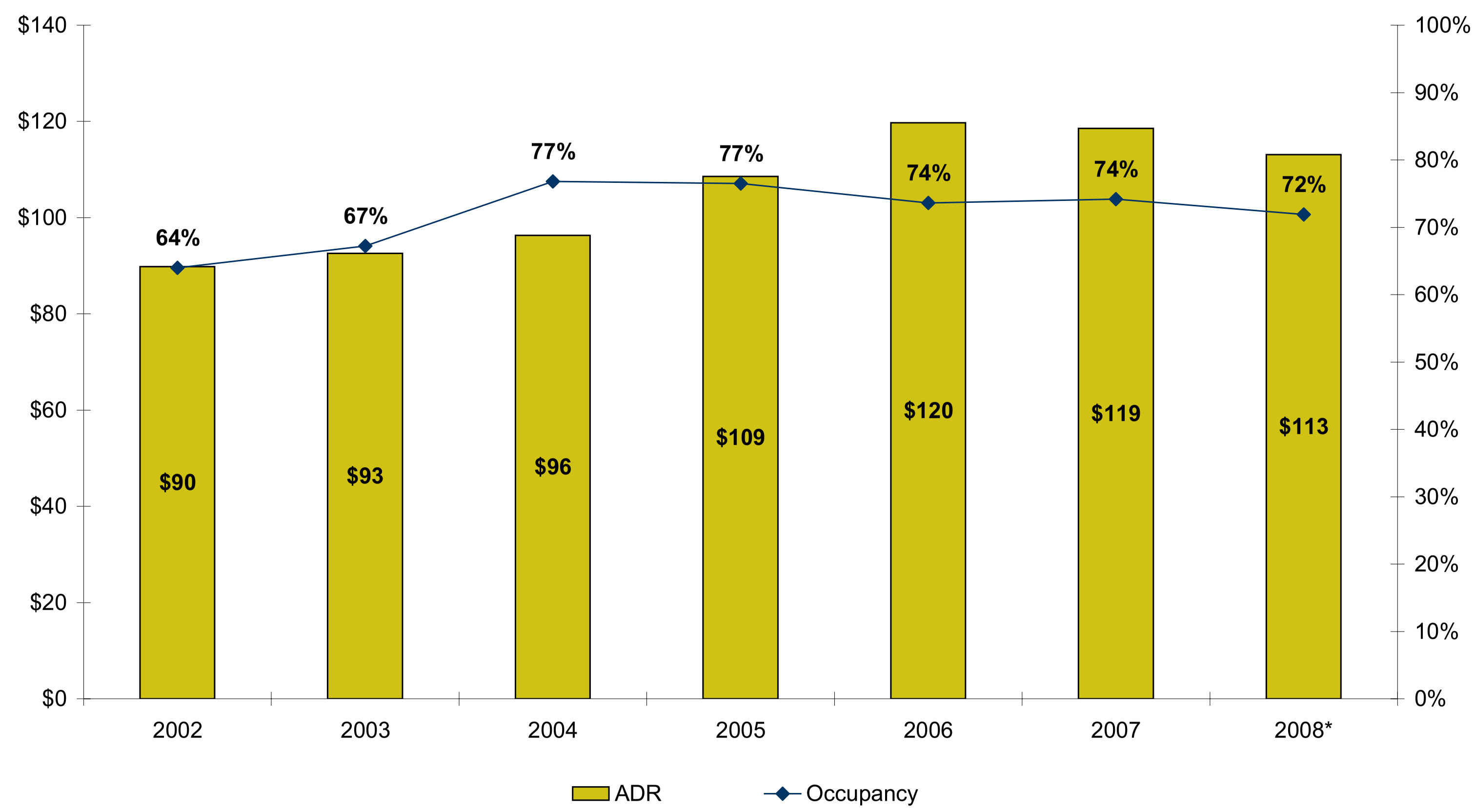
Exhibit IV-2

SURVEYED HOTELS
SUBJECT SITE AREA, PRINCE WILLIAM COUNTY, VA

Map Key	Hotel and Address	Tier	Year Built	# of Keys	Meeting Space	Amenities
6	**Springhill Suites Centreville Chantilly** 5920 Trinity Parkway Centreville, VA 20120	Upscale	2000	136	1 meeting room 300 sf	Meeting room, coffee/tea in lobby, deluxe continental breakfast, free calls, indoor pool, whirlpool, fitness center, wireless internet in public areas and rooms
7	**Hyatt Fair Lakes** 12777 Fair Lakes Circle Fairfax, VA 22033	Upper Upscale	1989	316	7,306 total sf 3 meeting rooms 4 boardrooms 4,140 sf ballroom	Meeting, conference, and banquet facilities, indoor heated lap pool, whirlpool, sundeck, health club, jogging paths, concierge service, gift shop, high-speed wireless internet (fee)
8	**Residence Inn Fair Lakes Fairfax** 12815 Fair Lakes Parkway Fairfax, VA 22033	Upscale	1997	114	2 meeting rooms 1,800 sf	Meeting rooms, outdoor pool, whirlpool, fitness facilities, wireless internet in public areas and rooms

Exhibit IV-3

HISTORICAL OCCUPANCY AND ADR
SUBJECT SITE AREA, PRINCE WILLIAM COUNTY, VA
2002 - 2008



* 2008 data is through October
SOURCE: Smith Travel Research

Exhibit IV-3
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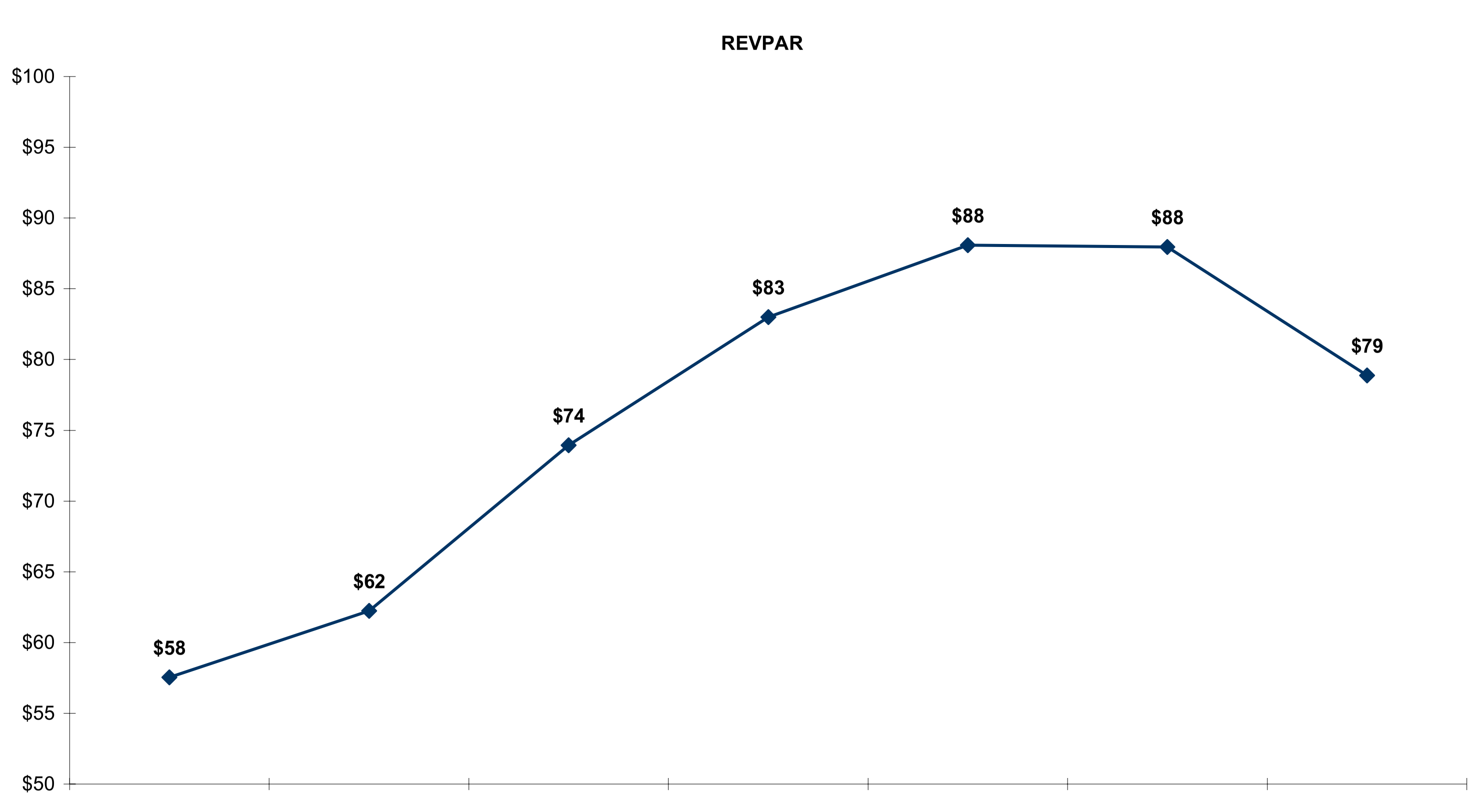
Exhibit IV-4

HISTORICAL REVPAR
SUBJECT SITE AREA, PRINCE WILLIAM COUNTY, VA
2002 - 2008



* 2008 data is annualized
SOURCE: Smith Travel Research

Exhibit IV-4
04-10339.01
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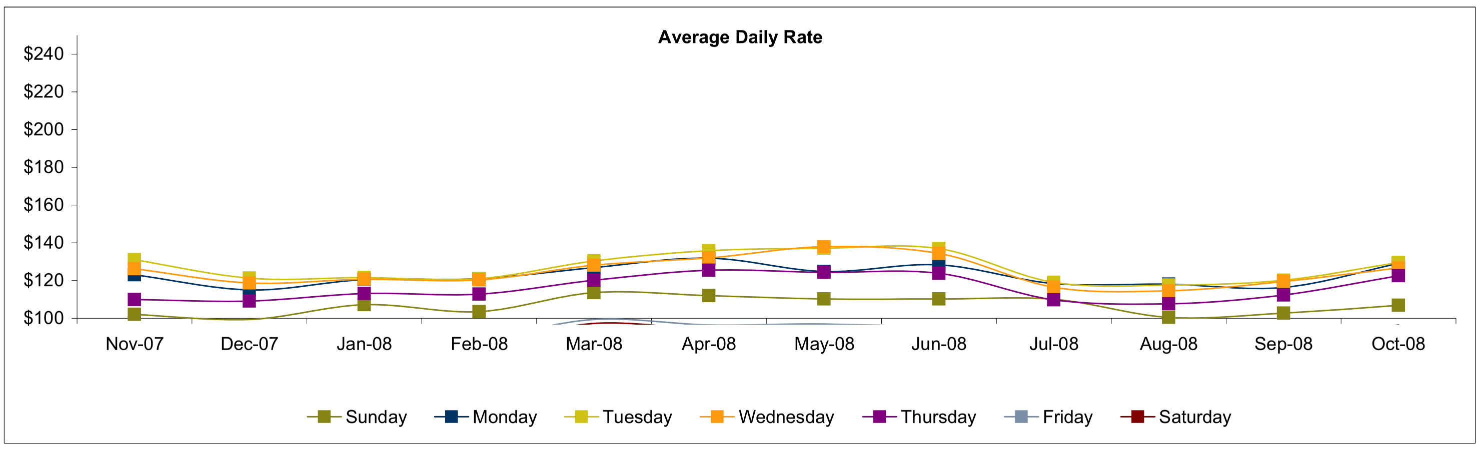
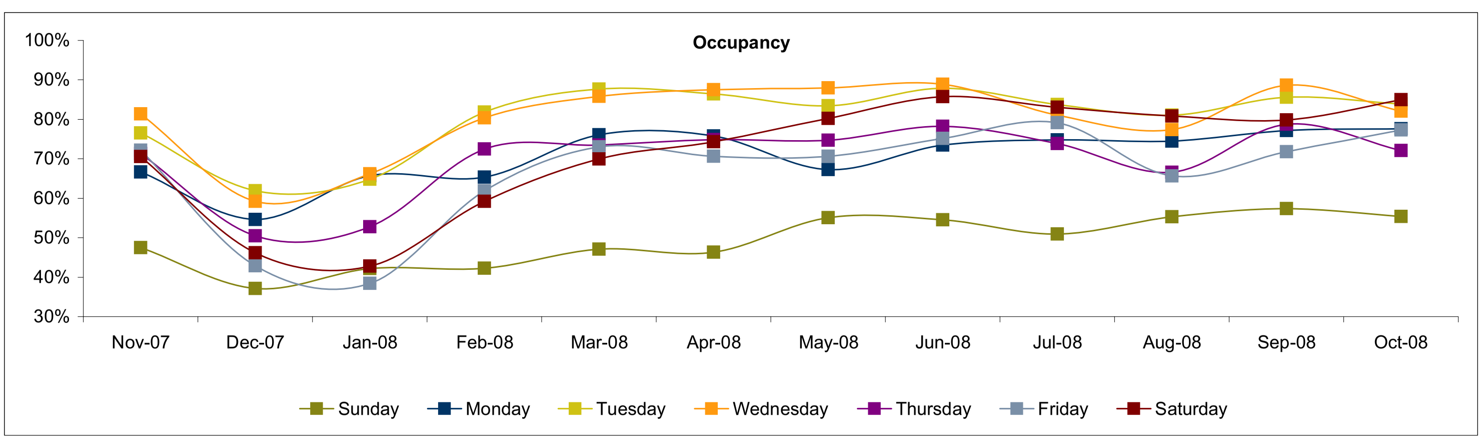
Exhibit IV-5

DAY OF THE WEEK COMPARISON OF ADR AND OCCUPANCY
SUBJECT SITE AREA, PRINCE WILLIAM COUNTY, VA
2002 - 2008





SOURCE: Smith Travel Research

Exhibit IV-5
04-10339.01
Printed: 3/19/2009

Exhibit IV-6

PROJECTED HOTEL ROOM DEMAND
SUBJECT SITE, MANASSAS, VA
2002 - 2030

								Projected					
FACTOR	**2002**	**2003**	**2004**	**2005**	**2006**	**2007**	**2008**	**2009**	**2010**	**2015**	**2020**	**2025**	**2030**
Representative Sample Demanded Room Nights [1]	238,802	244,566	270,880	290,030	286,079	305,918	315,536	331,312	347,878	443,990	566,657	723,214	923,024
Change in Room Night Demand [1]		2.4%	10.8%	7.1%	-1.4%	6.9%	3.1%						
Annual Projected Change in Room Night Demand [2]								5.0%	5.0%	5.0%	5.0%	5.0%	5.0%
Occupancy Rate [1]	64.0%	67.2%	76.8%	76.5%	73.6%	74.2%	70.4%						
Target Occupancy Rate [2]								65%	65%	65%	65%	65%	65%
Total Room Demand								1,396	1,466	1,871	2,388	3,048	3,891
Growth in Rooms Demanded								168	70	405	517	660	842
Additional Demand from Other Sources (10%)								17	7	41	52	66	84
Total New Hotel Demand								185	77	446	569	726	926
Subject Site Hotel Capture of Additional Rooms [3]								20%	20%	20%	20%	20%	20%
Supportable Hotel Rooms at Subject Site								**37**	**15**	**89**	**114**	**145**	**185**
Cumulative Supportable Hotel Rooms at Subject Site								**37**	**52**	**141**	**255**	**400**	**586**
Supportable Hotels at Subject Site [4]								**0**	**0**	**1**	**1**	**2**	**2**

[1] Smith Travel Research; mid scale to upper scale hotels near Manassas, VA.
[2] RCLCO estimate based on typical occupancy of a successful hotel.
[3] RCLCO estimate based on market context.
[4] Based on the average number of rooms at Marriott hotels within 15 miles of the subject site: approximately 300 rooms.

Demand
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V. OFFICE

Exhibit V-1

MAP OF OFFICE CORES
NORTHERN VIRGINIA
JANUARY 2009

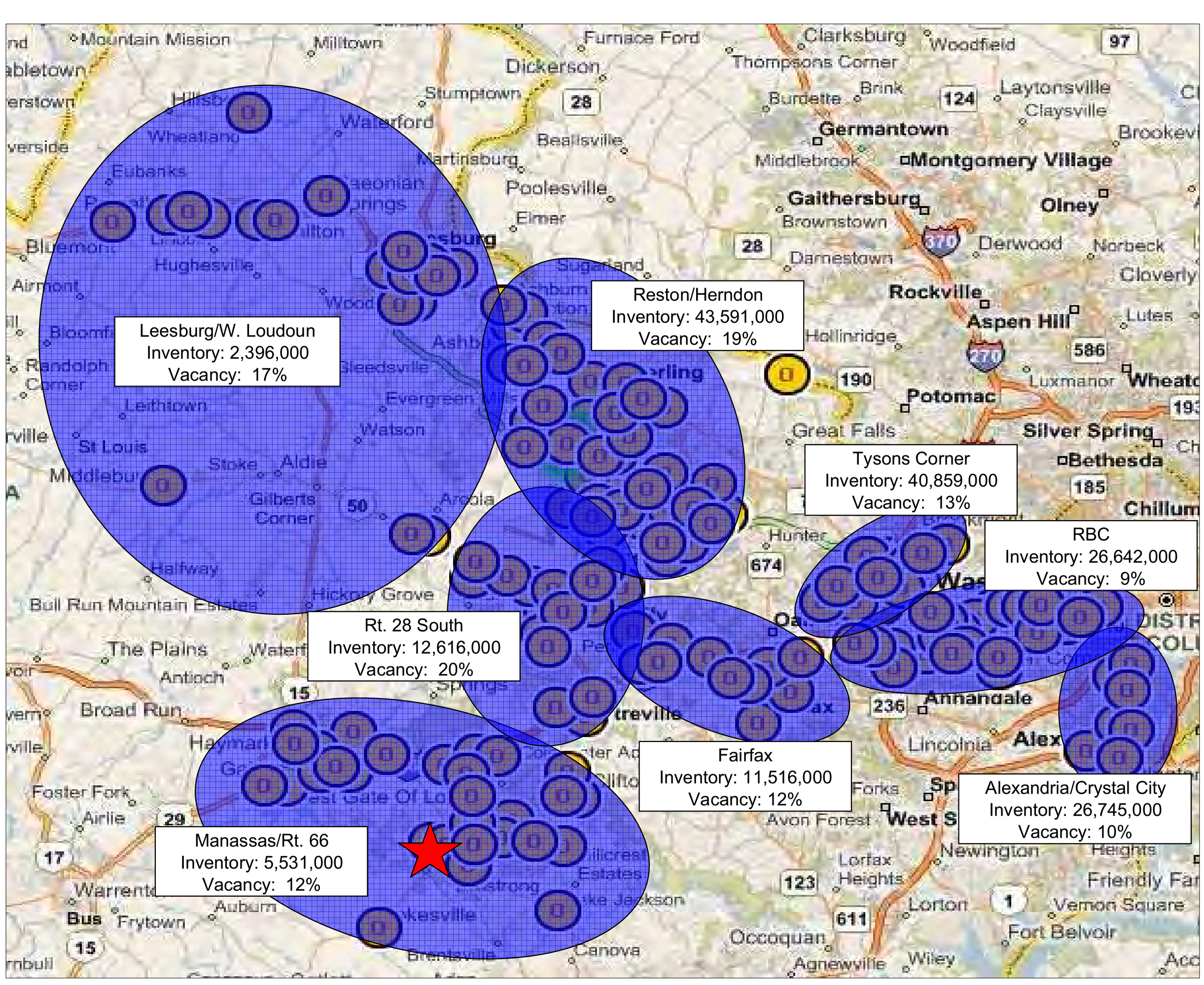

Exhibit V-2

OFFICE CORE FAIR SHARE INDEX
NORTHERN VIRGINIA SUBMARKETS
Q4 1994-Q4 2008

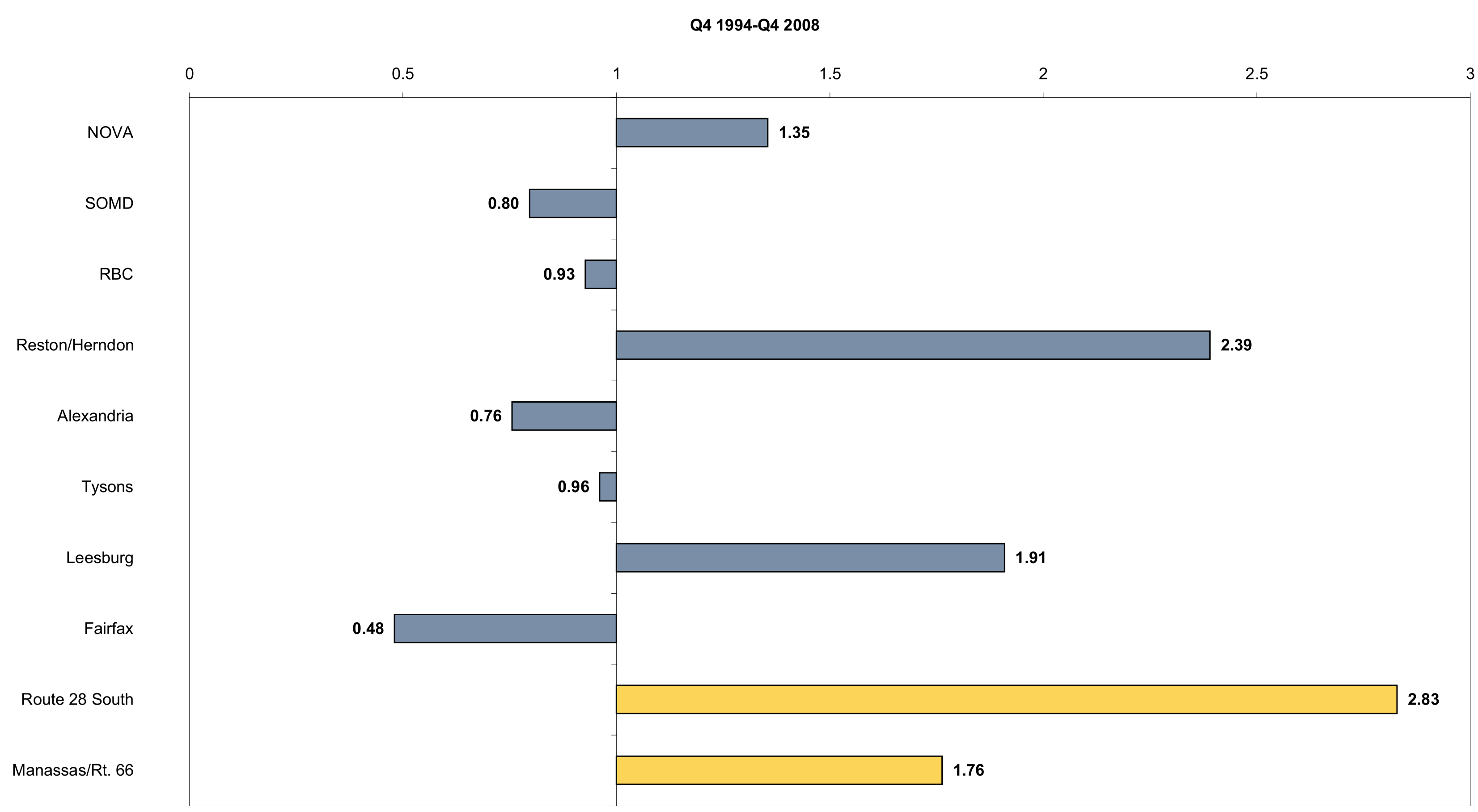

Exhibit V-2
04-10339.01
Printed: 3/19/2009

Exhibit V-3

OFFICE CORE FAIR SHARE INDEX
NORTHERN VIRGINIA SUBMARKETS
Q4 2003-Q4 2008

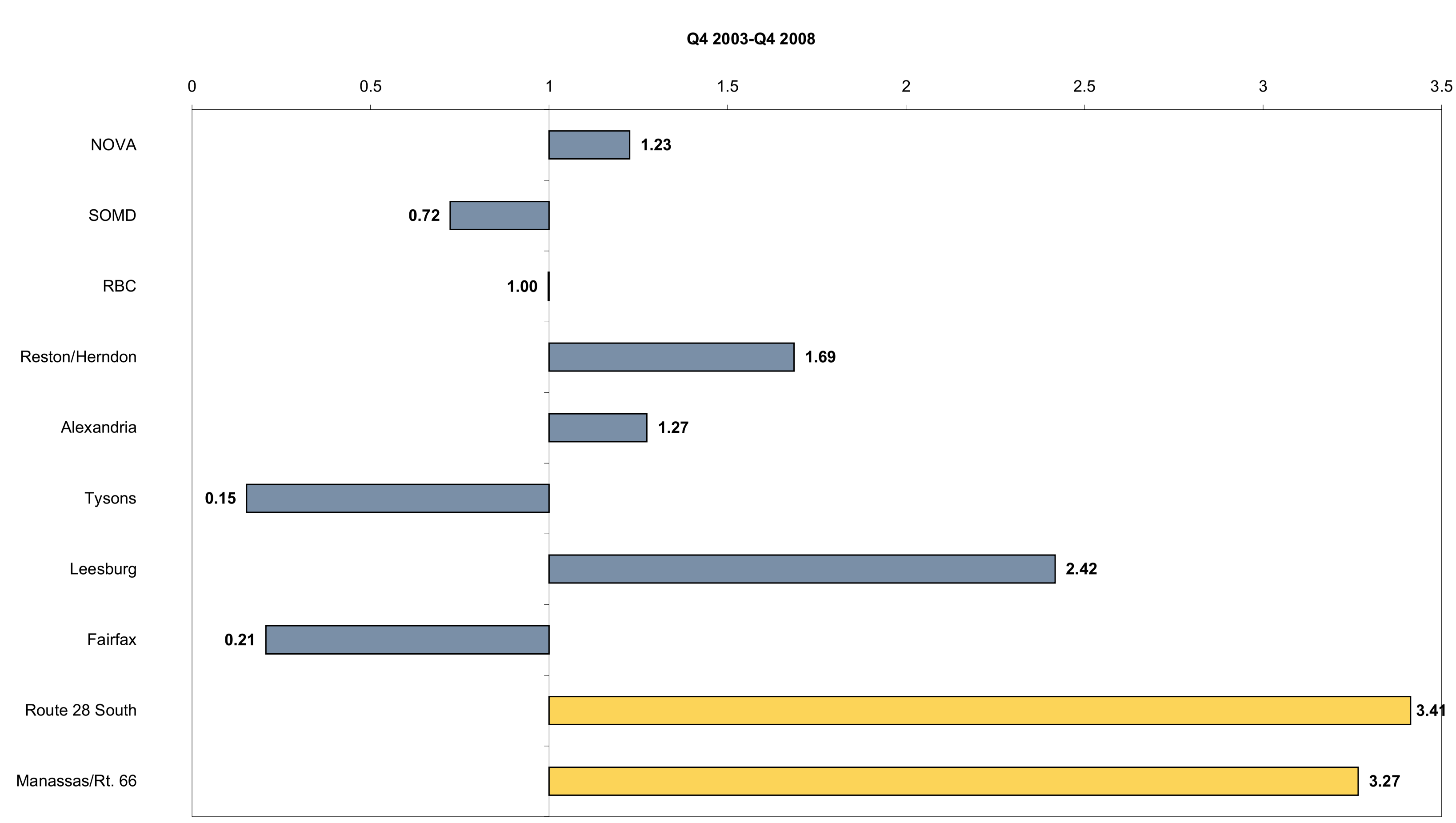

Exhibit V-3
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Exhibit V-4

ESTIMATED ANNUAL OFFICE DEMAND FOR OFFICE SPACE AT INNOVATION

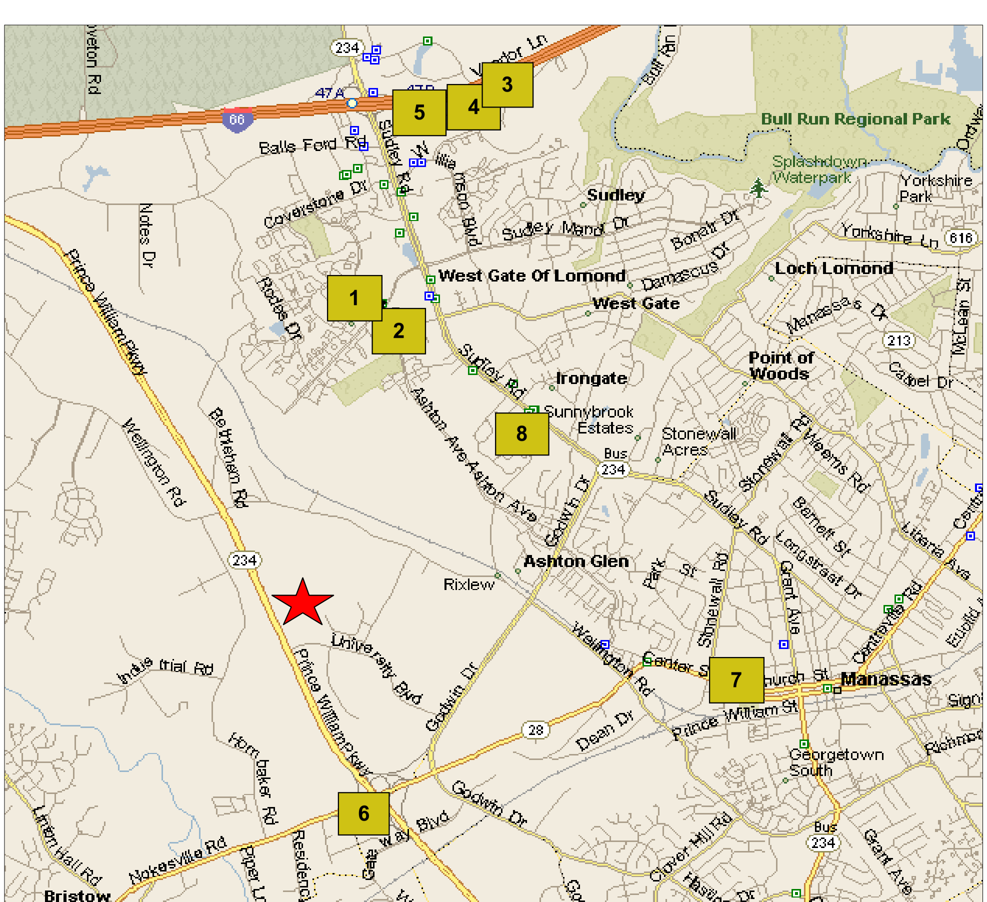
2009 - 2030

	2009-2010	2011-2015	2016-2020	2021-2025	2026-2030
Park[1]					
Employment in 10-mile radius (%)					
Employment in 10-mile radius[1]	194,160	527,609	581,535	628,401	702,728
Office Employment, 10-mile radius[2]					
New Office Employment, 10-mile radius	3,401	7,025	6,102	5,305	11,329
Office space, per employee[3]	250	250	250	250	250
10-mile Radius Office Demand (sf)	850,000	1,756,000	1,526,000	1,326,000	2,832,000
10-mile Radius Cumulative Demand	850,000	1,755,000	1,525,000	1,325,000	2,830,000
Manassas Capture(%)[4]	25%	23%	21%	20%	18%
Manassas Capture	212,000	409,000	327,000	266,000	517,000
Existing Manassas Vacancy[5]					
Manassas Capture Less Current Vacancy	201,300				
Subject Site Capture[4]	12%	12%	12%	12%	12%
Subject Site Capture	25,000	49,000	39,000	32,000	62,000
Cumulative Demand (sf)	**25,000**	**74,000**	**113,000**	**145,000**	**207,000**

[1] Metropolitan Washington Council of Governments (includes additional geographies included in a 10-mile radius outside of PW Co.)
[2] Based on % of government, FIRE, and services industries in 10-mile radius (60%); Claritas
[3] RCLCO estimate based upon market experience. This figure represents net leasable square feet per employee.
[4] RCLCO estimate
[5] Costar

Exhibit V-5

MAP OF COMPARABLE CLASS A OFFICE BUILDINGS
5-MILE RADIUS FROM SUBJECT SITE
DECEMBER 2008



Map Key	Office Buildings	RBA
1	Sudley South Business Center	54,000
2	Sudley South Business Center	54,000
3	Battlefield Overlook 2	58,906
4	Battlefield Overlook 1	35,400
5	General's Ridge at Linden	48,000
6	TML Building	38,000
7	Judiciary Place	45,027
8	Horizon Professional Center	51,900
★	Subject Site	

Exhibit V-6

CLASS A RELEVANT OFFICE COMPARABLES
5-MILE RADIUS FROM SUBJECT SITE
DECEMBER 2008

	Map Key	Building	Year Built	RBA (SF)	Available (SF)	Stories	Occupancy	Average Rent[1]	Tenants
	1	**Sudley South Business Center**	2006	54,000	2,866	2	95%	$25.46 $20-$60	Medical Dental
	2	**Sudley South Business Center**	2007	54,000	35,301	2	35%	$25.19 $20-$26	Psychology Clinic Family Counseling
	3	**Battlefield Overlook 2**	2006	58,906	27,017	3	61%	$26.50	ComLogix Group Nutritionist
	4	**Battlefield Overlook 1**	2003	35,400	8,595	2	89%	$26	Mutual of Omaha Apex Roofing
	5	**General's Ridge at Linden**	2006	48,000	20,464	3	57%	$25.15 $23-$25.75	Battlefield Insurance Alliance Bank
	6	**TML Building**	2004	38,000	0	3	100%	NA	TML Enterprises Inc. Oberon Associates
	7	**Judiciary Place**	2004	45,027	0	3	100%	NA	Blankingship & Keith (lawyers) Greenbriar Settlements
	8	**Horizon Professional Center**	2007	51,900	38,230	4	26%	$23.93 $22-$27	Nursing Center

[1] Full service gross
SOURCE: CoStar

Exhibit V-7

MAP OF PLANNED AND PROPOSED OFFICE BUILDINGS
MANASSAS, VA
DECEMBER 2008

Map Key	Office Buildings	RBA
1	Hornbaker Rd.	44,000
2	9408 Grant Ave.	32,000
3	Offices at Evergreen	89,418
4	Evergreen Terrace	90,000
5	Wellington Glen	40,000
6	Stone Bridge Corporate Center	125,000
7	Sudley South Business Center	82,000
8	Masons Edge	100,000
9	Heritage Hunt Corporate Center	75,000
10	Market Square	99,600
★	Subject Site	

Exhibit V-8

PLANNED AND PROPOSED OFFICE DEVELOPMENTS
5-MILE RADIUS FROM SUBJECT SITE
DECEMBER 2008

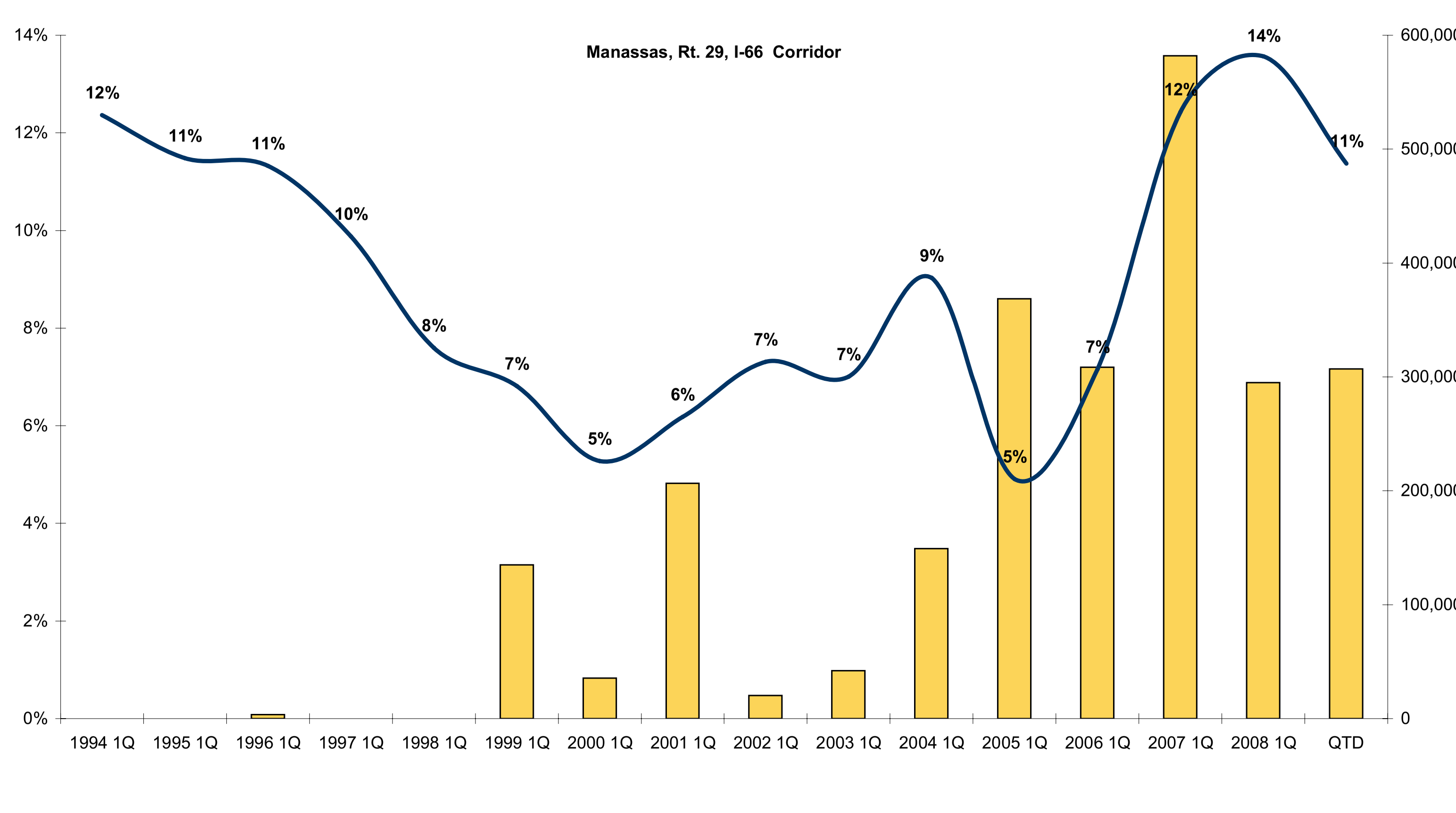
	Map Key	Building	Status	Delivery Year	RBA (SF)	% Leased	Stories	Avg. Rent	Notes
	1	**Hornbaker Rd.**	Proposed		44,000	61%	3		Class B
	2	**9408 Grant Ave.**	Under Construction	2009	32,000	0%	4	$24.50	Class B
	3	**Offices at Evergreen**	Proposed		89,418	20%	3	$27	Ground floor retail High Tech space
	4	**Evergreen Terrace**	Under Construction	Apr-09	90,000	0%	3	$24	Class A space with ground floor retail
	5	**Wellington Glen**	Proposed		40,000				Class B
	6	**Stone Bridge Corporate Center**	Proposed		125,000	0%	1		Class A office park 3 proposed buildings up to 550,000 sf mid-rise office space
	7	**Sudley South Business Center**	Proposed		82,000	0%	3	$26	Class A 3rd building in development
	8	**Masons Edge**	Proposed	Late 2009	100,000	0%	4	$18.00 NNN	Class B
	9	**Heritage Hunt Corporate Center**	Under Construction		75,000				Buchanan Partners Class A office park Part of larger development
	10	**Market Square**	Planned	2010					Second floor office space above retail in mixed use project
	11	**Grove at Gainesville**	Proposed	2010	105,600				Second floor office space above retail in mixed use project

SOURCE: CoStar

Exhibit V-8
04-10339.01
Printed: 3/19/2009

Exhibit V-9

DELIVERIES AND VACANCY - CLASS A OFFICE
MANASSAS, RT. 29, I-66 CORRIDOR
2003 - 2008 QTD



SOURCE: CoStar

Exhibit V-9
04-10339.01
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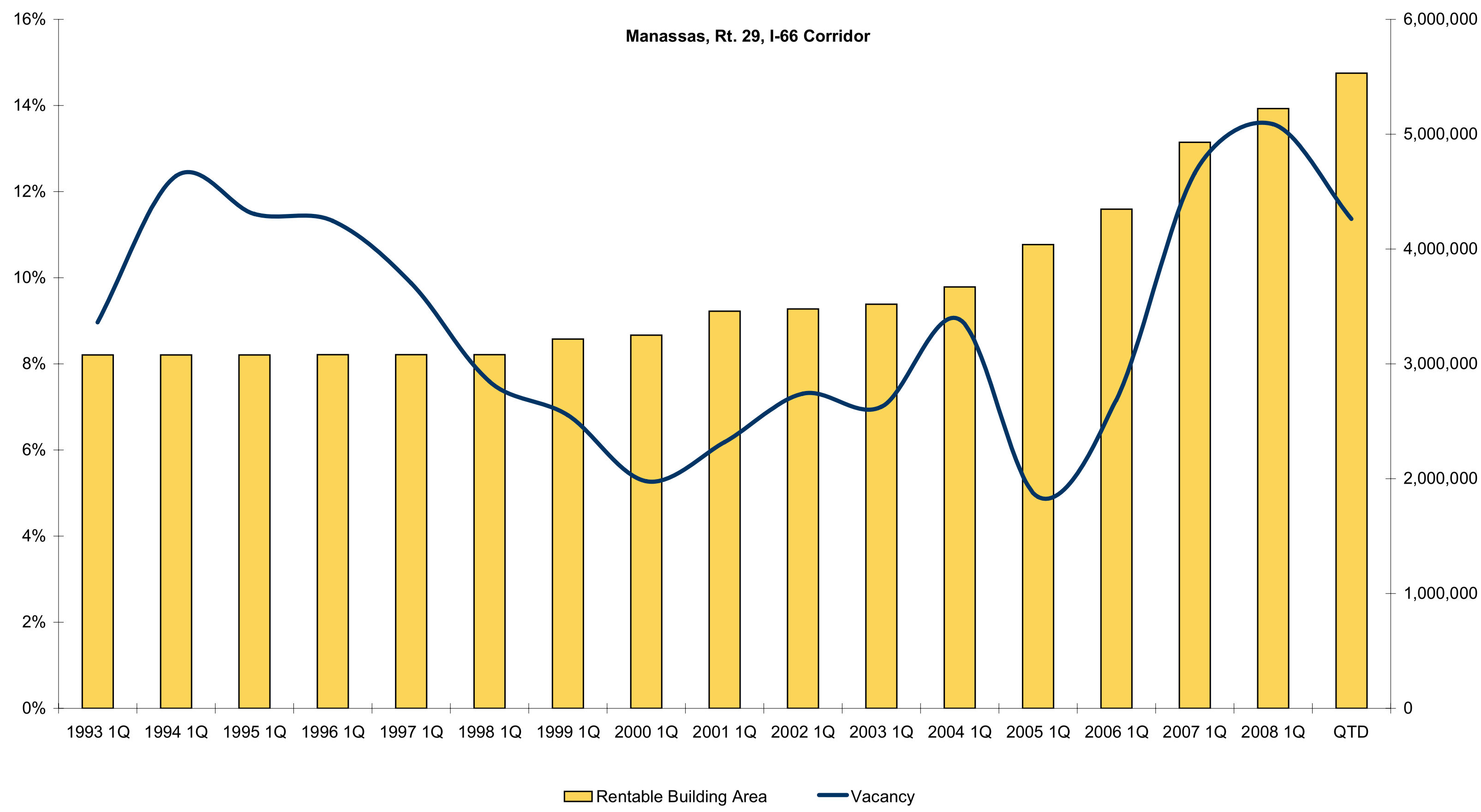
Exhibit V-10

RENTABLE BUILDING AREA INVENTORY AND VACANCY
MANASSAS, RT. 29, I-66 CORRIDOR
2003 - 2008 QTD

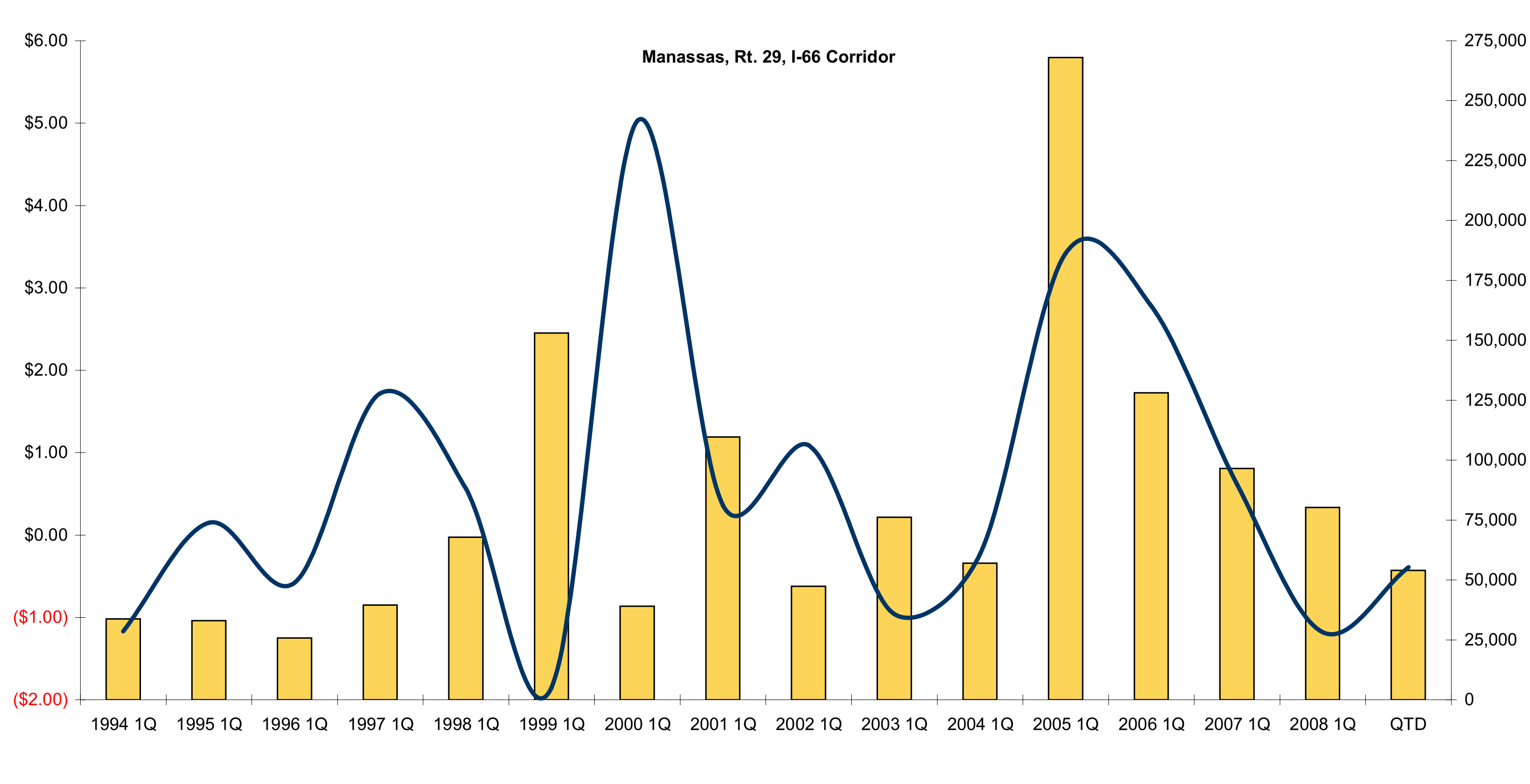


SOURCE: CoStar

Exhibit V-10
04-10339.01
Printed: 3/19/2009

Exhibit V-11

NET ABSORPTION AND RENT GROWTH RATE - CLASS A OFFICE
MANASSAS, RT. 29, I-66 CORRIDOR
2003 - 2008 QTD



SOURCE: CoStar

Exhibit V-11
04-10339.01
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Exhibit V-12

MAP OF INNOVATION TECHNOLOGY PARK
MANASSAS, VA
DECEMBER 2008

Map Key	Office Buildings	Employees
1	Covance Labs	550
2	American Type Culture Collection	365
3	FBI	300
4	Comcast	233
5	EnviroSolutions	200
6	Progeny Systems	160
7	MediaTech	150
8	NCS Technologies	110
9	ProLogic	85
10	Applied Materials	80
★	Subject Site	

Exhibit V-12
04-10339.01
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VI. RETAIL

Exhibit VI-1

ESTIMATED ANNUAL RETAIL DEMAND AT INNOVATION

2009 - 2030

	2009	2010	2015	2020	2025	2030
Households in 10 min. drive time[1]	50,378	51,687	56,412	59,439	63,244	67,813
Avg. Household Expenditures in 10 min drive time[2]	$62,736	$65,261	$78,176	$93,298	$111,345	$132,883
% Spent at Town Center Environments[5]	10%	10%	10%	10%	10%	10%
HH Expenditures at Town Center Stores	$6,274	$6,526	$7,818	$9,330	$11,134	$13,288
Total HH Expenditure in 10 min drive time	$316,054,938	$337,316,598	$441,004,537	$554,551,433	$704,187,716	$901,116,308
Average Sales per Square Foot[4]	$450	$450	$450	$450	$450	$450
Total Demand for Retail (SF)	702,344	749,592	980,010	1,232,337	1,564,862	2,002,481
Subject Site Capture (%)[5]	2.0%	2.0%	2.0%	3.0%	3.0%	4.0%
PMA Demand	14,047	14,992	19,600	36,970	46,946	80,099
Households in 10-20 min. drive time[1]	109,918	113,276	127,079	134,235	141,430	149,390
Avg. Household Expenditures in 10-20 min drive time[2]	$73,058	$75,583	$91,036	$108,645	$129,661	$154,742
% Spent at Town Center Environments5	10%	10%	10%	10%	10%	10%
HH Expenditures at Town Center Stores	$7,306	$7,558	$9,104	$10,865	$12,966	$15,474
Total HH Expenditure in 10-mile radius	$803,041,123	$856,178,522	$1,156,875,030	$1,458,401,838	$1,833,799,096	$2,311,694,912
Average Sales per Square Foot[4]	$450	$450	$450	$450	$450	$450
Total Demand for Retail (SF)	1,784,536	1,902,619	2,570,833	3,240,893	4,075,109	5,137,100
Subject Site Capture (%)[5]	1.0%	1.0%	1.0%	1.0%	1.0%	1.0%
SMA Demand	17,845	19,026	25,708	32,409	40,751	51,371
Subject Site Capture (sf) from Households	**32,000**	**34,000**	**45,000**	**69,000**	**88,000**	**131,000**

[1] Metropolitan Washington Council of Governments
[2] Claritas numbers adjusted for inflation (3.6%) annually
[3] Claritas total expenditures less transportation and auto expenses, travel, housing, fuel, repairs, daycare and education, and healthcare expenses and further adjusted based on RCLCO experience
[4] RCLCO estimate based on an average of retail expenditures per NAICS code retail category of relevant retail types per Caritas
[5] RCLCO estimate
[6] George Mason University
[7] Based on the student expenditures data provided in the Interview component of the 1996-98 Consumer Expenditures Surveys relative to the average household expenditures in 1998.
[8] Based on the % of spending by students relative to the supportable sf/household average of 2.8
[9] Based on the relationship of Full-Time Equivalent students to faculty and staff on all campuses from 2000 to 2004.
[10] Assumes average sales per square foot of $375 as above

Exhibit VI-1

ESTIMATED ANNUAL RETAIL DEMAND AT INNOVATION

2009 - 2030

	2009	2010	2015	2020	2025	2030
ADDITIONAL SOURCES OF DEMAND						
Employees in 0-5 min drive time[1]	35,306	36,465	41,310	45,130	48,506	50,973
Supportable SF/Employee[5]	5	5	5	5	5	5
Supportable SF	176,528	182,325	206,550	225,650	242,530	254,865
% Spent at Town Center Environments5	10%	10%	10%	10%	10%	10%
Subject Site Capture Rate[5]	5%	5%	5%	5%	5%	5%
Supported SF	8,800	9,100	10,300	11,300	12,100	12,700
GMU Undergraduate Students[6]	1,159	1,226	1,560	1,560	1,560	1,560
HH Equivalency Factor[7]	35%	35%	35%	35%	35%	35%
Supportable SF/Student[8]	0.98	0.98	0.98	0.98	0.98	0.98
Capture Rate[5]	50%	50%	50%	50%	50%	50%
Supported SF	600	600	800	800	800	800
GMU Graduate Students[6]	3,298	3,489	4,440	4,440	4,440	4,440
HH Equivalency Factor[7]	75%	75%	75%	75%	75%	75%
Supportable SF/Student[8]	2.10	2.10	2.10	2.10	2.10	2.10
Capture Rate[5]	25%	25%	25%	25%	25%	25%
Supported SF	1,700	1,800	2,300	2,300	2,300	2,300
GMU Faculty/Staff	52	52	52	52	52	52
Full-time Equivalent	350	350	350	350	350	350
FTE Students/Faculty & Staff Ratio[9]	6.75	6.75	6.75	6.75	6.75	6.75
Supportable SF/Faculty & Staff[5]	5	5	5	5	5	5
Capture Rate[5]	65%	65%	65%	65%	65%	65%
Supported SF	200	200	200	200	200	200
	700,000	800,000	1,750,000	1,750,000	1,750,000	1,750,000
Freedom Center[6]	700,000	700,000	1,400,000	1,400,000	1,400,000	1,400,000
Hylton Performing Arts Center[6]		100,000	350,000	350,000	350,000	350,000
Expenditures per Visitor ($2008)	$2.41	$2.41	$2.41	$2.41	$2.41	$2.41
Supportable SF[10]	4,218	4,820	10,544	10,544	10,544	10,544
Capture Rate[5]	75%	75%	75%	75%	75%	75%
Supported SF	3,200	3,600	7,900	7,900	7,900	7,900
Other Outside Capture	5%	5%	5%	5%	5%	5%
Total Demand (sf) from all Sources	**49,000**	**52,000**	**70,000**	**96,000**	**117,000**	**163,000**

[1] Metropolitan Washington Council of Governments
[2] Claritas numbers adjusted for inflation (3.6%) annually

[4] RCLCO estimate based on an average of retail expenditures per NAICS code retail category of relevant retail types
[5] RCLCO estimate
[6] George Mason University
[7] Based on the student expenditures data provided in the Interview component of the 1996-98 Consumer Expenditures Surveys relative to the average household expenditures in 1998.
[8] Based on the % of spending by students relative to the supportable sf/household average of 2.8
[9] Based on the relationship of Full-Time Equivalent students to faculty and staff on all campuses from 2000 to 2004.
[10] Assumes average sales per square foot of $400 as above

Exhibit VI-2

LOCATION OF COMPETITIVE RETAIL CENTERS
10-MILE RADIUS
DECEMBER 2008

MAP KEY	PROXIMATE SHOPPING CENTERS	GLA
1	Braemar Village Center	111,535
2	Bull Run Plaza	417,000
3	Canterbury Village Shopping Center	62,875
4	Davis Ford Crossing	153,190
5	Festival at Manassas	148,000
6	Manaport Plaza	250,000
7	Manassas Junction	79,417
8	Manassas Mall	824,893
9	Manassas Park Shopping Center	77,000
10	Manassas Shopping Center	231,662
11	Maplewood Center	150,000
12	Parkridge Center	312,277
13	Portsmith Station	147,113
14	Promenade at Manassas	147,113
15	Signal Hill Shopping Center	108,731
16	Sudley Manor Square	170,000
17	Sudley Towne Plaza	207,761
18	Wellington Station	96,000
19	Westgate Plaza	163,000
20	Gateway Plaza	480,000
21	Bristow Shopping Center	196,400
22	Center at Innovation	277,450
23	Bloom Plaza	53,775
24	LOWEs	108,219
25	Atlas Walk at Gateway	106,199
26	Giant Center	104,077
27	9401 Liberia Ave	145,216
28	Marketplace at Madison Crescent	125,677
29	Shops at Stonewall	576,749
30	Village Center	115,855
31	Centre Ridge Marketplace	106,810
32	Centreville Square	206,000
33	Dominion Valley Market Square	175,000
34	Fair Lakes Center	710,939
35	Colonnade at Union Mill	122,127
36	1511 Washington St.	110,850
★	**Subject Site**	

Exhibit VI-2
04-10339.01
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Exhibit VI-3

LOCATION OF COMPETITIVE RETAIL CENTERS
MANASSAS, VA
DECEMBER 2008

MAP KEY	PROXIMATE SHOPPING CENTERS	GLA
1	Braemar Village Center	111,535
2	Bull Run Plaza	417,000
3	Canterbury Village Shopping Center	62,875
4	Davis Ford Crossing	153,190
5	Festival at Manassas	148,000
6	Manaport Plaza	250,000
7	Manassas Junction	79,417
8	Manassas Mall	824,893
9	Manassas Park Shopping Center	77,000
10	Manassas Shopping Center	231,662
11	Maplewood Center	150,000
12	Parkridge Center	312,277
13	Portsmith Station	147,113
14	Promenade at Manassas	147,113
15	Signal Hill Shopping Center	108,731
16	Sudley Manor Square	170,000
17	Sudley Towne Plaza	207,761
18	Wellington Station	96,000
19	Westgate Plaza	163,000
20	Virginia Gateway	946,000
21	Bristow Shopping Center	196,400
22	Center at Innovation	277,450
23	Bloom Plaza	53,775
24	LOWEs	108,219
25	Wal-Mart	145,216
★	**Subject Site**	

Exhibit VI-3
04-10339.01
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Exhibit VI-4

SUMARY OF PROXIMATE RETAIL CENTERS
MANASSAS, VA
DECEMBER 2008

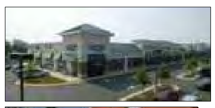
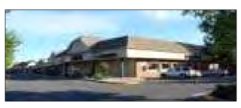
	Center	Type	Year Opened	GLA	% Occupied	Avg. Lease Rate	Anchors	Other Tenants
	1 Braemar Village Center Linton Hall Rd & Sudley Manor Dr Gainesville, VA 20136	Community	2003	111,535	98%	$28	Safeway	Chevy Chase Bank Video Warehouse Caribou Coffee Curves
	2 Bull Run Plaza Ashton Avenue & Sudley Manor Dr Manassas, VA 20109	Power	1987	417,000	91%	$27 NNN	Dick's Clothing & Sporting Goods Michaels Office Depot PETSmART Shoppers Food & Pharmacy Ross Dress for Less	Chili's Bar & Grill Radio Shack Dollar Tree Dress Barn FedEx/Kinko's
	3 Canterbury Village Center 8637 Sudley Rd Manassas, VA 20110	Neighborhood	1986	62,875	94%	$27 NNN	Seven Oaks Academy	Weight Watchers UPS Store Huntington Learning Center Quizno's Classic Subs 7-Eleven
	4 Davis Ford Crossing 9946 Liberia Avenue Manassas, VA 20100	Community	1988	153,190	55%	$10-$14	Weis Markets	CVS State Farm Insurance Subway Virginia Dance Center Dollar General McDonald's GNC
	5 Festival at Manassas 10320 Festival Ln Manassas, VA 20109	Community	1986	148,000	97%	$14 $13-$16 NNN	Blockbuster Global Supermarket	Jo-Ann Fabrics Jeanette's Bride n' Boutique King Furniture Denny's McDonald's
	6 Manaport Plaza 8313 Sudley Rd Manassas, VA 20109	Community	1970 1989 renovated	250,000	89%	$17 NNN	Advance Auto Parts Flower Gallery Food Lion Galaxy Furniture Marshalls Tuesday Morning	For Eyes Family Dollar Store Payless Shoe Source Starbucks Coffee Wachovia Dollar Tree

Exhibit VI-4

SUMARY OF PROXIMATE RETAIL CENTERS
MANASSAS, VA
DECEMBER 2008

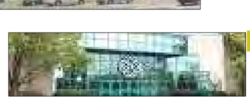
	Center	Type	Year Opened	GLA	% Occupied	Avg. Lease Rate	Anchors	Other Tenants
	7 Manassas Junction 8819 Centreville Rd Manassas, VA 20110	Neighborhood	1981 1992 renovated	79,417	92%		Giant Food	Blockbuster Friendly Ice Cream SunTrust Bank Hair Cuttery
	8 Manassas Mall 8300 Sudley Rd Manassas, VA 20109	Super Regional	1972 1997 renovated	824,893	100%	$25-$50	JCPenney Sears Target	McDonald's Ruby Tuesdays Kay Jewelers American Eagle Outfitters Express Foot Locker Victoria's Secret Radio Shack
	9 Manassas Park Center SR-28 & Manassas Dr Manassas, VA 20111	Neighborhood	1962 1993 renovated	77,000	100%			Radio Shack A-Z Pawn
	10 Manassas Shopping Center 9018 Mathis Avenue Manassas, VA 20110	Community	1955	231,662	93%		Advance Auto Parts J&K Grocery Minnesota Fabrics Peebles Dept. Store	
	11 Maplewood Center 8328 Shoppers Square Manassas, VA 20111	Community	1990	150,000	100%	$16-$18	Dollar Store SFW	
	12 Parkridge Center I-66 & Sudley Rd Manassas, VA 20109	Regional	1999	312,277	97%	$30 NNN	Bed, Bath & Beyond Borders Books & Music Hoyts Cinema Kohl's Modell's Old Navy The Room Store	Famous Footwear Casual Corner The Vitamin Shoppe AT&T Wireless Supercuts
	13 Portsmouth Station Sudley Rd & Portsmouth Rd Manassas, VA 20109	Community	1990	147,113	85%		Party Store Toys 'R' Us Family Christian Bookstore YMCA	BadAs Coffee Check into Cash Papa John's Pizza Dollar Store Indian Grocery

Exhibit VI-4

SUMARY OF PROXIMATE RETAIL CENTERS
MANASSAS, VA
DECEMBER 2008

	Center	Type	Year Opened	GLA	% Occupied	Avg. Lease Rate	Anchors	Other Tenants
	14 Promenade at Manassas Sudley Rd & Ballsford Rd Manassas, VA 20109	Regional	1992	303,893	92%		Home Depot Wal-Mart	China Palace Sherwin Williams Wells Fargo Financial Chuck E. Cheese Dollar & Gift Store Nationwide Insurance
	15 Signal Hill Shopping Center 9534 Liberia Ave Manassas, VA 20110	Community	2004	108,731	93%		Shopper's Food Warehouse	Chevy Chase Bank Panera Bread Co. Video Warehouse H&R Block Virginia ABC store The UPS Store
	16 Sudley Manor Square Sudley Rd & Sudley Manor Dr Manassas, VA 20109	Community	1971	170,000	90%	$25 NNN	Big Kmart	American General Finance Fosters Grill Bridal Shoppe Pho Vietnamese Restaurant Mama Mia Pizza BB&T Bank
	17 Sudley Towne Plaza 7685 Sudley Rd Manassas, VA 20109	Community	1984	207,761	100%	$12	Burlington Coat Factory Best Buy Staples Office Supply	H&R Block A.C. Moore Arts & Crafts Verona Deli
	18 Wellington Station 10034 Dumfries Rd Manassas, VA 20110	Neighborhood	1995	96,000	96%		Giant Food	Baskin Robbins Burger King Blockbuster BB&T Bank Dollar Tree
	19 Westgate Plaza 8025 Sudley Rd Manassas, VA 20109	Community	1964 1994 (renovated)	163,000	98%		Barnes & Noble Giant Food Pier 1 Imports	Agape Book Store CVS Jennifer Convertibles Manassa's Pizza Old Country Buffet Parcel Plus

Exhibit VI-4
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Exhibit VI-4

SUMARY OF PROXIMATE RETAIL CENTERS
MANASSAS, VA
DECEMBER 2008

	Center	Type	Year Opened	GLA	% Occupied	Avg. Lease Rate	Anchors	Other Tenants
	20 Gateway Plaza 13301 Gateway Center Dr. Gainesville, VA 20155	Power	2006	480,000	100%		Target Superstore Lowes BestBuy Home Goods PetSmart	
	21 Bristow Shopping Center Bristown Center Dr. at Nokesville Rd. Bristow, VA	Community	2007	196,400	94%		Harris Teeter	Mattres Discounters PNC Bank BBT&T Virginia ABC Liquor
	22 Center at Innovation 1146 Nokesville Rd. & Hornbaker Rd. Manassas, VA 20109	Power	2008	277,450	80%		Super Target TJ Maxx PetSmart	
	23 Bloom Plaza 10159 Hastings Dr. Manassas, VA	Neighborhood	1997	53,775	100%		Bloom Grocery	
	24 Lowes 7500 Broken Branch Lane Manassas, VA		1993	108,219	100%		Lowes	
	25 Atlas Walk at Virginia Gateway 7390 Atlas Walk Way Gainesville, VA	Power	2005	106,199	100%	$35		Chevy Chase Bank Gym Source Bella Diamonds Next Day Blinds
	26 Giant Center at Virginia Gateway 7453 Linton Hall Rd. Gainesville, VA	Power	1999	104,077	100%		Giant	BB&T Goodyear GNC Domino's Pizza
	27 Wal-Mart 9401 Liberia Ave Manassas, VA		2003	145,216	100%		Wal-Mart	

SOURCE: Shopping Center Directory 2006, CoStar

Exhibit VI-4
04-10339.01
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Exhibit VI-5

VIRGINIA GATEWAY MIXED-USE CENTER

GAINESVILLE, VA

Center Name	Status	Year Built	Total SF	% Leased	Land Uses	Sample Tenants
Atlas Walk	Existing	2005	106,199	100%	Office, Retail, Bank, Restaurants, Hotel	Chevy Chase Bank, Balla Diamonds, Town & Country Shoes, Bubbles Salon, La-Z-Boy Furniture
Giant Center	Existing	1999	104,077	100%	Medical offices, Retail, Bank, Restaurants	Giant, BB&T, Blockbuster, Goodyear, Gateway Chiropractic, Inv., Osaka Japanese Steakhouse
Gateway Plaza	Existing	2006	480,000	100%	Retail, Restaurants	Super Target, PetSmart, Lowe's, Best Buy, DSW Shoes, Pier 1 Imports, Honey Baked Ham
Gateway Crossing	Under Dev.	2009	8,000-10,000	33%	Retail, Restaurants, Bank	7-11 Gas Station
Commerce Center	Existing	2005	55,772	91%	Office, Retail	Tiger Martial Arts, World Gym, State Farm Insurance, Enterprise Rent-A-Car, Long& Foster Real Estate, Gainesville Pediatric Dentistry, NVR Mortgage
Gateway Commons	Existing	2008	200,000	99%	Retail, Restaurants	Chili's, Chipotle, Pei Wei, Hallmark, Walgreens, World Market, Sports Authroity, Mattress Warehouse
Market Square	Planned	2010	864,000	0%	Cinema, Retail, Restaurants, Office, Civic	
Wentworth Green	Planned				Residential	

SOURCE: Virginia Gateway and CoStar

Exhibit VI-6

LOCATION OF PLANNED RETAIL CENTERS
MANASSAS, VA
DECEMBER 2008

MAP KEY	PLANNED SHOPPING CENTERS	GLA
★	**Subject Site**	
1	Hastings Marketplace	184,519
2	Commercer Center	275,000
3	Gainesville Commerce Center	37,496
4	City Center at Manassas Park	100,000
5	Manassas Park Commons	70,000
6	Evergreen Terrace	85,000
7	Gateway Commons (Virginia Gateway)	118,592
8	Market Square	247,000
9	Grove at Gainesville	913,400
10	Shoppes at Lake Manassas	170,800
		2,201,807

Exhibit VI-7

SUMARY OF PLANNED RETAIL CENTERS
MANASSAS, VA
DECEMBER 2008

	Center	Type	Status	Expected Opening	GLA	% Leased	Tenants	Notes
	1 Hastings Marketplace PW Pkwy at Hastings Dr. Manassas, VA 20110 Opus East	Neighborhood	Under Construction	May-09	184,519	100%	Harris Teeter restaurant, banks	Mixed-Use development including 141 residential units, retail and commercial space 29 acres
	2 Commerce Center Clover Hill Rd. at PW Pkwy Manassas, VA	Community	Proposed		275,000	93%		
	3 Gainesville Commerce Center 5615 Wellington Rd. Gainesville, VA		Proposed	Late 2009	37,496	100%		3 buildings of office/ warehouse and retail space
	4 City Center at Manassas Park Rte. 28 at Euclid Ave. Manassas, VA	Community	Under Construction		100,000	30%		Clark Realty Capital's mixed- use Main Street development Across from VRE station Includes 565 residential units
	5 Manassas Park Commons Manassas Drive bn Andrew & Digital Manassas, VA	Neighborhood	Proposed		70,000	7%	Grocery Anchored Pharmacy Restaurant	
	6 Evergreen Terrace 9400 Liberia Ave. Manassas, VA	Strip Center	Proposed		85,000	0%	Red Robin, Longhorn Bank MyEyeDr.	$42/sf/year
	7 Gateway Commons (Virginia Gateway) 5123 Wellington Rd. Gainesville, VA Peterson Companies	Power	Under Construction	Apr-10	118,592	99%	Walgreens World Market Sports Authority Buffalo Wild Wings Chipotle	$40/sf/year part of large Virginia Gateway development
	8 Market Square Wellington Rd. Gainesville, VA Peterson Companies	Lifestyle	Planned		247,000		Restaurants Movie Theater Department store	includes office space part of large Virginia Gateway development
	9 Grove at Gainesville SW Quadrant of I-66 and Route 29 Gainesville, VA Lerner	Lifestyle	Proposed	2010	913,400		Department store Sporting Goods Cinema Bookstore Gourmet Market	Mixed use development including office, hotel, and residential
	10 Shoppes at Lake Manassas Route 29 and Baltusrol Blbd. Gainesville, VA Stanbery	Lifestyle	Proposed	2010	170,800		Jos. A. Bank The Children's Place J. Jill Talbots Coldwater Creek	

SOURCE: CoStar

Exhibit VI-7
04-10339.01
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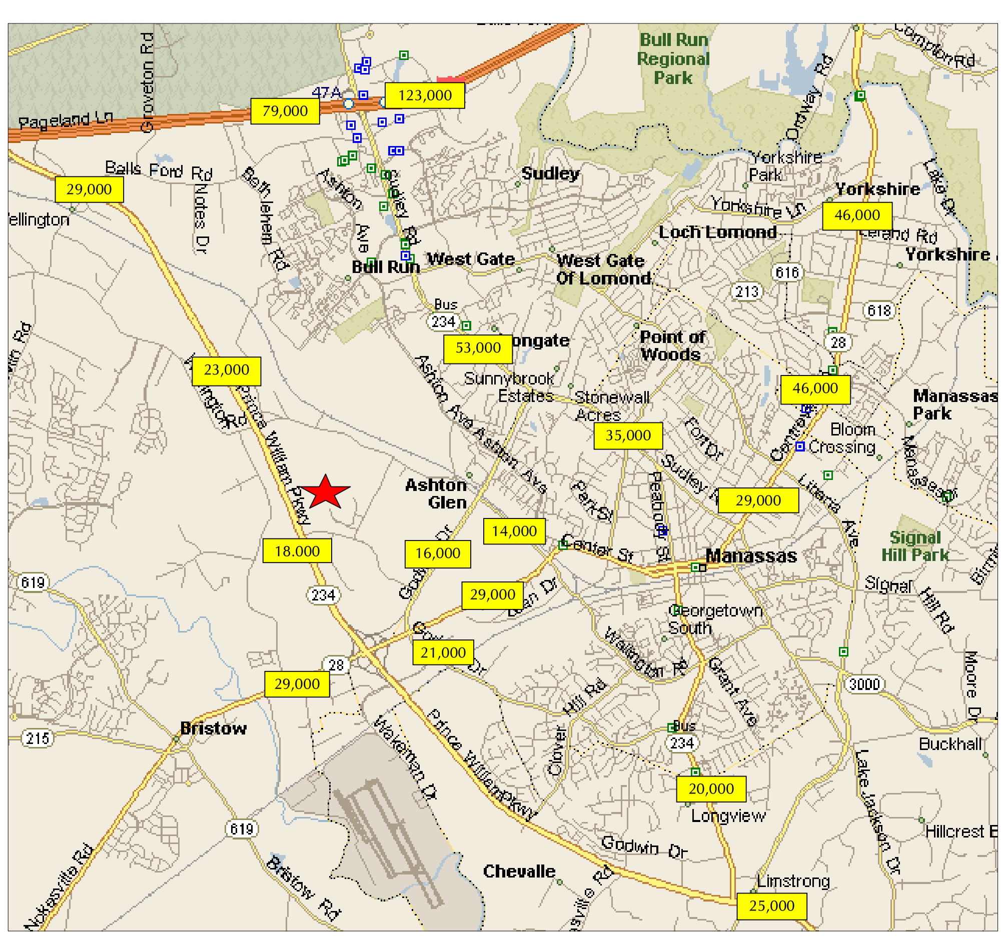
Exhibit VI-8

TRAFFIC COUNTS FOR MANASSAS, VA
2008



SOURCE: CoStar

Exhibit VI-8
04-10339.01
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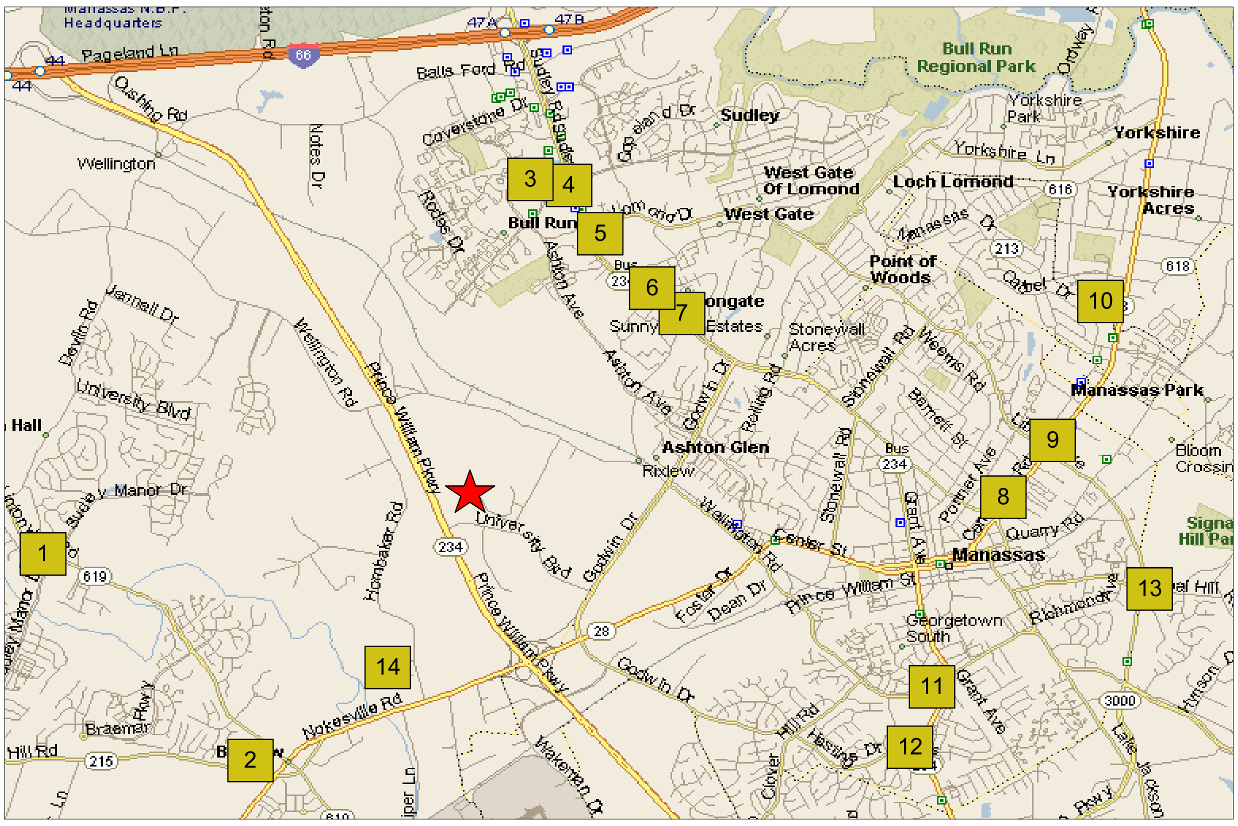
Exhibit VI-9

LOCATION OF AREA GROCERY STORES

DECEMBER 2008



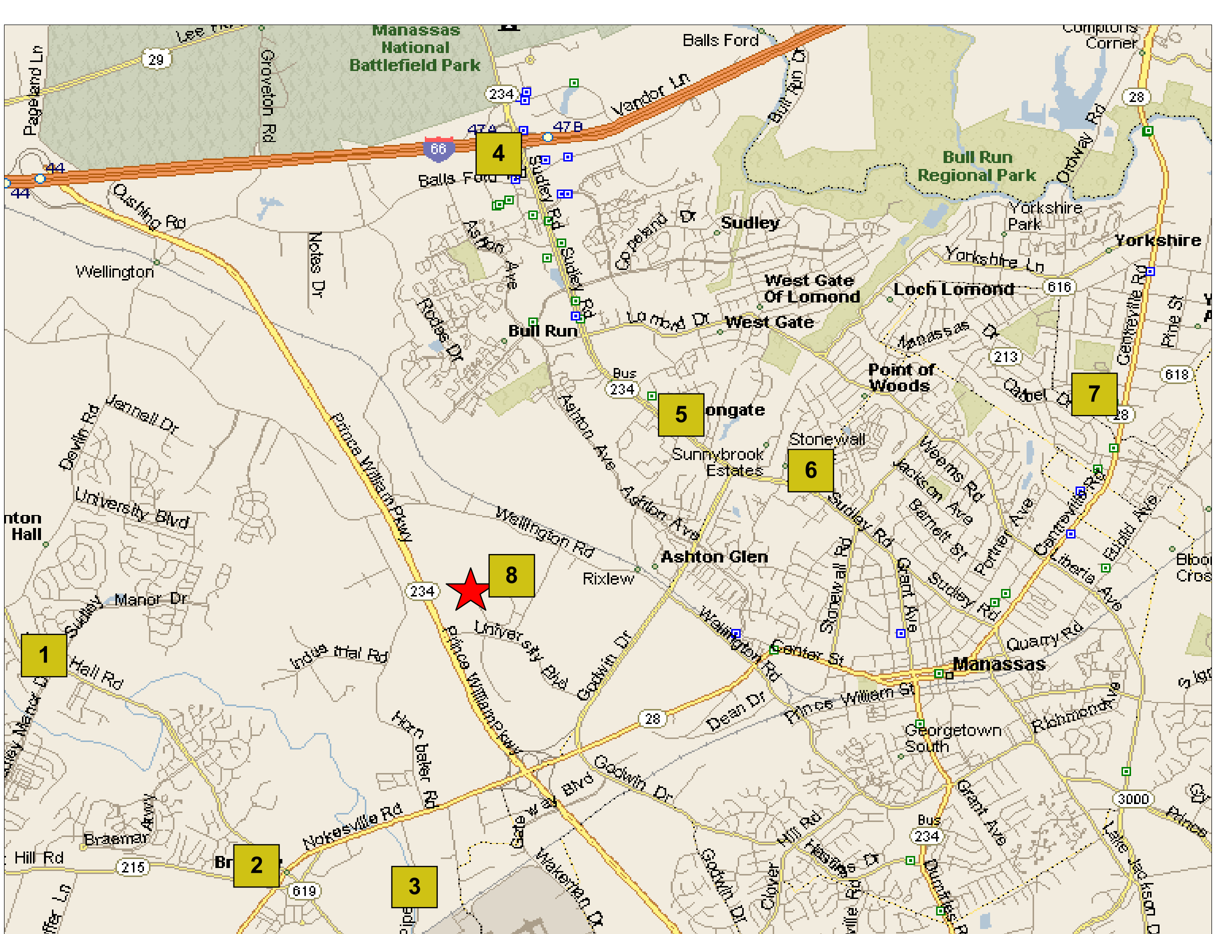
Map Key	Grocery Store
1	Safeway
2	Harris Teeter
3	Shoppers Food and Pharmacy
4	Costco
5	Giant Food
6	Food Lion
7	Target
8	Bloom
9	Giant Food
10	Shoppers Food Warehouse
11	Giant Food
12	Bloom
13	Shoppers Food Warehouse
14	Super Target
★	Subject Site

Exhibit VI-9
04-10339.01
Printed:3/19/2009

Exhibit VI-10

LOCATION OF AREA FITNESS CENTERS

DECEMBER 2008



Map Key	Gym
1	Curves
2	Anytime Fitness
3	Prestige Training Center
4	Olympus Gym
5	Womanfit Total Fitenss
6	Curves
7	Gold's Gym
8	Freedom Center
★	Subject Site

Exhibit VI-10
04-10339.01
Printed:3/19/2009

Exhibit VI-11

LOCATION OF AREA MOVIE THEATERS

DECEMBER 2008

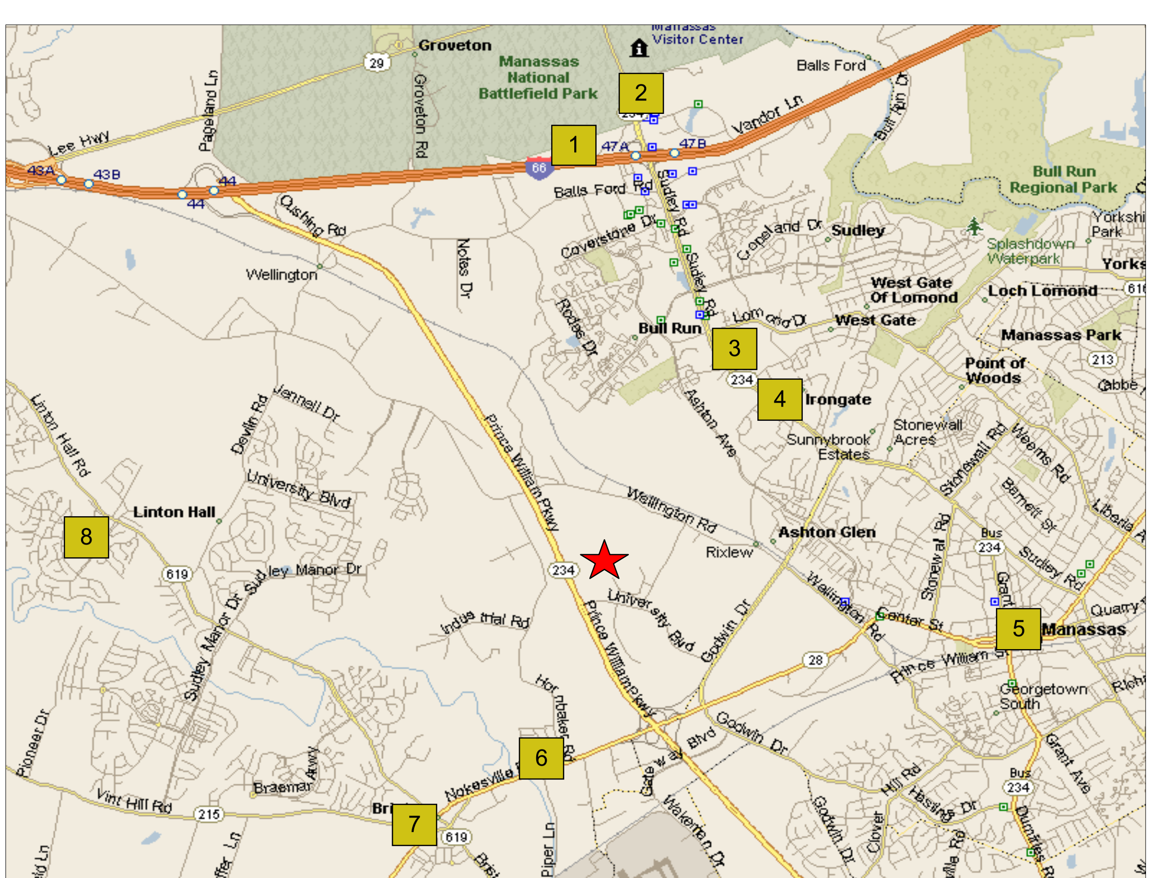
Map Key	Movie Theater	Screens
1	Regal Manassas Stadium	14
2	Manassas Cinemas	4
3	Centreville Multiplex	12
★	Subject Site	

Exhibit VI-11
04-10339.01
Printed:3/19/2009

Exhibit VI-12

LOCATION OF AREA BOOKSTORES

DECEMBER 2008

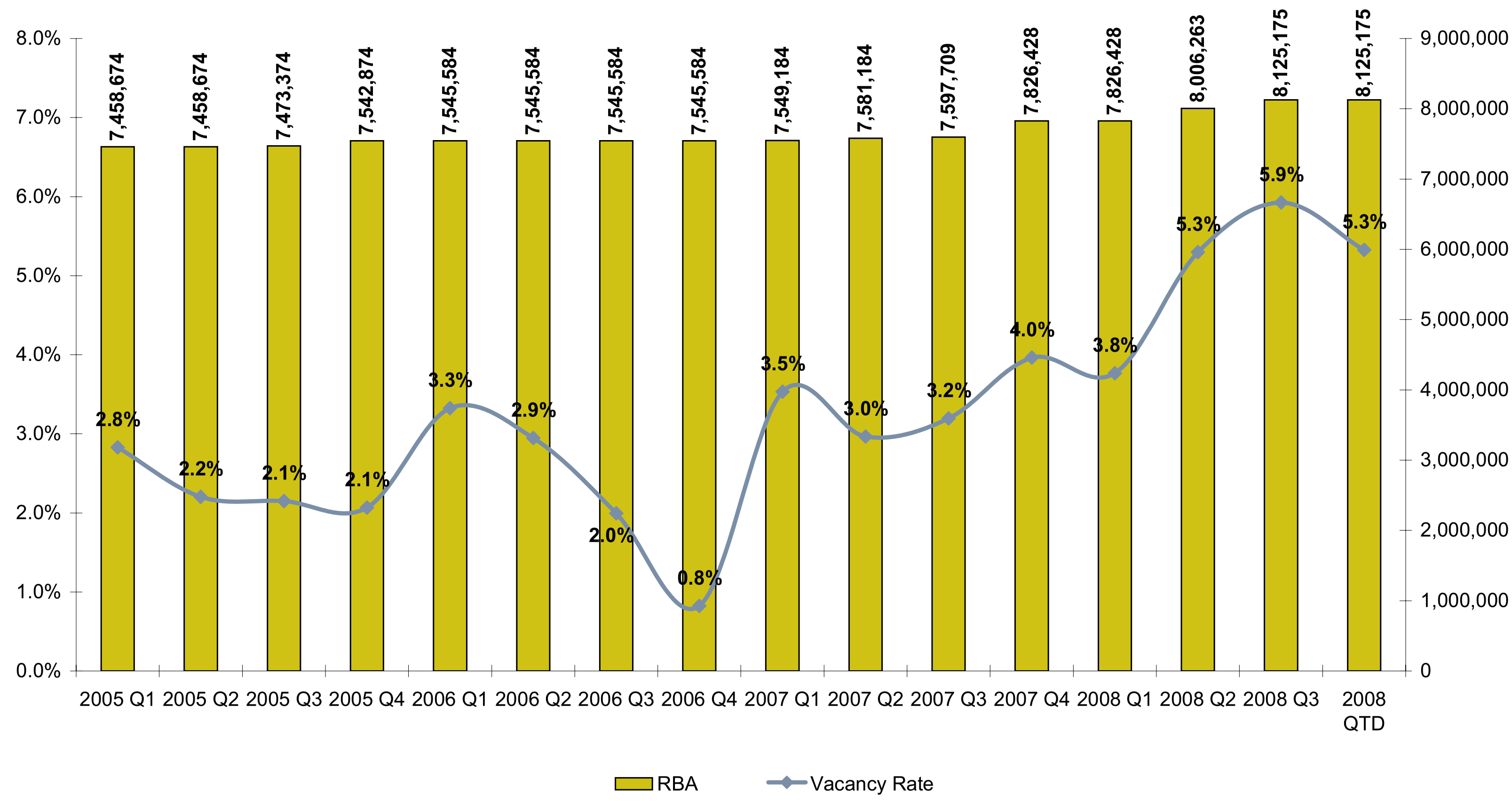


Map Key	Bookstore
1	Borders Bookstore
2	Barnes & Noble
3	Barnes & Noble
4	Waldenbooks
5	Prospero's Books
6	Lighthouse Bookstore
7	Choice Books of Northern VA
8	Beacon Books Music & Gifts
★	Subject Site

Exhibit VI-12
04-10339.01
Printed:3/19/2009

Exhibit VI-13

RETAIL INVENTORY AND VACANCY
5-MILE RADIUS
2004 - 2008

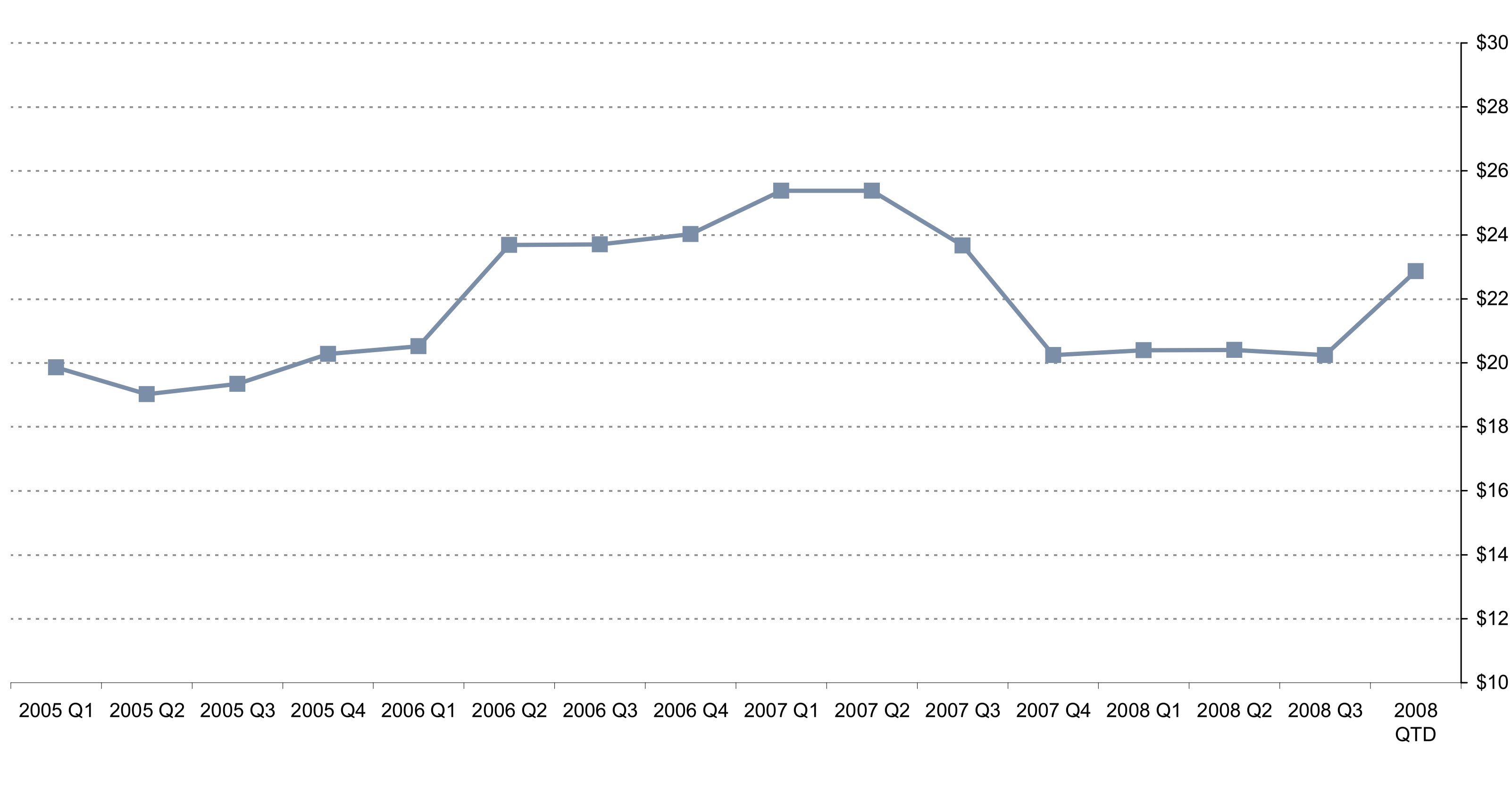


SOURCE: CoStar

Exhibit VI-13
04-10339.01
Printed:3/19/2009

Exhibit VI-14

AVERAGE ASKING RETAIL NNN LEASE RATE
5-MILE RADIUS
2004 - 2008



SOURCE: CoStar

Exhibit VI-14
04-10339.01
Printed:3/19/2009