

\$23,870,000  
**THE SHOPS AT WHITE OAK VILLAGE**  
**COMMUNITY DEVELOPMENT AUTHORITY (VIRGINIA)**  
**Special Assessment Revenue Bonds, Series 2007**

**DEVELOPER'S CONTINUING DISCLOSURE STATEMENT**

Attn: Keenan Rice  
MuniCap, Inc.  
8340 Governor Ridgley Lane  
Ellicott City, MD 21043

In accordance with the "Continuing Disclosure Agreement" (the "Agreement"), dated as of September 1, 2007, by and between (i) LABURNUM INVESTMENT, LLC. (the "Developer") and (ii) MUNICAP, INC. (the "Administrator"), the developer hereby provides the following information as of December 31, 2007. All terms having initial capitalization and not defined herein shall have the same meanings set forth in a Limited Offering Memorandum dated October 3, 2007. To the best of the knowledge of the undersigned:

**1) Completion of the Public Improvements**

**A) Public Improvements Budget:**

<b>Public Improvement</b>	<b>Original Budget</b>	<b>Budget Changes</b>	<b>Revised Budget</b>	<b>Spent to Date</b>	<b>Percent Complete</b>
Off-site Improvements ( turn lanes, traffic lights, off-ramps)	\$2,500,000	\$0	\$2,500,000	\$898,000	36%
Mass Earthwork	\$4,134,032	\$0	\$4,134,032	\$3,844,750	93%
Sanitary Sewer	\$556,657	\$0	\$556,657	\$519,234	93%
Storm Sewer	\$3,087,961	\$0	\$3,087,961	\$2,933,563	95%
Water Lines	\$667,898	\$0	\$667,898	\$602,598	90%
Parking Facilities	\$8,230,068	\$0	\$8,230,068	\$326,137	4%
Landscaping	\$2,000,000	\$0	\$2,000,000	\$0	0%
Miscellaneous	\$104,167	\$0	\$104,167	\$42,708	41%
Dry Utilities/Allowances	\$737,000	\$0	\$737,000	\$339,807	46%
Lifestyle Plaza	\$1,282,796	\$0	\$1,282,796	\$30,422	2%
CM Staffing	\$1,631,047	\$0	\$1,631,047	\$668,729	41%
CM Fee	\$1,059,598	\$0	\$1,059,598	\$434,435	41%
Civil Engineering	\$1,000,000	\$0	\$1,000,000	\$950,000	95%
Developer Consultants	\$100,000	\$0	\$100,000	\$95,000	95%
Testing – Geotechnical Investigation and Environmental Inspection	\$300,000	\$0	\$300,000	\$255,000	85%
Permits	\$150,000	\$0	\$150,000	\$61,500	41%
<b>Total Public Improvements</b>	<b>\$27,541,315</b>	<b>\$0</b>	<b>\$27,541,315</b>	<b>\$12,001,883</b>	<b>44%</b>
<i>Less: Owner's Contributions</i>	<i>\$8,091,315</i>	<i>\$0</i>	<i>\$8,091,315</i>	<i>(\$3,560,179)</i>	<i>44%</i>
<b>Total Bond Funded Costs</b>	<b>\$19,450,000</b>	<b>\$0</b>	<b>\$19,450,000</b>	<b>\$8,441,704</b>	<b>44%</b>

2) **Status of Construction**

a) **Status of road improvements:**

---

The added traffic through lane construction nears completion on the east side of Laburnum Ave, which is the project side the entire length of White Oak Village development. In addition, the right hand turn lanes have been constructed on Audubon Dr and the Interstate I-64 East bound off ramp.

---

b) **Status of water infrastructure:**

---

The water infrastructure system within the White Oak Village development has been extended to Target, JC Penney, Lifestyle, Junior Anchor and Sam's Club building pads. The water line work will continue to the Lowe's, Ukrop's and outparcel building pads through the first quarter of 2008.

---

c) **Status of sanitary sewer infrastructure:**

---

The sanitary piping mains and manhole structures are nearly complete for the entire site except for the outparcel development along Laburnum Ave, which will be completed with the remaining sewer main work in the first quarter of 2008.

---

d) **Status of storm sewer infrastructure:**

---

The storm sewer piping and associated storm sewer collection structures are near completion for the entire White Oak Village development. The remaining storm line lateral work continues to each individual building pad. The storm management system retainage basin has been completed except for draining the temporary sediment basin and the BMP clay liner installation, which is scheduled for third quarter of 2008.

---

e) **Status of site work:**

---

The overall site mass grading operations are nearing completion and site roadway concrete curbs have started in selected areas of the site. The site fine grading, as weather permits, will continue through the winter months to prepare subgrade elevation for the asphalt pavement, site lighting, landscaping and plaza work, which does continue with limited crews through the winter, but contractors will mobilize in full force, as the weather improves, in the Spring of 2008. The dry utilities work continues as areas of mass grading reach subgrade elevations within utility easement areas.

---

f) **Status of construction of buildings/stores:**

---

The Target building foundations are nearing completion and Target's building exterior masonry walls have started. The Junior Anchor building structural steel is almost complete. The Life Style building B, C and D structural steel has been completed and Life Style building A structural steel is nearing completion. Life Style building C concrete floor has been completed and the concrete floor placement continues in Life Style building D.

---

3) **Status of Financing**

A. **Loans Secured by Property within the District:**

Wachovia Bank – Construction Loan

- Loan Amount: \$72,600,000
- Amount drawn through 12/31/07: \$18,070,480
- Amount repaid through 12/31/07: \$0 (to be repaid upon permanent financing)
- Balance at 12/31/07: \$18,070,480
- Interest rate: 6.4218% As of November (fluctuates monthly)

B. **Material Amendments on the Loan:** There have been no material amendments on the loan as described in the Limited Offering Memorandum.

C. **Event of Default on any Loan:** The developer has not received formal written notice and is not aware of any default or passage of time on any loan.

D. **Liens:** There exist no other liens for borrowed money secured by the property owned by the developer in the district.

4) **Government Permits and Approvals:**

Permit/Approval	Approval Status	Projected Date of Approval	Permitting Agency
Master Concept Plan	Yes	October 25, 2006	Henrico County
Master Utility Plan	Yes	June 28, 2007	Henrico County
Wetlands Permit	Yes	June 29, 2006	Virginia Department of Environmental Quality
Roadway Improvement Plans	Yes	June 5, 2007	Virginia Department of Transportation

5) **Status of Parcel Sales and Closings with Buyers:**

Buyer	Area in Acreage	Proposed Use	Date Parcel Sold	Date Parcel Closed
Hyatt Place	3.2	Hotel	December 28, 2007	December 28, 2007
Target	12.84	Target	August 31, 2007	August 31, 2007
Lowe's	13.36	Lowe's	August 31, 2007	August 31, 2007
Sam's Club	16.42	Sam's Club	November 14, 2007	November 14, 2007
Total	45.82			

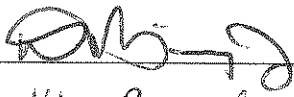
6) Status of Leasing:

Tenant	Leased Space	Percent of the Total	Termination/ Expiration Date
<b>Major Anchors</b>		<b>Based on 900,000 S.F</b>	
Target	128,000	14.2%	Sale
Lowe's	139,000	15.4%	Sale
Sam's Club	137,000	15.2%	Sale
JC Penney *	101,140	11.2%	20 year lease + extensions
<b>Subtotal - Major Anchors</b>	<b>505,140</b>	<b>56.1%</b>	
<b>Minor Anchors</b>			
Circuit City	20,000	2.2%	10 year lease + extensions
PetSmart	20,000	2.2%	10 year lease + extensions
Ukrops	60,666	6.7%	20 year lease + extensions
<b>Subtotal - Minor Anchors</b>	<b>100,666</b>	<b>11.2%</b>	
<b>Outparcels</b>			
Wachovia Bank	5,449	0.6%	20 year lease + extensions
TGIF	6,000	0.7%	20 year lease + extensions
Chick Fil A	4,227	0.5%	10 years + extensions
<b>Subtotal- Outparcels</b>	<b>15,676</b>	<b>1.7%</b>	
<b>Lifestyle Center Tenants</b>			
Payless Shoesource	3,000	0.3%	5 year lease
Dress Barn	7,578	0.8%	10 year lease
Firehouse Subs	1,970	0.2%	10 year lease
Kay Jewelers	2,538	0.3%	10 year lease
DTLR	4,078	0.5%	10 year lease
Floor to Ceiling	4,502	0.5%	10 year lease
Roda - Chinese Restaurant	9,084	1.0%	10 year lease
Freeman's Menswear	2,884	0.3%	10 year lease
Shoe City	5,045	0.6%	10 year lease
Diamond Expressions	984	0.1%	10 year lease
Cingular Wireless	3,382	0.4%	10 year lease
Great Clips	1,196	0.1%	10 year lease
<b>Subtotal - Lifestyle Center Tenants</b>	<b>46,223</b>	<b>5.1%</b>	
<b>Total</b>	<b>667,705</b>	<b>74.2%</b>	

\* JC Penney will open in March 2009

- 7) **Legislative, Administrative or Judicial Challenges:** There have been no legislative, administrative, or judicial challenges to the construction of the facilities or the Shopping Center Development within the district of which the developer has actual knowledge.
- 8) **Material Changes in the Plan to Develop the Shopping Center Development:** There have been no material changes in the plan to develop the Shopping Center Development as described in the Limited Offering Memorandum.
- 9) **Material Changes in the Plan to Develop the Facilities:** There have been no material changes in the plan to develop the Facilities as described in the Limited Offering Memorandum.
- 10) **Amendments or Supplements to the Development Agreement:** There have been no amendments or supplements to the Development Agreement.
- 11) **Notice of Default Received or Given by the Developer Under Any Sales Agreement:** There have been no notices of default received or given by the developer under any sales agreement between the developer and a buyer of land within the district.
- 12) **Other Comments:**
- \_\_\_\_\_
- None
- \_\_\_\_\_
- \_\_\_\_\_
- 13) **Reporting of Significant Events:** The developer has not obtained actual knowledge of the occurrence of any significant events attached hereto.

LABURNUM INVESTMENT, LLC

By: 

Title: Vice President

Date: March 12, 2008

### Significant Events

- (i) failure to pay any real property taxes (including the special assessment) levied within the district on a parcel owned by the developer;
- (ii) material damage to or destruction of any improvements within the district;
- (iii) material default by the developer on any loan with respect to the construction or permanent financing of the shopping center development;
- (iv) material default by the developer thereof on any loan secured by property within the district owned by the developer;
- (v) the filing of the developer, any general partner of the developer or any owner or owners of more than 25% interest in the developer in bankruptcy or any determination that the developer or any owner of an interest in the developer or subsidiary of the developer is unable to pay its debts as they become due;
- (vi) upon receipt by the developer of actual knowledge of the filing of any lawsuit with a claim for damages in excess of \$1,000,000 against the developer which may adversely affect the completion of the facilities or shopping center development or litigation in excess of \$1,000,000 which would materially adversely affect the financial condition of the developer; and
- (vii) material changes in the organization or ownership of the developer (as described in the Limited Offering Memorandum)