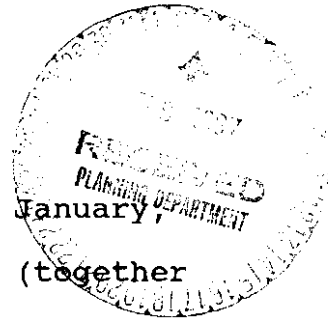


990 006038

PROFFERS

THESE PROFFERS are made as of this 30<sup>th</sup> day of January, 1997, by BUSCH PROPERTIES, INC., an Delaware corporation, (together with its successors and assigns, the "Owner").



RECITALS

A. Owner is the owner of certain real property (the "Property") in James City County, Virginia more particularly described on Exhibit A attached hereto and made a part hereof.

B. The Property is located within the Busch Corporate Center and is now zoned M-1.

C. Owner has applied for a rezoning of the Property from M-1, Limited Business/Industrial, to R-8, Rural Residential District, with proffers, and in connection therewith has submitted a Master Plan prepared by Langley & McDonald entitled "Master Plan of Manorhouse Retirement Centers, Inc. at Busch Corporate Center" and dated December 9, 1996 (the "Master Plan").

D. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned R-8 for the protection and enhancement of the community and to provide for the high-quality and orderly development of the Property.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of James City County of the applied for rezoning, Owner agrees that it shall meet and comply with all of the following conditions in developing the Property. If the applied for rezoning is not granted by the County, the Proffers shall thereupon be null and void.

APR 17 1997 0223

CONDITIONS

1. Route 199 Greenbelt. Owner shall designate a 50-foot greenbelt buffer along the Property's Route 199 frontage measured from the Route 199 right-of-way line generally as shown on the Master Plan. The greenbelt buffer shall be undisturbed, except for approved utilities, drainage improvements, pedestrian/bicycle trails and signs as approved by the Development Review Committee.

2. Use; Master Plan. The Property shall be used only for a 188 bed assisted living facility and related facilities. No other use permitted in the R-8 zoning district shall be permitted on the Property. The Property shall be developed generally in accordance with the Master Plan.

WITNESS the following signature and seal:

BUSCH PROPERTIES, INC.

By: William F. Brown  
Title: Vice President

APR 17 02 24

STATE OF OHIO  
CITY/COUNTY OF FRANKLIN, to-wit:

The foregoing instrument was acknowledged before me this 30th day of January, 1997, by William F. Brown, as Vice President of Busch Properties, Inc.

Pamela K. Cutshaw  
NOTARY PUBLIC

My commission expires:  
April 4, 2000.



**PAMELA K. CUTSHAW**  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES APRIL 4, 2000

Prepared by:  
Vernon M. Geddy, III, Esquire  
Geddy, Harris & Geddy  
516 South Henry Street  
Williamsburg, VA 23185

Exhibit A

All that certain lot, piece or parcel of land situate, lying and being in Roberts District, James City County, Virginia, and more particularly described as Parcel 8, 218,506 square feet, more or less, or 5.0162 acres, more or less, as shown on that certain plat entitled "PLAT OF PARCEL 8 BEING A SUBDIVISION OF BUSCH CORPORATE CENTER - WILLIAMSBURG, JAMES CITY COUNTY, VIRGINIA" dated October 29, 1996, made by Langley and McDonald, P.C., Engineers - Surveyors - Planners, Virginia Beach - Williamsburg, Virginia and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City in Plat Book \_\_\_\_\_, page \_\_\_\_\_.

APR 17 5 02 25

VIRGINIA: City of Williamsburg and County of James City, to Wit:

In the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City the

17 of April, 1997. This Deed

\_\_\_\_\_ was presented with certificate annexed and

admitted to record at 12:15 o'clock

Teste: Helene S. Ward, Clerk

by Helene S. Ward  
Deputy Clerk

COMMONWEALTH OF VIRGINIA



PLEASE RETURN TO:  
COUNTY ATTORNEY  
JCC - BLDG. C

OFFICIAL RECEIPT  
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT  
DEED RECEIPT

DATE: 04/17/97 TIME: 12:15:18 ACCOUNT: 830CLR970006038 RECEIPT: 97000009995  
CASHIER: CHB REG: WB04 TYPE: OTHER PAYMENT: FULL PAYMENT  
INSTRUMENT : 970006038 BOOK: PAGE: RECORDED: 04/17/97 AT 12:15  
GRANTOR: BUSCH PROPERTIES INC EX: N LOC: CO  
GRANTEE: COUNTY OF JAMES CITY EX: N PCT: 100%

AND ADDRESS :  
RECEIVED OF : JCCO DATE OF DEED: 01/30/97

CHECK : \$13.00  
DESCRIPTION 1: PARCEL B BUSCH CORPORATE CENTER

CONSIDERATION:	.00	ASSUME/VAL:	.00	MAP:	
CODE DESCRIPTION		PAID	CODE DESCRIPTION		PAID
301 DEEDS		12.00	145 VSLF		1.00

TENDERED : 13.00  
AMOUNT PAID: 13.00  
CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD