

VIRGINIA: IN THE CIRCUIT COURT OF FAIRFAX COUNTY

In re Multi-Circuit Episcopal Church Litigation

Plaintiff vs.

Civil Action No. CL 2007-248724

Previous Chancery No. CH

Defendant

SERVE: By email.

FRIDAY MOTIONS DAY - PRAECIPE/NOTICE

Moving Party: Plaintiff Defendant Other

Title of Motion: Church of the Apostles Motion to Stay Execution of Final Ord Attached Previously Filed

DATE TO BE HEARD: April 20, 2012 Time Estimate (combined no more than 30 minutes): 30 minutes

Time to be Heard: 9:00 a.m. with a Judge 9:00 a.m. without a Judge 10:00 a.m. (Civil Action Cases) Does this motion require 2 weeks notice? 11:30 a.m. (DOMESTIC/Family Law Cases) Does this motion require 2 weeks notice?

Case continued from: continued to: (Date) (Date)

Moving party will use Court Call telephonic appearance: Yes No

Judge Randy Bellows must hear this motion because (check one reason below):

- The matter is on the docket for presentation of an order reflecting a specific ruling previously made by that Judge. This Judge has been assigned to this entire case by the Chief Judge; or, The Judge has advised counsel that all future motions, or this specific motion, should be placed on this Judge's Docket; or, This matter concerns a demurrer filed in a case where that Judge previously granted a demurrer in favor of demurrant.

PRAECIPE by: Lauren B. Homer for Church of the Apostles Homer International Law Group PLLC Printed Attorney Name/ Moving Party Name Firm Name

13102 Parson Lane, Fairfax, VA 22033 Address

(703) 961-1177 (703) 348-2176 36718 homer@homer-international-law.com Tel. No. Fax No. VSB No. E-Mail Address (optional)

CERTIFICATIONS

I certify that I have in good faith conferred or attempted to confer with other affected parties in an effort to resolve the subject of the motion without Court action, pursuant to Rule 4:15(b) of the Rules of the Supreme Court of Virginia; and, I have read, and complied with, each of the Instructions for Moving Party on the reverse side of this form.

Lauren B. Homer Moving Party/Counsel of Record

CERTIFICATE OF SERVICE

I certify on the 2nd day of April, 2012, a true copy of the foregoing Praecipec was

mailed faxed delivered to all counsel of record pursuant to the provisions of Rule 4:15(e) of the Rules of the Supreme Court of Virginia.

LB Homer Moving Party/Counsel of Record

VIRGINIA:

IN THE CIRCUIT COURT FOR FAIRFAX COUNTY

In re:	)	Civil Case Numbers:
Multi-Circuit Episcopal Church	)	CL 2007-248724,
Litigation	)	CL 2007-1625,
	)	CL 2007-1235,
	)	CL 2007-1236,
	)	CL 2007-1238,
	)	CL 2007-5250,
	)	CL 2007-5683,
	)	CL 2007-5682, and
	)	CL 2007-5902.

ONE PAGE COVER SHEET FOR
CHURCH OF THE APOSTLES' MOTION FOR PARTIAL STAY
OF EXECUTION OF THE FINAL ORDER

This is a one-page cover sheet referencing Church of the Apostles' Motion to Stay Execution of the Final Order, which was filed in the Omnibus Case Number: CL 2007-248724, on April 2, 2012. This one-page reference pleading applies to the Omnibus Case Number: CL 2007-248724 and the following cases:

1. *The Protestant Episcopal Church in the Diocese of Virginia v. Truro Church*
(Circuit Court of Fairfax County; CL 2007-1236);
2. *The Protestant Episcopal Church in the Diocese of Virginia v. Church of the Apostles* (Circuit Court of Fairfax County; CL 2007-1238);
3. *The Protestant Episcopal Church in the Diocese of Virginia v. Church of the Epiphany, Herndon* (Circuit Court of Fairfax County; CL 2007-1235);
4. *The Protestant Episcopal Church in the Diocese of Virginia v. St. Paul's Church, Haymarket* (Circuit Court of Prince William County Case No. CL 73466)(Circuit Court of Fairfax County; CL 2007-5683);

5. *The Protestant Episcopal Church in the Diocese of Virginia v. St. Margaret's Church* (Circuit Court of Prince William Case No. CL 73465)(Circuit Court of Fairfax County; CL 2007-5682);
6. *The Protestant Episcopal Church in the Diocese of Virginia v. The Church at The Falls – The Falls Church* (Circuit Court of Arlington County Case No. 07-125)(Circuit Court of Fairfax County; CL 2007-5250);
7. *The Protestant Episcopal Church in the Diocese of Virginia v. St. Stephen's Church* (Circuit Court of Northumberland County Case No. CL 07-16)(Circuit Court of Fairfax County; CL 2007-5902); and
8. *The Episcopal Church v. Truro Church et al.* (Circuit Court of Fairfax County; CL 2007-1625).

For the complete Church of the Apostles' Notice of Appeal, please see the Omnibus Case File, CL 2007-248724.

Dated: April 2, 2012

Respectfully submitted,

HOMER INTERNATIONAL LAW GROUP,
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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 2nd day of April, 2012 a copy of the foregoing One-Page Cover Sheet pertaining to Church of the Apostles' Motion for Partial Stay of Execution of the Final Order was sent by electronic mail to all counsel named below:

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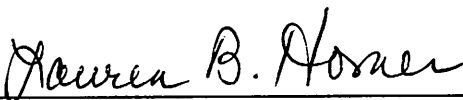
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All CANA Counsel



Lauren B. Homer

VIRGINIA:

IN THE CIRCUIT COURT OF FAIRFAX COUNTY

In re Multi-Circuit Episcopal Church Property Litigation:	)	Case Nos.: CL 2007-248724,
)	
	)	CL 2007-1235,
	)	CL 2007-1236,
	)	CL 2007-1238,
	)	CL 2007-1625,
	)	CL 2007-5250,
	)	CL 2007-5364,
	)	CL 2007-5682,
	)	CL 2007-5683,
	)	CL 2007-5684, and
	)	CL 2007-5902

**CHURCH OF THE APOSTLES' MOTION FOR PARTIAL STAY
OF EXECUTION OF THE FINAL ORDER**

COMES NOW Church of the Apostles (“COA”) and its related Trustees, by counsel and pursuant to Virginia Code § 8.01-676.1, to move this Court for a partial stay of execution of its Final Order, entered on March 1, 2012, as it applies to COA, and in support states as follows:

1. On March 1, 2012, this Court entered a Final Order in the above actions, as amended by Consent Order Correcting Final Order, dated March 16, 2012 (both attached as Exhibit A, without Exhibits) (“the Final Order”).

2. The Final Order orders COA and its Trustees (“COA”) to sign a Petition, Order, and Quitclaim Deeds and to adopt Vestry Resolutions conveying its rights, title, and interest in all of its real property to the Diocese: (i) church and land at 3500 Pickett Road, Fairfax, VA (“Pickett Road”); and (ii) 42 acres on Braddock Road, Fairfax, VA (“Braddock Road”).¹ The Final Order also requires COA to convey to the Diocese all of its pre-demarkation date tangible personal property, and the January 31, 2007 value of its liquid assets, less certain deductions. (Exhibit A,

¹ The Final Order gave the Diocese until March 30, 2012 to decide whether to take the Braddock Road property and its related mortgage, and it elected to take that property.

Paragraphs C, D and E). COA then had approximately \$1.2 million in liquid assets (primarily funds designated for construction of a new facility on Braddock Road), and it currently has less than \$400,000 on hand. COA cannot satisfy the conditions in the Final Order for suspending execution of the money judgment, by paying the full amount into court plus interest (Id., Para. E) because it does not have the funds and cannot borrow without any meaningful assets. The Final Order therefore renders COA insolvent as a corporation, with a small amount of tangible personal property and a large expected deficiency judgment after May 4, 2012.

4. COA noticed its appeal of the Final Order on March 29, 2102. A copy of the Notice of Appeal is attached hereto as Exhibit B.

5. Consistent with the Final Order and to avoid contempt, COA has executed the required Petition and Order, adopted the required Vestry resolutions, and will sign the required Quitclaim Deeds to convey its real and tangible personal property to the Diocese. It is moving for a stay to avoid any argument that these actions constitute a waiver of its right to appeal and to ensure that its interests are not irrevocably damaged during the pendency of an appeal.² However, COA believes that these actions could not be found “voluntary” when refusal to comply with the Final Order could expose it, its officers, and its Vestry to contempt charges.

6. COA asks that the execution of the Final Order be partially suspended, under VA Code § 8.01-676.1, such that the Diocese be required to hold and not sell, dissipate, or otherwise dispose of any of COA’s real or tangible personal property during the pendency of the appeal. COA also asks that no security for costs be required “for good cause shown” herein (Id. §§676.1(E)) and because COA has been rendered insolvent by the Final Order (Id. §§676.1 (N))

² See, e.g., *Carlucci v. Duck's Real Estate, Inc.*, 220 Va. 164 (1979); *Citizens Bank and Trust Co. v. Crewe Factory Sales Corp.*, 254 Va. 355 (1997); *Moore v. Moore*, 2011 WL 690890 (Va. Ct. App. 2011) (no published appellate decision in Virginia defines when a post-judgment act is voluntary or involuntary, 2011 WL 690890 at *4).

("No person who is an indigent shall be required to post security for an appeal bond.").

7. Both real properties are unique real estate parcels and are of irreplaceable value to COA. The Pickett Road property contains COA's church building, which has enormous sentimental value and significance to the congregation. It is on 4 acres uniquely located in the City of Fairfax. Braddock Road is 42 acres of prime land uniquely located at a major highway intersection (Fairfax County Parkway and Braddock Road). COA has expended several million dollars on acquisition, site planning, feasibility studies, architectural designs, and securing a zoning variance unique to COA for construction of a new church on Braddock Road. COA cannot be compensated adequately monetarily for loss of these properties. As with most real property, there are no truly comparable parcels available to COA even if the Diocese were ordered to pay COA their current market value at the time after a successful appeal.

8. COA must also convey to the Diocese unique and valuable church personal property and almost all of its church furniture and furnishings. This includes bound baptismal and confirmation registers from its founding through January 31, 2007, historic sacramental items, art work, furniture, wall murals, photographs and negatives. These items have unique sentimental value to COA and are irreplaceable. If COA prevails on appeal, receiving their monetary equivalent will not compensate COA. Also, their true value is not directly related to their intrinsic monetary value. For example, COA's church furnishings lack much intrinsic value, but they would be very costly to replace. Old bound volumes of church registers also have little intrinsic value but are critically important to COA's past members.

9. There is no continuing COA Episcopal congregation to use or safeguard either the real or tangible personal property. Also, neither piece of real property has historic protection. It is highly likely that, absent entry of a stay, the Diocese will seek to sell both properties to

commercial developers quickly while the appeal is pending and will take, sell, give away, or discard the tangible personal property at Pickett Road. Indeed, during the hearing on the Final Order, the Diocese took the position that, absent entry of a stay pending appeal, it has the right to immediately dispose of all of COA's tangible personal property once it obtains title to it.

10. COA's pre-demarkation date corporate books and records are part of its tangible personal property, and the Final Order's requirement that they be conveyed to the Diocese by April 30, 2012, presents additional difficult issues. COA must continue to have access to these records in order to prosecute an appeal in this action and in order to fulfill its corporate and legal document retention and other obligations and its duties to members of its congregation. If required to convey these voluminous records to the Diocese, COA will need to make copies of them. It also must review them and its electronic files to remove and identify privileged and confidential materials, including personal identifiers and information about congregational members. This will be extremely costly and time consuming. The Diocese already had the ability to review these records and copy documents of interest during discovery. No continuing COA congregation needs to access or use them. The Diocese has no foreseeable use for these materials, except to aid to its further pursuit of the claims in this litigation, including the appeal.

11. For all of the foregoing reasons, COA asks that the Court partially stay the Final Order by ordering that the Diocese preserve and not sell, dissipate, or alienate the real properties or the tangible personal property during the pendency of appeal after it obtains title. If COA succeeds on appeal, it will have the ability to regain use and possession of these unique and irreplaceable properties. If the Diocese succeeds, it will be free to dispose of them. COA also requests that the Court stay the Final Order by ordering that COA may retain its corporate books and records, including electronic records, during the pendency of the appeal, subject to the

condition that it not destroy or dissipate them and that it turn them over if the Diocese prevails in accordance with the conditions in the Final Order.

12. COA should not be required to post a bond for this stay. The Diocese will have full use, possession, and title to the properties, which should constitute good cause for waiving the requirement of posting a bond. Moreover, the Final Order has rendered COA insolvent and indigent, which means that no bond may be required. VA Code § 8.01-676.1(N).

13. In sum, COA requests that the Court order partial suspension of the execution of the Final Order on the parties' compliance with the following terms and conditions:

A. Ordering that the Diocese maintain and not dissipate any COA real and tangible personal property during the pendency of the appeal, including not selling, transferring, discarding, or otherwise disposing of the property so that it can be delivered back to COA in substantially the same condition in which it was conveyed if COA succeeds in the appeal.

B. Ordering that COA retain and maintain its own original and electronic books and records for the pre-demarcation date period during the pendency of the appeal and be able to transfer them to the Diocese if the Diocese succeeds in the appeal.

WHEREFORE, Church of the Apostles and its Related Trustees pray that this Honorable Court enter an order partially staying the execution of the Final Order, and for such further and additional relief as this Court deems just and proper under the circumstances.

Dated: April 2, 2012

Respectfully submitted,

CHURCH OF THE APOSTLES
By Counsel

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*Counsel for Church of the Apostles and its Related
Trustees*

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 2nd day of April, 2012 a copy of the foregoing **CHURCH OF THE APOSTLES' MOTION FOR PARTIAL STAY OF EXECUTION OF THE FINAL ORDER** was sent by electronic mail to:

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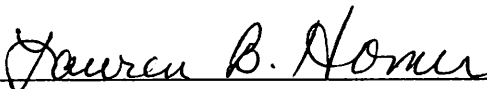
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All CANA Counsel



Lauren B. Homer

VIRGINIA:

IN THE CIRCUIT COURT OF FAIRFAX COUNTY

In re Multi-Circuit Episcopal Church)	Case Nos.: CL 2007-248724,
Litigation:)	CL 2007-1235,
)	CL 2007-1236,
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)	CL 2007-1625,
)	CL 2007-5250,
)	CL 2007-5682,
)	CL 2007-5683, and
)	CL 2007-5902
)	

FINAL ORDER

THIS MATTER is before the Court for entry of a Final Order in the cases listed above.

UPON CONSIDERATION WHEREOF, and for the reasons stated in the Court's January 10, 2012, Letter Opinion, which is incorporated herein by reference, the Court ADJUDGES, ORDERS and DECREES as follows:

A. (1) The Episcopal Church ("TEC") and the Diocese of Virginia ("Diocese") have contractual and proprietary interests in the real and personal property at issue in this litigation; (2) the defendants The Church At The Falls – The Falls Church, a Virginia non-stock corporation; St. Stephen's Church, a Virginia non-stock corporation, doing business as "St. Stephen's Anglican Church"; Truro Church, a Virginia non-stock corporation; St. Paul's Church, Haymarket, a Virginia non-stock corporation; St. Margaret's Church, a Virginia non-stock corporation; Church of the Apostles, a Virginia non-stock corporation; Church of the Epiphany, Herndon, a Virginia non-stock corporation (collectively, "CANA Congregations") do not have either contractual or proprietary interests in the real or personal property at issue in this litigation; (3) the Court finds no merit in the CANA Congregations' counterclaims for unjust enrichment, quantum meruit and constructive trusts , and the motions of TEC and the Diocese to

strike those claims are granted; and (4) the vestry empowered to elect the directors of The Falls Church Endowment Fund, Inc. is the vestry recognized by the Diocese as the Episcopal vestry of The Falls Church Episcopal Church. Accordingly,

B. The defendant trustees (excluding Trustee William Latham who resigned prior to entry of this Order)¹ and the defendant CANA Congregations hold, and, until the real and personal property at issue in this litigation is conveyed to the Bishop of the Diocese as required by this Order, will continue to hold, the real and personal property at issue in this litigation subject to the contractual and proprietary rights of TEC and the Diocese. The defendant trustees and the CANA Congregations are enjoined from further use of the real and personal property at issue in this litigation in accordance with the deadlines and terms set forth below, excepting personal property identified on Exhibit L attached hereto.

C. On or before April 30, 2012, (1) the defendant trustees and the CANA Congregations shall quitclaim and release all real estate, fixtures, improvements and appurtenances comprising the properties identified in Exhibit A attached hereto to the Bishop of the Diocese by means of quitclaim deeds. The defendant trustees shall use quitclaim deeds substantially in the form of Exhibit B attached hereto with all blanks therein appropriately completed and all exhibits thereto appropriately attached; and the CANA Congregations shall use quitclaim deeds substantially in the form of Exhibit C attached hereto with all blanks therein appropriately completed and all exhibits thereto appropriately attached, and (2) the defendant trustees and the CANA Congregations shall thereupon (except as may otherwise be agreed by the parties) relinquish possession and control over such properties to the Bishop of the Diocese in an orderly fashion. The CANA Congregations and the defendant trustees shall represent and

¹ All future references to trustees or defendant trustees or however such term may be phrased in this Final Order and in any of the exhibits hereto exclude Trustee William Latham. Consequently, the Court finds that Trustee William Latham is not subject to the Final Order.

warrant to the Bishop of the Diocese that to the best of their knowledge, information and belief, after review of their own files, such properties are free and clear of deeds of trust, mechanics' and other monetary liens, leases and parties in possession, except as set forth in Exhibit A attached hereto. The Diocese shall assume the obligations as of the date of conveyance pursuant to this Order on all such indebtedness shown on Exhibit A subject to the consent of the lender or otherwise indemnify the CANA Congregations for such obligations before the quitclaim deeds described herein are executed and recorded.

As to the Church of the Apostles' Braddock Road property and as to St. Margaret's Church Parcel 2 listed on Exhibit A, the Diocese will either assume or pay off the current loan on the property and take title to it, or it will surrender its interest in the property on or before March 30, 2012. Church of the Apostles and St. Margaret's Church shall make loan payments due for the months of February and March 2012 using current funds on hand that would otherwise be payable to the Diocese under this order. If the Diocese surrenders its interest in the Braddock Road property and/or St. Margaret's Church Parcel 2, the property shall be deemed deleted from Exhibit A and will not be subject to any provisions of this Order. On or before April 2, 2012, the defendant trustees who hold record title to the properties which are described on Exhibit A attached hereto as "Church of the Apostles Property," "Church of The Epiphany Property," and "Truro Church Property," and which lie in Fairfax County, together with the respective CANA Congregations whose joinder to the petitions shall be limited by the qualification that it is only to the extent necessary, the Diocese, and TEC, shall submit petitions pursuant to Va. Code Section 57-8 and Va. Code Section 57-15 to the Circuit Court of Fairfax County, or before the judge of such court in vacation, asking for confirmation of the appointment of such defendant trustees as trustees, asking for leave to grant and convey the respective properties to the Bishop of the

Diocese and seeking entry of an order (in the form of Exhibit D attached hereto) confirming the appointment of such defendant trustees and providing for and approving such grants and conveyances.

On or before April 2, 2012, the defendant trustees who hold record title to the properties which are described on Exhibit A attached hereto as “St. Margaret’s Church Property” and “St. Paul’s Church Property,” and which lie in Prince William County, together with the respective CANA Congregations whose joinder to the petitions shall be limited by the qualification that it is only to the extent necessary, the Diocese, and TEC, shall submit petitions pursuant to Va. Code Section 57-8 and Va. Code Section 57-15 to the Circuit Court of Prince William County, or before the judge of such court in vacation, asking for confirmation of the appointment of such defendant trustees as trustees, asking for leave to grant and convey the respective properties to the Bishop of the Diocese and seeking entry of an order (in the form of Exhibit D attached hereto) confirming the appointment of such defendant trustees and providing for and approving such grant and conveyance.

On or before April 2, 2012, the defendant trustees who hold record title to the property which is described on Exhibit A attached hereto as “The Falls Church Property,” and which lies in the City of Falls Church, Fairfax County, or Arlington County, together with the CANA Congregation whose joinder to the petitions shall be limited by the qualification that it is only to the extent necessary, the Diocese, and TEC, shall submit a petition pursuant to Va. Code Section 57-8 and Va. Code Section 57-15 to the Circuit Court of Arlington County, or before the judge of such court in vacation, asking for confirmation of the appointment of such defendant trustees as trustees, asking for leave to grant and convey The Falls Church Property to the Bishop of the Diocese and seeking entry of an order (in the form of Exhibit D attached hereto) confirming the

appointment of such defendant trustees and providing for and approving such grant and conveyance.

On or before April 2, 2012, the defendant trustees who hold record title to the property described on Exhibit A attached hereto as "St. Stephen's Church Property," and which lies in Northumberland County, together with the CANA Congregation whose joinder to the petitions shall be limited by the qualification that it is only to the extent necessary, the Diocese, and TEC, shall submit a petition pursuant to Va. Code Section 57-8 and Va. Code Section 57-15 to the Circuit Court of Northumberland County, or before the judge of such court in vacation, asking for confirmation of the appointment of such defendant trustees as trustees, asking for leave to grant and convey the St. Stephen's Church Property to the Bishop of the Diocese and seeking entry of an order (in the form of Exhibit D attached hereto) confirming the appointment of such defendant trustees and providing for and approving such grant and conveyance.

Such petitions and orders shall be in substantially the same form as Exhibits E and F attached hereto with all blanks therein appropriately completed and all exhibits thereto appropriately attached, with such modifications thereto as may be required by the applicable court.

The relinquishment of real and personal property or any other act in compliance with this Order shall not make moot any claims the CANA Congregations may raise on appeal to ownership and control of any real and personal property so relinquished.

D. On or before April 30, 2012, the defendant trustees and the CANA Congregations shall (1) convey to the Bishop of the Diocese all of their respective rights, titles and interests in the tangible and intangible personal property identified in Exhibit G attached hereto (other than liquid personal property that is the subject matter of paragraph E of this Order) and excepting

after acquired property identified in Exhibit L attached hereto, pursuant to bills of sale and assignments substantially in the form of Exhibit H attached hereto with all blanks therein appropriately completed and all exhibits thereto appropriately attached, and (2) deliver and relinquish possession and control over such tangible and intangible personal property to the Bishop of the Diocese in an orderly fashion. The CANA Congregations shall represent and warrant to the Bishop of the Diocese that to the best of their knowledge, information and belief, after review of their own files, such tangible and intangible personal properties are free and clear of liens and encumbrances, except as set forth in Exhibit G attached hereto (which exceptions will also be set forth in properly completed Exhibits A to the bills of sale and assignments to be delivered to the Bishop of the Diocese by the respective defendant trustees and CANA Congregations). Delivery of possession of the premises wherein such tangible personal property is situated shall be deemed delivery of possession of all tangible personal property located on such premises at the time of delivery. The CANA Congregations shall represent and warrant to the Bishop of the Diocese that to the best of their knowledge, information and belief, after review of their own files, they are not aware of any omitted tangible and intangible personal property held by the CANA Congregations or their trustees as of the applicable "Ownership Determination Date" (January 31, 2007, in the cases of The Church at the Falls – The Falls Church, Truro Church, Church of the Apostles, Church of The Epiphany, and St. Stephen's Church; and February 1, 2007, in the cases of St. Margaret's Church and St. Paul's Church) or acquired by them after such date with property that was liquid personal property described in paragraph E of this Order held by them on such date. The CANA Congregations shall also represent and warrant to the Bishop of Diocese that to the best of their knowledge, information and belief, after review of their own files, they and the defendant trustees have conveyed such

tangible and intangible personal property to the Bishop of the Diocese free and clear of liens and encumbrances created by the acts of the defendant trustees and the CANA Congregations, except as set forth in Exhibit G hereto. The foregoing representation by the CANA Congregations as to the defendant trustees shall not be deemed to create any cause of action on behalf of the Diocese arising out of any act of any trustee which is outside the best knowledge, information and belief of the corresponding CANA Congregation after review of its own files. Each defendant trustee, solely with respect to such trustee and not the other trustees, shall also represent and warrant to the Bishop of the Diocese that to the best of such trustee's knowledge, information and belief after review of such trustee's own files, such trustee has conveyed such tangible and intangible personal property to the Bishop of the Diocese free and clear of liens and encumbrances created by the acts of such trustee, except as set forth in Exhibit G attached hereto.

E. On or before April 30, 2012, the defendant trustees and the CANA Congregations shall either (1) convey to the Bishop of the Diocese all of their respective rights, titles and interests in all liquid personal property (e.g., cash, cash equivalents, securities and entitlements, instruments, investments, bank and other deposit accounts, certificates of deposit, endowment funds, and contributions and donations of money received as of the applicable Ownership Determination Date, and including restricted funds, as defined below, except to the extent that payments were made from such funds prior to the date of conveyance pursuant to this Order); or (2) pay to the Bishop of the Diocese the value of same, as of the applicable Ownership Determination Date, via cashier's check or equivalent form; or (3), at the CANA Congregations' election, pay the value of the same into the Court registry pending any appeal together with sufficient sums to pay interest at the rate of 6 percent per annum on the principal amounts for nine months from May 4, 2012. Additional interest at the rate of 6 percent per annum on the

judgment amounts paid into the Court registry shall be made every three months thereafter until the conclusion of such appeals. At the conclusion of such appeals the interest payments shall be reconciled so as to account for any overpayment or underpayment of interest, crediting the CANA Congregations with all interest earned on the amounts deposited. The values of such liquid personal property as of the applicable Ownership Determination Date are to be determined by the parties net of reconciliations including uncleared checks and uncleared deposits and including such legal liabilities incurred as of the applicable Ownership Determination Date but paid thereafter including, but not limited to, payroll, payroll deductions, taxes, withholding, pension contributions, accrued vacation, pre-paid tuition and fees, and funds belonging to third parties, and net of the pro-rated prepaid expenses that provide benefits after the applicable Ownership Determination Date (including but not limited to any prior payments of legal fees but not including any prior payments of insurance premiums). Further deductions are allowed for payments made after the applicable Ownership Determination Date and in accordance with the terms and conditions of restricted funds which are defined as follows: restricted funds are funds held by the CANA Congregations as of the applicable Ownership Determination Date which were subject to restrictions which limited the use of such funds to particular purposes which were not for the benefit of the Congregation, the Diocese, or TEC, leaving no discretion to or for the Congregation or its Vestry, clergy, or other persons associated therewith to use or disburse such funds for the benefit of the Congregations, the Diocese, or TEC. Such restricted funds that remain in the possession of the CANA Congregations as of the date of this Order shall be transferred to the Diocese subject to the same restrictions, and in accordance with all applicable laws. Investment accounts owned by the CANA Congregations and held by the Diocese shall remain with Diocese. The St. Stephen's accounts subject to the interpleader action involving St.

Stephen's and the Diocese shall convey to the Diocese as currently valued, net of interest earned thereon.

To the extent that any accounts are conveyed in any fashion other than by cashier's check or equivalent form, the defendant trustees and the CANA Congregations shall execute appropriate documents to effect such conveyances, including bills of sale and assignments substantially in the form of Exhibit J attached hereto with all blanks therein appropriately completed and all exhibits thereto appropriately attached. The CANA Congregations shall represent and warrant to the Bishop of the Diocese that to the best of their knowledge, information and belief, after review of their own files, such liquid personal property constitutes all liquid personal property acquired and held by the defendant trustees or the CANA Congregations as of the applicable Ownership Determination Date. The CANA Congregations shall also represent and warrant to the Bishop of Diocese that to the best of their knowledge, information and belief, after review of their own files, they and the defendant trustees have conveyed such liquid personal property and interest to the Bishop of the Diocese free and clear of liens and encumbrances created by the acts of the CANA Congregations and the defendant trustees, except as disclosed to the Diocese (which exceptions will also be set forth in properly completed Exhibits A to the bills of sale and assignments to be delivered to the Bishop of the Diocese by the respective defendant trustees and the CANA Congregations). The foregoing representation by the CANA Congregations as to the defendant trustees shall not be deemed to create any cause of action on behalf of the Diocese arising out of any act of any trustee which is outside the best knowledge, information and belief of the corresponding CANA Congregation after review of its own files. Each defendant trustee, solely with respect to such trustee and not the other trustees, shall also represent and warrant to the Bishop of the Diocese that to the best of

such trustee's knowledge, information and belief, after review of such trustee's own files such trustee has conveyed such liquid personal property to the Bishop of the Diocese in which such trustee may have an interest free and clear of liens and encumbrances created by the acts of such trustee, except as disclosed to the Diocese.

By March 15, 2012, the CANA Congregations shall provide the Diocese with their comprehensive position regarding the amounts of liquid property owed to the Diocese pursuant to this Order along with the source documentation. By March 7, 2012 the Diocese shall notify the CANA Congregations of the categories of source documentation that the Diocese requires to conduct its own calculation and evaluation. If, by March 30, 2012, the parties are unable to agree as to an amount to be conveyed by each CANA Congregation, the Diocese shall so advise the Court and may seek to enforce this Final Order as to any such CANA Congregation.

Money judgments are hereby entered as of May 4, 2012 in any amounts due to the Diocese in accordance with this Paragraph E which remain unpaid as of May 1, 2012. Such money judgments, if any, are in favor of the Diocese and against each CANA Congregation which has not paid the full amount owed. The money judgments shall include interest at the judgment rate beginning on May 4, 2012 until paid.

F. The parties shall cooperate with each other as may reasonably be required from time to time for the following purposes: (1) to effectuate the provisions of paragraphs B through E of this Order, (2) to seek and obtain appropriate or necessary consents and approvals from third parties with respect to the transfers, conveyances and assignments described in paragraphs C, D and E of this Order, (3) to cause such third parties to acknowledge and recognize such transfers, conveyances and assignments and the Bishop of the Diocese as the owner and

titleholder of the subject properties for all purposes and (4) to transfer certificates of title to all properties that are subject to certificates of title to the Bishop of the Diocese.

G. Upon or prior to delivering the quitclaim deeds, bills of sale and assignments and other documents required pursuant to this Order, the CANA Congregations shall (a) take or cause to be taken all board, corporate and other actions necessary to authorize and approve all actions required of them pursuant to this Order and (b) deliver to the Bishop of the Diocese certificates of their respective secretaries substantially in the form of Exhibit K attached hereto with blanks therein appropriately completed and exhibits thereto appropriately attached.

H. On or before April 30, 2012, the CANA Congregations shall take or cause to be taken all necessary board, corporate and other actions so as to effect a change to the names by which they hold themselves out to the public such that they do not use and shall not use the terms “Episcopal” or “Episcopalian” in their names. The Court further finds that the parties have agreed that if the CANA Congregations incorporate some derivative of the word “Anglican” in their signage, stationery, and websites, the use of such names does not infringe on the Diocese’s property rights. The CANA Congregations’ amended counterclaims are dismissed with prejudice in their entirety.

I. The CANA Congregations’ Motion for Partial Reconsideration is denied.

J. The Clerks of the Circuit Courts of Fairfax County, Arlington County, Prince William County, Loudoun County and Northumberland County shall enter this Order in the Civil Order books of such counties in regard to each of the following dockets or cases:

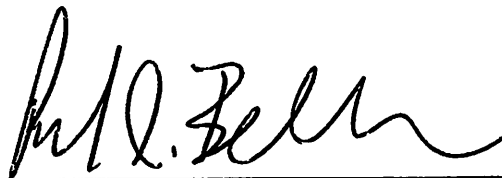
- *The Protestant Episcopal Church in the Diocese of Virginia v. The Church at the Falls – The Falls Church* (Circuit Court of Arlington County, case no. 07-125) (Circuit Court of Fairfax County, case no. CL 2007-5250);
- *The Protestant Episcopal Church in the Diocese of Virginia v. Truro Church* (Circuit Court of Fairfax County, case no. CL 2007-1236);

- *The Protestant Episcopal Church in the Diocese of Virginia v. Church of the Epiphany, Herndon* (Circuit Court of Fairfax County, case no. CL 2007-1235);
- *The Protestant Episcopal Church in the Diocese of Virginia v. Church of the Apostles* (Circuit Court of Fairfax County, case no. CL 2007-1238);
- *The Protestant Episcopal Church in the Diocese of Virginia v. St. Margaret's Church* (Circuit Court of Prince William County, case no. CL 73465) (Circuit Court of Fairfax County, case no. CL 2007-5682);
- *The Protestant Episcopal Church in the Diocese of Virginia v. St. Paul's Church, Haymarket* (Circuit Court of Prince William County, case no. CL 73466) (Circuit Court of Fairfax County, case no. CL 2007-5683);
- *The Protestant Episcopal Church in the Diocese of Virginia v. St. Stephen's Church* (Circuit Court of Northumberland County, case no. CL 07-16) (Circuit Court of Fairfax County, case no. CL 2007-5902); and
- *The Episcopal Church v. Truro Church, et al.* (Circuit Court of Fairfax County, case no. CL 2007-1625)

THIS IS A FINAL ORDER.

THE Clerk will send copies of this Order to all counsel of record.

Entered this 1st day of March, 2012.



Circuit Court Judge Randy I. Bellows

SEEN AND OBJECTED TO, all exceptions noted, based upon the evidence and for the reasons previously stated in motions and briefing and at oral argument and trial:

TRURO CHURCH AND RELATED TRUSTEES

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SEEN AND OBJECTED TO, all exceptions noted, based upon the evidence and for the reasons previously stated in motions and briefing and at oral argument and trial:

THE CHURCH AT THE FALLS – THE FALLS CHURCH

By: 

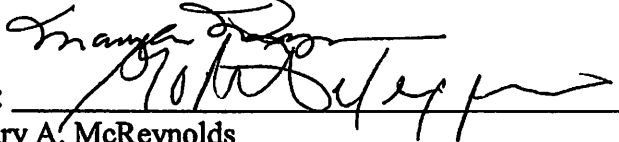
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SEEN AND OBJECTED TO, all exceptions noted, based upon the evidence and for the reasons previously stated in motions and briefing and at oral argument and trial:

ST. STEPHEN'S CHURCH and RELATED TRUSTEES

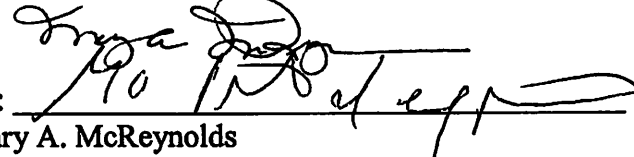
By: 

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SEEN AND OBJECTED TO, all exceptions noted, based upon the evidence and for the reasons previously stated in motions and briefing and at oral argument and trial:

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ST. MARGARET'S CHURCH and ST. PAUL'S CHURCH, HAYMARKET and RELATED TRUSTEES


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SEEN:

TRUSTEES OF THE CHURCH AT THE FALLS – THE FALLS CHURCH, *including* William W. Goodrich and Steven Skancke

By: 
Thomas C. Palmer, Jr., Esquire
Brault Palmer Grove Steinhilber & Robbins LLP
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SEEN AND AGREED:

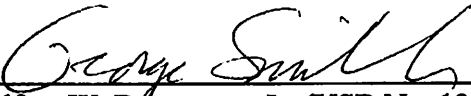
WILLIAM LATHAM, nominal defendant

By: 
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Vanderpool, Frostick & Nishanian, P.C.
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Manassas, VA 20110
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SEEN AND OBJECTED TO, all exceptions noted, based upon the evidence and for the reasons previously stated in motions and briefing and at oral argument and trial:

THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF VIRGINIA

SANDRA B. KIRKPATRICK
WILLIAM S. KIRBY
DAWN B. MAHAFFEY
NANCY E. GATES
GEORGE C. FREEMAN, JR.
ANTHONY RABALAIS
MARGARET HORSMAN
DAVID G. KILPATRICK
ROBERT REAMY
SUSAN C. STUBBS

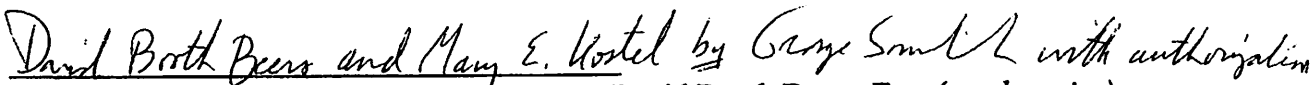
By: 

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George A. Somerville (VSB No. 22419)
Andrea M. Sullivan (VSB No. 41944)
Brian D. Fowler (VSB No. 44070)
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SEEN AND OBJECTED TO, all exceptions noted, based upon the evidence and for the reasons previously stated in motions and briefing and at oral argument and trial:

THE EPISCOPAL CHURCH

By: 

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VIRGINIA:

IN THE CIRCUIT COURT OF FAIRFAX COUNTY

**In re Multi-Circuit Episcopal Church
Litigation:**

Case No.: CL 2007-248724,
CL 2007-1235,
CL 2007-1236,
CL 2007-1238,
CL 2007-1625,
CL 2007-5250,
CL 2007-5682,
CL 2007-5683, and
CL 2007-5902

CONSENT ORDER CORRECTING FINAL ORDER

Pursuant to Va. Code § 8.01-428(B), the following errors arising from oversight or inadvertent omissions in the Final Order entered in these consolidated actions on March 1, 2012, are hereby corrected, as follows. Nothing herein alters or affects the finality of the Final Order entered on March 1, 2012.

(1) In Section C, on page 3, begin a new paragraph with the words “On or before April 2, 2012,” following the sentence that reads, “If the Diocese surrenders its interest in the Braddock Road property and/or St. Margaret’s Church Parcel 2, the property shall be deemed deleted from Exhibit A and will not be subject to any provisions of this Order.”

(2) In the penultimate paragraph of Section C, on page 5, “Such petitions and orders shall be in substantially the same form as Exhibits E and F ...” is corrected to read, “Such petitions and orders shall be in substantially the same form as Exhibits E and D”

(3) In Section D, in the last several lines on page 6, the words “or acquired by them after such date with property that was liquid personal property described in paragraph E of this Order held by them on such date” are deleted.

(4) In the third line of the first paragraph of Section E, on page 7, the words “valued as of the applicable Ownership Determination Date” are added, following the words “all liquid personal property” and preceding the “e.g.” parenthetical, in the following clause:

(1) convey to the Bishop of the Diocese all of their respective rights, titles and interests in all liquid personal property (e.g., cash, cash equivalents, securities and entitlements, instruments, investments, bank and other deposit accounts, certificates of deposit, endowment funds, and contributions and donations of money received as of the applicable Ownership Determination Date, and including restricted funds, as defined below, except to the extent that payments were made from such funds prior to the date of conveyance pursuant to this Order)

(5) In Section J of the Final Order, on page 11, the words “Loudoun County” are deleted.

(6) In Exhibit E to the final order, at page E-2, in Section 3, the words “Exhibit B attached hereto” are deleted and the words “Exhibit B attached hereto (excluding the exhibits attached to such order)” is substituted in their place.

(7) In Exhibit H to the Final Order, at page H-1, in the first line of the Recitals, “February 29” is deleted and “March 1” is substituted in its place.

(8) In Exhibit H to the Final Order, in the second paragraph of Section 2 at page H-2, the words “or acquired by the Church Parties after such date with property that was Liquid Personal Property held by the Church Parties on such date” are deleted.

(9) In Exhibit J to the Final Order, at page J-1, in the first line of the Recitals, “February 29” is deleted and “March 1” is substituted in its place.

(10) In Exhibit J to the Final Order, in the second paragraph of Section 2 at page J-2, the words “or acquired after such date in exchange for or with the proceeds from the sale or other disposition of property that was Tangible and Intangible Personal Property held by the Church Parties on such date, with the exception of Liquid Personal Property that was used after such date

to acquire Tangible and/or Intangible Personal Property conveyed pursuant to the Other Bill of Sale” are deleted.

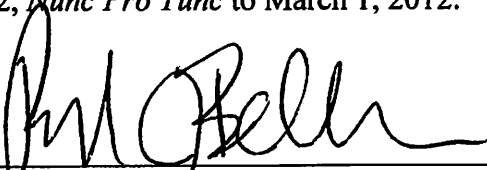
(11) In Exhibit K to the Final Order, at page K-5 (Exhibit C to Exhibit K), in the first line of text, “February 29” is deleted and “March 1” is substituted in its place.

(12) In Exhibit L to the Final Order, the personal property inventory of Church of Apostles is amended to reflect that the inventory includes personal property which should be included under Exhibit G to the Final Order, as well as after-acquired property. Property with a designated date of acquisition on Exhibit L was acquired after the demarcation date. The parties shall do a walk through on a mutually agreeable date to identify any other specific after-acquired property not subject to conveyance.

The foregoing corrections are subject to all arguments and objections of record.

The Clerk will send copies of this Order to all counsel of record.

Entered this 16 day of March, 2012, *Nunc Pro Tunc* to March 1, 2012.



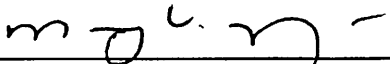
Circuit Court Judge Randy I. Bellows

SEEN AND AGREED, WITH ALL PREVIOUS OBJECTIONS PRESERVED:

THE PROTESTANT EPISCOPAL CHURCH IN THE DIOCESE OF VIRGINIA

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SUSAN C. STUBBS

By: _____



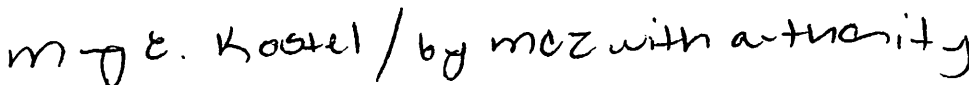
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SEEN AND AGREED, WITH ALL PREVIOUS OBJECTIONS PRESERVED:

THE EPISCOPAL CHURCH

By: _____

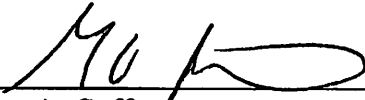


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SEEN WITH ALL PREVIOUS OBJECTIONS PRESERVED:

TRURO CHURCH AND RELATED TRUSTEES

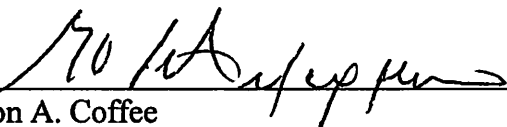
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SEEN WITH ALL PREVIOUS OBJECTIONS PRESERVED:

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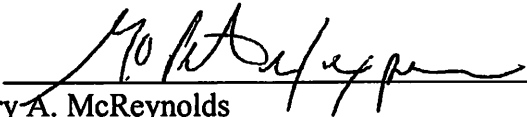
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SEEN WITH ALL PREVIOUS OBJECTIONS PRESERVED:

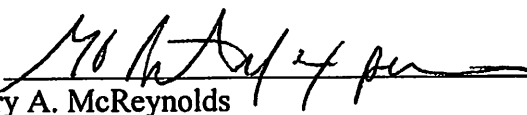
ST. STEPHEN'S CHURCH and RELATED TRUSTEES

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SEEN WITH ALL PREVIOUS OBJECTIONS PRESERVED:

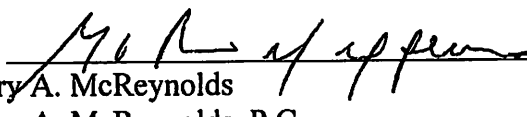
CHURCH OF THE APOSTLES and CHURCH OF THE EPIPHANY and RELATED TRUSTEES

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SEEN WITH ALL PREVIOUS OBJECTIONS PRESERVED:

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THE COMMONWEALTH OF VIRGINIA EX REL. KENNETH T. CUCCINELLI, IN HIS OFFICIAL CAPACITY AS ATTORNEY GENERAL

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7. **Hearing Transcript from June 8, 2007 (filed on January 15, 2009);**
8. **Hearing Transcript from June 29, 2007 (filed on January 15, 2009);**
9. **Hearing Transcript from August 10, 2007 (filed on January 15, 2009);**
10. **Hearing Transcript from September 14, 2007 (filed on January 15, 2009);**
11. **Hearing Transcript from October 5, 2007 (filed on January 15, 2009);**
12. **Hearing Transcript from October 12, 2007 (filed on January 15, 2009);**
13. **Teleconference Hearing Transcript from October 15, 2007 (filed on January 15, 2009);**
14. **Teleconference Hearing Transcript from October 18, 2007 (filed on January 15, 2009);**
15. **Hearing Transcript from November 2, 2007 (filed on January 15, 2009);**
16. **Hearing Transcript from November 9, 2007 (filed on January 15, 2009);**
17. **Trial Transcript from November 13, 2007 (filed on January 15, 2009);**
18. **Trial Transcript from November 14, 2007 (filed on January 15, 2009);**
19. **Trial Transcript from November 15, 2007 (filed on January 15, 2009);**
20. **Trial Transcript from November 19, 2007 (filed on January 15, 2009);**
21. **Trial Transcript from November 20, 2007 (filed on January 15, 2009);**
22. **Hearing Transcript from January 4, 2008 (filed on January 15, 2009);**
23. **Hearing Transcript from January 25, 2008 (filed on January 15, 2009);**
24. **Hearing Transcript from April 25, 2008 (filed on January 15, 2009);**
25. **Hearing Transcript from May 16, 2008 (filed on January 15, 2009);**
26. **Hearing Transcript from May 30, 2008 (filed on January 15, 2009);**
27. **Hearing Transcript from August 22, 2008 (filed on January 15, 2009);**

29. **Hearing Transcript from September 19, 2008 (filed on January 15, 2009);**
30. **Hearing Transcript from September 26, 2008 (filed on January 15, 2009).**
31. **Trial Transcript from April 25, 2011 (filed on May 13, 2011);**
32. **Trial Transcript from April 26, 2011 (filed on May 13, 2011);**
33. **Trial Transcript from April 27, 2011 (filed on May 13, 2011);**
34. **Trial Transcript from April 28, 2011 (filed on May 13, 2011);**
35. **Trial Transcript from May 2, 2011 (filed on May 13, 2011);**
36. **Trial Transcript from May 3, 2011(filed on May 13, 2011);**
37. **Trial Transcript from May 4, 2011 (filed on May 13, 2011);**
38. **Trial Transcript from May 5, 2011(filed on May 13, 2011);**
39. **Trial Transcript from May 12, 2011 (filed on May 13, 2011);**
40. **Trial Transcript from May 16, 2011 (filed on June 15, 2011);**
41. **Trial Transcript from May 17, 2011 (filed on June 15, 2011);**
42. **Trial Transcript from May 18, 2011 (filed on June 15, 2011);**
43. **Trial Transcript from May 19, 2011 (filed on June 15, 2011);**
44. **Trial Transcript from May 23, 2011 (filed on June 15, 2011);**
45. **Trial Transcript from May 24, 2011 (filed on June 15, 2011);**
46. **Trial Transcript from May 25, 2011 (filed on June 15, 2011);**
47. **Trial Transcript from May 26, 2011(filed on June 15, 2011);**
48. **Trial Transcript from May 31, 2011 (filed on June 20, 2011);**
49. **Trial Transcript from June 1, 2011 (filed on June 20, 2011);**
50. **Trial Transcript from June 2, 2011 (filed on June 20, 2011);**
51. **Trial Transcript from June 6, 2011 (filed on June 20, 2011);**

- 52. Trial Transcript from June 7, 2011 (filed on June 20, 2011);
- 53. Notice of Errata in Trial Transcript (filed on October 14, 2011);

The following transcripts were filed after entry of the Final Order:

- 57. Hearing Transcript from December 17, 2010 (filed on March 28, 2012);
- 54. Hearing Transcript from February 16, 2012 (filed on March 28, 2012);
- 55. Hearing Transcript from February 29, 2012 (filed on March 28, 2012); and
- 56. Hearing Transcript from March 1, 2012 (filed on March 28, 2012).

No additional transcripts will be filed.

Dated: March 29, 2012

Respectfully submitted,

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CERTIFICATE OF SERVICE

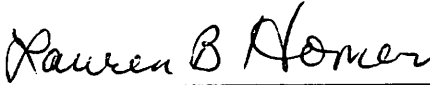
I HEREBY CERTIFY that on this 29th day of March, 2012, a copy of the foregoing Notice of Appeal was sent by electronic mail to all counsel named below and by first class mail to the lead counsel at each firm (indicated with an asterisk below):

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