

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

I, **Hubert N. Hoffman, Jr.**, of Arlington County, Virginia, as of this 12th day of June 2000, amend the Hubert N. Hoffman, Jr. Second Amended and Restated Trust Declaration dated June 22, 1999, with myself as Trustee (the "Trust Declaration").

First: I revoke paragraph C.4. of Article III of the Trust Declaration and substitute in its place the following:

4. The Trustee shall distribute the then remaining principal of the Family Trust to my children in the specified percentages and subject to the provisions below:

- a. Hubert N. Hoffman, III - twenty-seven and one-half percent (27.5%),
- b. Nancy L. Connor - fifteen percent (15%),
- c. Holly L. Nolting - fifteen percent (15%),
- d. Thomas N. Hoffman - twenty-seven and one-half percent (27.5%),
and
- e. Timothy J. Hoffman - fifteen percent (15%).

The Trustee shall distribute the share of any child who is then living to the child outright. The Trustee shall distribute the share of any deceased child to the child's then living descendants, *per stirpes*, or if there are none, such share shall be added proportionally (as opposed to equally) to the other shares for which there is a child or child's descendants then living. To the extent possible, the Trustee shall allocate 23.8% of my limited partnership interests in Hoffman Buildings Limited Partnership, a Virginia limited partnership, to the share established for Hubert N. Hoffman, III, or his descendants. To the extent possible, the Trustee shall allocate 15.8% of my limited partnership interests in Hoffman Buildings Limited Partnership, a Virginia limited partnership, to the share established for Nancy L. Connor, or her descendants. To the extent possible, the Trustee shall allocate 15.8% of my limited partnership interests in Hoffman Buildings Limited Partnership, a Virginia limited partnership, to the share established for Holly L. Nolting, or her descendants. To the extent possible, the Trustee shall allocate 28.8% of my limited partnership interests in Hoffman Buildings Limited Partnership, a Virginia limited partnership, to the share established for Thomas N. Hoffman, or his descendants. To the extent possible, the Trustee shall allocate 15.8% of my limited partnership interests in Hoffman Buildings Limited Partnership, a Virginia limited partnership, to the share established for Timothy J. Hoffman, or his descendants.

Second: I revoke paragraph C. of Article VII of the Trust Declaration and substitute in its place the following:

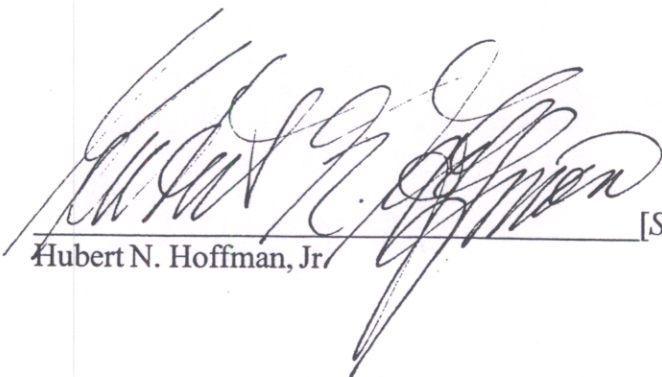
C. *Successor Trustees.* If I resign or cease to serve as Trustee and no other Trustee is serving, Hubert N. Hoffman, III shall have the right to become successor Trustee in my place. If Hubert N. Hoffman, III fails to accept appointment, or accepts appointment and later resigns or ceases to serve, Thomas N. Hoffman shall have the right to become successor Trustee in his place. If Thomas N. Hoffman also fails to accept appointment, or accepts appointment and later resigns or ceases to serve, or if any other Trustee resigns or ceases to serve, I, if I am living and competent, and otherwise Hubert N. Hoffman, III, if he is living and competent, and otherwise Thomas N. Hoffman, if he is living and competent, and otherwise Peggy L. Hoffman, if she is living and competent, and otherwise a majority of my children who are living and competent, or if there are none, the Trust Advisor, shall have the right to designate any individual or any bank or trust company having trust powers as successor Trustee. The appointment of any successor Trustee shall be effective upon written acceptance of fiduciary duties delivered to the Trustee then serving and the Trust Advisor.

Third: I revoke paragraph A. of Article VIII of the Trust Declaration and substitute in its place the following:

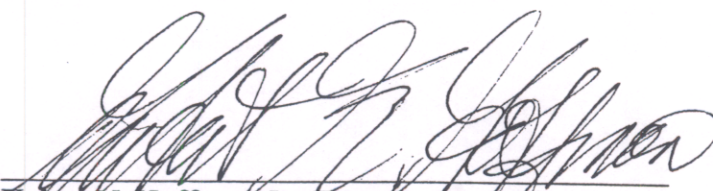
A. *Appointment.* I hereby appoint Malcolm W. Cook as the Trust Advisor. At any time that no Trust Advisor is serving, I, if I am living and competent, and otherwise the Trustee, shall have the right to designate any individual who is a licensed attorney or a certified public accountant and is not a Trustee or beneficiary of any trust as the Trust Advisor. The designation shall be made by a writing delivered to the individual being appointed. The appointment shall be effective when the individual being appointed delivers written acceptance of the appointment to me, if I am living and competent, and the Trustee.

Fourth: Except as changed by this amendment, I ratify and confirm the Hubert N. Hoffman, Jr. Second Amended and Restated Trust Declaration dated June 22, 1999, and all prior amendments.


Witness my signature and seal:


Hubert N. Hoffman, Jr. [Seal]

The terms of this Amendment to the Hubert N. Hoffman, Jr. Second Amended and Restated Trust Declaration dated June 22, 1999 are accepted.

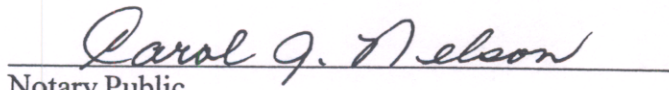

Hubert N. Hoffman, Jr., Trustee

By my signature, I hereby accept the position of Trust Advisor. In addition, I accept the terms of the Hubert N. Hoffman, Jr. Second Amended and Restated Trust Declaration dated June 22, 1999, and the terms of this Amendment to the Hubert N. Hoffman, Jr. Second Amended and Restated Trust Declaration.


Malcolm W. Cook, Trust Advisor

State of Virginia)
) ss.
CITY of ALEXANDRIA)

The foregoing instrument was acknowledged before me this 12th day of June, 2000 by Hubert N. Hoffman, Jr.


Notary Public

My commission expires: Feb. 29, 2004.

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