



State of Virginia }
 County of Arlington }

To-wit:

#W27478

To All To Whom These Presents Shall Come, Greeting:

Know ye, That on the Second day of July, Two Thousand Two, Letters TESTAMENTARY of all and singular, the Goods, Chattels, and Credits, which were of HUBERT N. HOFFMAN JR. late of ARLINGTON, VA deceased, were, by the Clerk of the Circuit Court of the County of Arlington aforesaid granted and committed

unto HUBERT N. HOFFMAN, III
 of ALEXANDRIA, VIRGINIA
 the said HUBERT N. HOFFMAN, III
 as EXECUTOR

of said deceased having first entered into bond in the penalty of Four Million (\$4,000,000.00) Dollars without approved security for the faithful performance of the duties thereof. No security required under the terms of the Last Will and Testament.

In Testimony Whereof I, DAVID A. BELL, Clerk of said Court, have hereunto subscribed my name and affixed the Seal of said Court this 2nd day of July, A.D., 2002.

Teste: DAVID A. BELL, CLERK

By: 
 Deputy Clerk



UID



000002902173

**Wills Document
Received and Recorded
In the Office of the
Clerk of the Circuit Court
of Arlington County, Virginia**

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Arlington County, Virginia
Clerk of the Court's Office

This certificate annexed constitutes the
Clerk's endorsement required by sections 17-59,
17-79 and 58.1-802 of the code of Virginia.

David A. Bell
Clerk

**IMPORTANT:
DO NOT DETACH
THIS PAGE FROM
THE DOCUMENT!**

Cover Sheet required for document processing DO NOT REMOVE!

Will of Hubert N. Hoffman, Jr.

I, Hubert N. Hoffman, Jr., of Arlington County, Virginia, make this my will. I revoke all wills and codicils I have previously made.

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. Distribution of My Estate.

A. *Tangible Personal Property.*

1. I give my tangible personal property to my wife if she survives me.
2. If my wife does not survive me, I give my tangible personal property to my children who survive me, to be divided among them in approximately equal shares in such manner as the Executor may determine.
3. I may make a list or memorandum expressing how I wish certain items of my tangible personal property to be distributed. It is my hope that my wishes will be carried out, but the list or memorandum shall not be considered part of my will or legally binding.
4. Tangible personal property does not include assets that, in the opinion of the Executor, were held by me primarily for business or investment purposes. Tangible personal property does not include any gold bullion I may own or any certificates representing my ownership in gold.

B. *Residue of Estate.* I give the residue of my real and personal estate to the Trustee or Trustees serving under the Hubert N. Hoffman, Jr. Revocable Living Trust with Hubert N. Hoffman, Jr. as initial Trustee dated September 21, 1993, and amended and restated by the Hubert N. Hoffman, Jr. Amended and Restated Revocable Living Trust Declaration of even date herewith with myself as initial Trustee ("my Trust Declaration"), to be held in trust under the terms in effect at my death. My Trust Declaration was signed before this will was signed.



Article III. Debts, Taxes and Other Charges.

A. *Debts and Expenses.* The Executor shall pay or arrange for the payment of my legally enforceable debts, my written charitable pledges, and the expenses of my funeral and burial or cremation. The Executor shall pay the expenses of delivering my tangible personal property, including transportation, storage and insurance, as a cost of administering my estate.

B. *Taxes.*

1. If my wife survives me, all estate, inheritance and similar taxes (excluding generation-skipping transfer taxes) incurred at my death shall be apportioned against and paid from such assets as provided by the laws of Virginia in the absence of contrary direction by this will, provided that any such taxes to be apportioned against the Family Trust under my Trust Declaration shall be charged against and paid from the portion of the trust for which the QTIP election is not made.

2. If my wife does not survive me, the Executor shall pay or provide for the payment of all estate, inheritance and similar taxes (excluding generation-skipping transfer taxes) incurred at my death with respect to assets passing under this will or my Trust Declaration. The Executor shall pay all such taxes and interest on taxes as a cost of administering my estate and without apportionment. All estate, inheritance and similar taxes incurred at my death with respect to assets included in my gross estate but not passing under this will or my Trust Declaration shall be apportioned against and paid from such assets.

3. All generation-skipping transfer taxes incurred at my death with respect to assets included in my gross estate shall be apportioned against and paid from such assets.

C. *Other Provisions.* I specifically authorize the Executor to take advantage of any provisions in my Trust Declaration for the payment of any such expenses and taxes.

Article IV. Executors.

A. *Designation.* I name Holly L. Nolting to be the Executor. If Holly L. Nolting fails or ceases to serve, I name Thomas N. Hoffman to be the Executor. If Thomas N. Hoffman also fails or ceases to serve, I name Peggy L. Hoffman to be the Executor. Any named Executor shall have the right, but shall not be required, to name any individual or individuals or any bank or trust company having trust powers to be an additional Executor or Executors to serve with her or him. I request that no security be required of any named Executor or any additional Executor.

B. *Ancillary Executor.* The Executor may designate any individual or any bank or trust company having trust powers to serve as Executor in any other jurisdiction in which



ancillary administration of my estate may be appropriate. I request that no bond or security be required of such ancillary Executor. Each reference in my will to the Executor shall include any ancillary Executor.

C. *Compensation.* Any individual serving as Executor shall be entitled to receive reasonable compensation for fiduciary services. If Holly L. Nolting serves, reasonable compensation shall be deemed to be \$1,000,000. Any corporate Executor shall be entitled to receive the compensation provided for similar fiduciary services on its published fee schedule in effect when services are rendered.

Article V. Administration of Estate.

A. *Fiduciary Powers.* In addition to the powers granted by law, I grant the Executor the powers set forth in Section 64.1-57 of the Code of Virginia. If those statutory powers are not recognized in any jurisdiction in which my estate or ancillary estate is administered, I grant the Executor the powers set forth below.

1. The Executor may retain, either permanently or for such period of time as the Executor may elect, any estate assets, real or personal, whether or not such assets are of the character approved or authorized by law for investment by fiduciaries and whether or not such assets represent an overconcentration in one investment.

2. The Executor may invest in any notes, bonds, obligations, debentures, shares of stock, common and preferred, participations in a common trust fund or any other form of commingled investment (including the commingling of the estate assets with assets of any other estate), interests in investment trusts, partnership interests and mutual funds, and such other property as the Executor may deem best, without being confined to such investments as are usual or as are approved or authorized by law for investment by fiduciaries; and the Executor may change and vary such investments and reinvestments and change realty to personalty and vice versa.

3. The Executor may continue or enter into any business enterprise as a proprietorship, corporation or limited or general partner and extend any such partnership beyond any period fixed for its termination; and the Executor may continue and fully participate in any farming operations, in unincorporated form or otherwise.

4. The Executor may sell, transfer or exchange any property or interests in property, real or personal, that at any time shall be held in the estate, either at public auction or privately, for cash or credit upon such terms and conditions as the Executor may deem best.

5. The Executor may lease any real property that at any time shall be held in the estate upon such terms and conditions as the Executor may deem best.



6. The Executor may grant options with respect to any property or interest in property, real or personal, that at any time shall be held in the estate, upon such terms and conditions as the Executor may deem best, and purchase or acquire options with respect to any property that may be acquired by the estate.

7. The Executor may make agreements, leases and investments for any period of time, even though such agreements, leases and investments extend beyond the expiration of the authority of the Executor.

8. The Executor may make repairs, alterations, additions or improvements to, or demolish improvements on, any property held in the estate.

9. The Executor may register and hold any property in the name of any nominee selected by the Executor without disclosing or describing any fiduciary relationship, or in bearer form.

10. The Executor may participate in or oppose any plan for the consolidation, merger, foreclosure, dissolution, reorganization, recapitalization or refinancing of any project or enterprise in which the estate may be interested. The Executor may take and hold any securities or investments issued under any such plan, pay any assessments and subscriptions and deposit any property with protective or similar committees and delegate authority to them.

11. The Executor may vote in person or by proxy, general or restricted, any shares of stock held in the estate and enter into voting trust agreements.

12. The Executor may take up or subscribe for any rights or exercise any subscription or conversion privileges with respect to any property.

13. The Executor may borrow money, including borrowings from the Executor for such periods and upon such terms and conditions as the Executor may deem best and for any purpose deemed advisable by the Executor renew any obligations and pledge, mortgage and encumber all or any portion of the estate assets.

14. The Executor may institute any suit, action or proceedings on behalf of the estate and defend any suit, action or proceeding brought against or relating to the estate; and the Executor may compromise, adjust, submit to arbitration or otherwise dispose of any claims against or in favor of the estate upon such terms and conditions as the Executor may deem best.

15. The Executor may employ attorneys, accountants, auditors, depositaries, proxies and agents, with or without discretionary powers, and rely on any advice or information given or supplied by any such attorney, accountant or auditor.

A handwritten signature in black ink, consisting of several loops and flourishes, positioned above a horizontal line.

16. The Executor may determine whether receipts are income or principal and whether disbursements are to be charged against income or principal, and whenever ordinary trust accounting rules do not clearly resolve a question concerning such allocation or apportionment between income and principal, the decision of the Executor shall be conclusive.

17. The Executor may allocate or distribute in kind (including undivided interests) or in money or partly in each and the Executor may cause any share to be different in composition from other shares.

18. The Executor may determine with respect to the beneficiaries any question concerning identity, relationship, survivorship and marital status, and in the event any beneficiary is "missing", in military service or otherwise, the Executor may decide as of what date the missing beneficiary is to be presumed dead for purposes of this instrument.

19. The Executor may enter into any transaction authorized hereby with trustees, executors and administrators of other trusts or estates in which any beneficiary has any interest, even though the Executor also serves as such trustee, executor or administrator and without limiting the foregoing, in any such transaction to make loans with or without security.

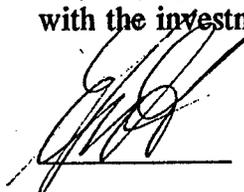
20. During the minority or disability of any beneficiary, the Executor may distribute income and principal the beneficiary is authorized to receive by payment to a relative, friend, guardian or committee to be expended for the support, education or benefit of the beneficiary, or by the direct expenditures of the Executor for those purposes, as the Executor may deem appropriate.

21. The Executor may purchase and hold policies of life insurance on the life of any beneficiary, or any person in whom the beneficiary has an insurable interest, and pay the premiums for such policies.

22. The Executor may make any elections relating to the payment of any taxes on estate assets or income or in connection with any fiduciary responsibilities, including elections concerning the timing of any tax payment, the valuation of property subject to tax and alternative uses of deductible items.

23. The Executor may execute and deliver any documents the Executor may deem advisable to carry out any power under this instrument, and no other party shall be obligated to inquire into the validity of such documents or be bound to see to the application of any property delivered to the Executor pursuant to its terms.

B. *Investment Advisor.* The Executor may employ a professional investment advisor in developing, implementing and monitoring the investment policy of my estate. The Executor may rely upon any investment decisions or recommendations of the advisor which are consistent with the investment policy without liability to any beneficiary.



C. *Retention of Investments.* I may own closely held business interests, partnership interests, real estate investments, personal residences or other assets which are not considered suitable investments for the Executor. I authorize the Executor to retain any such assets for as long as the Executor may deem appropriate, whether or not such assets satisfy the prudent investor standard for fiduciary investments, produce income or represent an overconcentration in one investment. The Executor may continue the operation and participate in the management of any closely held business, partnership or real estate investment without liability for any decisions or actions made in good faith.

D. *Tax Elections.* The Executor may make tax elections and allocations as the Executor may deem appropriate. Any elections or allocations made by the Executor in good faith shall not be subject to challenge by any person.

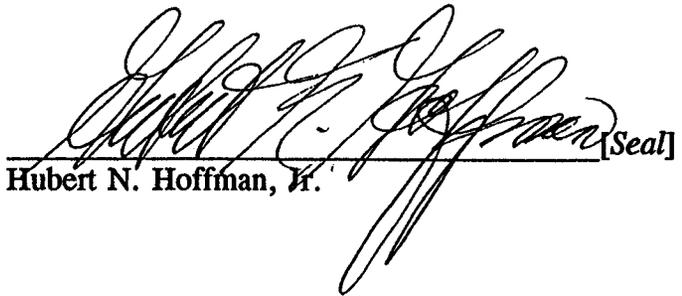
Article VI. Miscellaneous Provisions.

A. *Survivorship.* A beneficiary shall be deemed to have survived me only if the beneficiary survives me by 90 days.

B. *Contest.* If a beneficiary under this will or my Trust Declaration shall contest, obstruct or otherwise resist the probate of this will, or start or join in any proceeding tending to avoid or set aside any provision of this will or my Trust Declaration, such beneficiary shall forfeit all bequests and rights conferred upon such beneficiary by this will, and this will shall be given effect in all respects as if such beneficiary had predeceased me.

C. *Terms.* Where appropriate to the context, pronouns or other terms expressed in the singular shall be deemed to include the plural, and vice versa. Tax-related terms shall be construed in the context of the federal revenue laws in effect at my death.

I have signed and sealed my will consisting of 7 typewritten pages on this 19th day of PA, 1995.

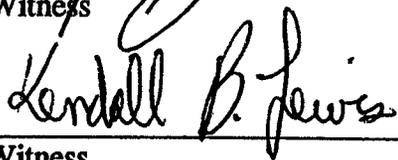

Hubert N. Hoffman, Jr. [Seal]

The testator signed, sealed and declared this as his will in our presence on the date shown above. At the testator's request we have both signed our names as witnesses. All of this occurred at the same time and we and the testator were present together throughout.



Witness

5401 Melshop Court, Burke, VA
Address



Witness

10958 Republic Court, Manassas VA
Address



CITY of ALEXANDRIA)

ss.

Before me, the undersigned authority, on this day personally appeared Hubert N. Hoffman, Jr., MICHAEL J. PERINE and KENDALL B. LEWIS, known to me to be the testator and the witnesses, respectively, whose names are signed to the attached or foregoing instrument and, all of these persons being by me first duly sworn, Hubert N. Hoffman, Jr., the testator, declared to me and to the witnesses in my presence that said instrument is his Last Will and Testament and that he had willingly signed and executed it in the presence of said witnesses as his free and voluntary act for the purposes therein expressed; that said witnesses stated before me that the foregoing will was executed and acknowledged by the testator as his Last Will and Testament in the presence of said witnesses who, in his presence and at his request, and in the presence of each other, did subscribe their names thereto as attesting witnesses on the day of the date of said will, and that the testator, at the time of the execution of said will, was over the age of eighteen years and of sound and disposing mind and memory.

Sworn and acknowledged before me by Hubert N. Hoffman, Jr., the testator, MICHAEL J. PERINE and KENDALL B. LEWIS, witnesses, this 19th day of MAY, 1995.

Carol J. Nelson
Notary Public

(SEAL)

My commission expires: FEB. 28, 1997.

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A COPY,
TESTE: DAVID A. BELL, CLERK
BY [Signature]
DEPUTY CLERK

Codicil Of Hubert N. Hoffman, Jr.

I, **Hubert N. Hoffman, Jr.**, of Arlington County, Virginia, make this codicil to my will that was signed on May 19, 1995.

First: I revoke ARTICLE II.B. of my will and substitute in its place the following:

B. *Residue of Estate.* I give the residue of my real and personal estate to the Trustee or Trustees serving under the Hubert N. Hoffman, Jr. Second Amended and Restated Revocable Living Trust Declaration with Hubert N. Hoffman, Jr. as Trustee dated June 22, 1999, as amended on June 9, 2000, ("my Trust Declaration"), to be held in trust under the terms in effect at my death. My Trust Declaration was signed before this will was signed.

Second: I revoke Article IV.A. of my will and substitute in its place the following:

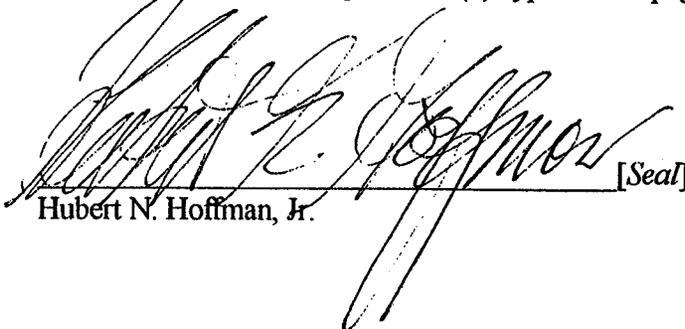
A. *Designation.* I name Hubert N. Hoffman, III to be the Executor. If Hubert N. Hoffman, III fails or ceases to serve, I name Thomas N. Hoffman to be the Executor. If Thomas N. Hoffman also fails or ceases to serve, I name Peggy L. Hoffman to be the Executor. Any named Executor shall have the right, but shall not be required, to name any individual or individuals or any bank or trust company having trust powers to be an additional Executor or Executors to serve with him or her. I request that no security be required of any named Executor or any additional Executor.

Third: I revoke Article IV.C. of my will and substitute in its place the following:

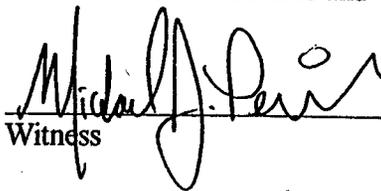
C. *Compensation.* Any individual serving as Executor shall be entitled to receive reasonable compensation for fiduciary services; provided, however, any child of mine who shall serve as Executor shall not be entitled to compensation for fiduciary services. Any corporate Executor shall be entitled to receive the compensation provided for similar fiduciary services on its published fee schedule in effect when services are rendered.

Fourth: Except as changed by this codicil, I confirm, ratify and republish my will and all prior codicils.

I have signed and sealed this codicil to my will consisting of two (2) typewritten page on this 12th day of June, 2000.

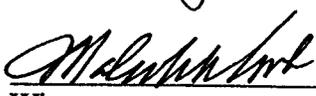

Hubert N. Hoffman, Jr. [Seal]

The testator signed, sealed and declared this as a codicil to his will in our presence on the date shown above. At the testator's request, we have both signed our names as witnesses. All of this occurred at the same time and we and the testator were present together throughout.



Witness

5401 Midship Court, Burke, VA
Address

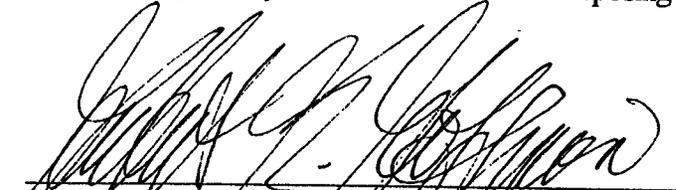


Witness

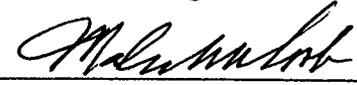
9839 Mill Run Dr, Great Falls VA.
Address

State of Virginia)
) ss.
CITY of ALEXANDRIA)

Before me, the undersigned authority, on this date personally appeared Hubert N. Hoffman, Jr., MICHAEL PERINE and MALCOLM COOK, known to me to be the testator and witnesses, respectively, whose names are signed to the attached instrument; and, all of these persons being by me first duly sworn, Hubert N. Hoffman, Jr., the testator, declared to me and to the witnesses in my presence that said instrument is a codicil to his last will and testament and that he had willingly signed and executed it in the presence of said witnesses as his free and voluntary act for the purposes therein expressed, and said witnesses stated before me that the foregoing instrument was executed and acknowledged by the testator as a codicil to her last will and testament in the presence of said witnesses who, in his presence, and at his request, and in the presence of each other did subscribe their names thereto as attesting witnesses on the day of the date of said codicil, and that the testator, at the time of the execution of said codicil, was over the age of eighteen years and of sound and disposing mind and memory.


Hubert N. Hoffman, Jr.


Witness

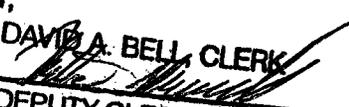

Witness

Subscribed, sworn and acknowledged before me by Hubert N. Hoffman, Jr., the testator; subscribed and sworn before me by MICHAEL PERINE and MALCOLM COOK, witnesses, this 12th day of June, 2000.


Notary Public

My commission expires: 2/29/04

628461.01

A COPY,
TESTE: DAVID A. BELL, CLERK
BY 
DEPUTY CLERK