

Hubert N. Hoffman, Jr.
Second Amended and Restated
Revocable Living Trust Declaration

I, **Hubert N. Hoffman, Jr.**, of Arlington County, Virginia, as of June 22, 1999 make this Trust Declaration amending and restating in its entirety the Hubert N. Hoffman, Jr. Amended and Restated Revocable Living Trust Declaration, with myself as Trustee, dated May 19, 1995, as amended by Amendment to Revocable Living Trust Declaration of Hubert N. Hoffman, Jr. dated July 18, 1995.

Article I. Family.

I am married to Peggy L. Hoffman ("my wife"). I have five children, Hubert N. Hoffman, III, Nancy L. Connor, Holly L. Nolting, Thomas N. Hoffman and Timothy J. Hoffman ("my children").

Article II. Creation and Disposition of Trust.

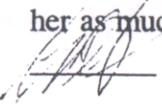
A. *Creation of Trust.* I have transferred the sum of \$1 to the Trustee. I may designate the Trustee as beneficiary of insurance or annuity policies or transfer other assets to the Trustee. The Trustee shall hold all such assets and policy proceeds under the terms of this declaration.

B. *During My Lifetime.* During my lifetime the Trustee shall pay the net income to me and retain the principal of the trust except as I may otherwise direct. If at any time, in the opinion of the Trustee, I am unable to so direct, the Trustee may pay income or principal as the Trustee may deem appropriate to provide for my support, health, other needs and comfort, and to pay my obligations, including the support of my wife.

C. *Disposition at My Death.* Following my death the Trustee shall retain the assets held at my death and other assets received by the Trustee by reason of my death, after payment of any charges under Article VI, in the Family Trust to be administered as directed in Article III.

Article III. Family Trust.

A. *During My Wife's Lifetime.* The Trustee shall pay the net income of the Family Trust to my wife during her lifetime in quarterly or more frequent installments and may pay to her as much of the principal as the Trustee may deem necessary for her support and health.



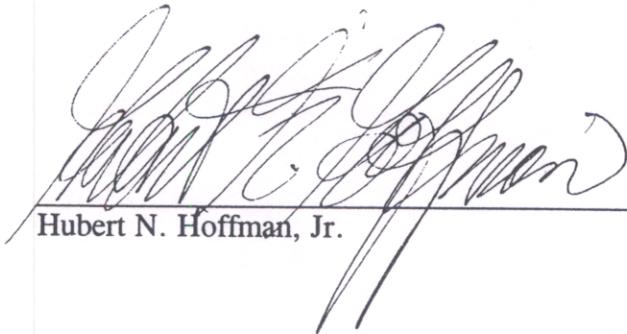
respects as if such beneficiary had predeceased me.

H. *Terms.* References to "the Executor" shall mean the Executor or Executors of my estate serving at the time. References to "the Trustee" shall mean the initial Trustee or any successor Trustee or Trustees serving at the time. Where appropriate to the context, pronouns or other terms expressed in the singular shall be deemed to include the plural, and vice versa. References to transfer taxes shall include gift, estate, inheritance and similar taxes, as well as generation-skipping transfer taxes. Tax-related terms shall be construed in the context of the federal revenue laws in effect at my death.

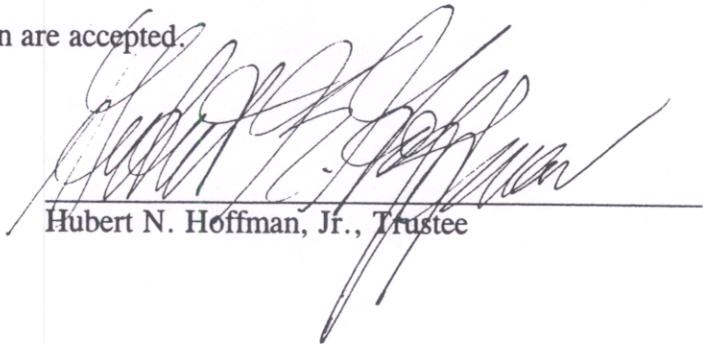
I. *Construction of Ambiguity.* The Trust Advisor may construe and interpret any ambiguity in the language contained in this declaration. Any construction or interpretation made by the Trust Advisor shall be final and binding on all persons interested in the trust, if made in good faith. However, no such construction or interpretation shall be made so as to deprive me, my estate, any trust under this declaration, or any beneficiary of any deduction, exclusion or other tax benefit which would otherwise be applicable.

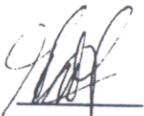
J. *Situs, Multiple Counterparts.* This declaration is made or delivered in Virginia and shall be governed by its laws. This declaration may be signed in more than one counterpart, each of which is an original.

Witness my signature and seal:


Hubert N. Hoffman, Jr. [Seal]

The terms of the Trust Declaration are accepted.


Hubert N. Hoffman, Jr., Trustee



State of Virginia)
) ss.
CITY of ALEXANDRIA)

The foregoing instrument was acknowledged before me this 22nd day of June, 1999 by Hubert N. Hoffman, Jr.

Carol J. Nelson
Notary Public

My commission expires: FEB. 28, 2000.

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[Signature]