

200402610

<p>Prepared by and after recording return to: Timothy B. Anderson, Esquire Pepper Hamilton LLP 200 One Keystone Plaza P.O. Box 1181 Harrisburg, PA 17108-1181</p> <p>As to Golf Land, Tax Map/Parcel: Portions of 51-A-41, 51-A-41C, 51-A-L, 51-A-M, 51-A-N, and 51-A-Q</p> <p>As to Development Land, Tax Map/Parcel: 51-A-41D, 51-A-P and Portions of 51-A-41, 51-A-41C, 51-A-L, 51-A-M, 51-A-N, and 51-A-Q</p>	<p>Please index against all parties as Grantor and against all parties as Grantee</p>
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CONFIRMATORY ACCESS AND UTILITY EASEMENT AGREEMENT

THIS CONFIRMATORY ACCESS AND UTILITY EASEMENT AGREEMENT (this "Confirmatory Agreement") made this ^{30th} day of September, 2004, to be delivered on September 30, 2004, by and among the following (each a "Development Landowner" and collectively "Development Landowners"), each with the consent and subordination of the beneficiary and trustees of the deeds of trust encumbering its respective Development Land, hereinafter defined:

POPLAR HILL ASSOCIATES, L.L.C., a Virginia limited liability company, having its mailing address at Box 523, Farmville, VA 23901;

H-SC POPLAR HILL, L.L.C., a Virginia limited liability company, having its mailing address at Box 127, Hampden Sydney, VA 23943

POPLAR HILL DEVELOPMENT GROUP, L.L.C., a Virginia limited liability company, having its mailing address at Box 508, Farmville, VA 23910; and

THE POPLAR HILL COMMUNITY DEVELOPMENT AUTHORITY, PRINCE EDWARD COUNTY, VIRGINIA, a public body politic and corporate and political subdivision of the Commonwealth of Virginia organized and existing under the Act, as hereinafter defined, and having its mailing address at Box 605, and its physical address at 113B East Second Street, Farmville, Virginia, 23901, as the owner of Development Land, as hereinafter defined;

and the following (the "Golf Landowner"):

*THE POPLAR HILL COMMUNITY DEVELOPMENT
AUTHORITY, PRINCE EDWARD COUNTY, VIRGINIA, a public
body politic and corporate and political subdivision of the
Commonwealth of Virginia organized and existing under the Act,
as hereinafter defined, and having its mailing address at Box 605,
and its physical address at 113B East Second Street, Farmville,
Virginia, 23901, as the owner of the Golf Land.*

WITNESSETH, that Golf Landowner is the owner of a certain tract of land consisting of approximately 313 acres located in the County of Prince Edward, Commonwealth of Virginia, more particularly described in Exhibit A attached hereto (the "Golf Land"), upon which is to be constructed an 18-hole public golf course to be known as the "Poplar Hill Golf Course" (the "Golf Amenities"). Development Landowners are the owners of certain tracts of land located in the County of Prince Edward, Commonwealth of Virginia, adjacent to the Golf Land, more particularly described in Exhibits B-1, B-2, B-3 and B-4 attached hereto, respectively, together with the improvements thereon and the appurtenances thereto (each and collectively the "Development Land") on which may be constructed private, non-golf improvements (the "Developments"). By Deed of Partition dated February 7, 2000, and recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia, on February 8, 2000, at Book 0341, Page 661 et seq. (the "Original Agreement"), the Development Landowners, as Grantors, conveyed to Poplar Hill Community Development Authority, Prince Edward County, Virginia (a/k/a The Poplar Hill Community Development Authority, Prince Edward County, Virginia) (the "Authority"), as Grantee, lands described therein as "All of those certain tracts or parcels of land situated in Farmville Magisterial District, Prince Edward County, Virginia, totaling in aggregate 438.622 acres and being more particularly described on unrecorded plats prepared by Draper Aden Associates and indicated thereon as the golf course, community park, open space, together with all acreage not heretofor [sic] conveyed and in addition Lot T containing 27.577 acres and Lot U containing 4.308 acres and being more particularly described on Schedule A," such lands comprising substantially all of the Golf Land and substantially all of the Development Land now owed by the Authority. The Original Agreement conveyed such lands together with an Access Easement and Utility Easements (as defined therein). The Original Agreement recited that the Access Easement and Utility Easements were "for the residential development of the Property." The Original Agreement was intended by all parties to, but did not, define the term "Property" as the lands conveyed by the Original Agreement. The Original Agreement was intended by all parties to, but did not, provide that the Access Easement and the Utility Easements were for the development of the Golf Amenities, as well as residential development of such Property. By this Confirmatory Agreement, the parties intend to correct such omissions and confirm the intent of the Original Agreement, and to extend the lands to which the Access Easement and the Utility Easements appertain to include all of the Golf Land and all of the Development Land now owned by the Authority.

NOW, THEREFORE, in consideration of the foregoing, and intending to be legally bound hereby, Development Landowners and Golf Landowner hereby amend and restate the Access Easement and the Utility Easements in their entirety as follows:

The parties of the first part, as Grantors, convey to the Authority, as party of the second part and Grantee, the following non-exclusive easements which shall run with and be appurtenant to the Golf Land and the Development Land of the Authority (the "Property"):


- (1) Access Easement: A non-exclusive easement for ingress and egress over and across the Farm from the Property to Route 15 ("Access Easement"), for the residential development and the development of Golf Amenities on the Property. The Access Easement shall be of such width as may be required by applicable ordinances for such residential and golf development of the Property and shall be located generally where the roadways are depicted on that certain approved site plan of the Farm which is on file in the Planning Office of Prince Edward County, Virginia, and entitled "Poplar Hill Golf Course, Prince Edward County, Virginia, Conceptual Land Use Plan and Golf Course Routing," prepared by Draper Aden Associates, dated November 3, 1999 (the "Site Plan"). The Grantee shall have the right to construct roads substantially in the location and dimensions as shown on the Site Plan and shall have the right to have such roads dedicated to the Commonwealth of Virginia. The Grantors hereunder, their successors and assigns, agree to join in any deed of dedication thereof. In the event the roads serving the Property are constructed by the Authority or other entities owning property within Poplar Hill Communities, as contemplated by the parties hereto, the Grantee agrees to execute such instruments as may be necessary to facilitate the construction of said roads by the Authority or other party or parties and to join in any deed of dedication, or other necessary instruments, provided the roads are constructed substantially as shown on the Site Plan.
- (2) Utility Easements: Non-exclusive easements over and across the Farm as necessary to provide utility services to the Property, including but not limited to, sanitary sewer, water, electrical power and telephone (the "Utility Easements"). The Utility Easements shall be of such width and in such locations as may be required by applicable ordinances and sound engineering practices for the residential development and the development of the Golf Amenities on the Property, and the sanitary sewer system and public water supply system (the "Water and Sewer Lines") shall be generally as and where indicated on those two plans, one entitled "POPLAR HILL PER-FIGURE 2-PROPOSED SEWER SYSTEM" and the other entitled "POPLAR HILL PER-FIGURE 1-PROPOSED WATER SYSTEM," both prepared by Draper Aden Associates (collectively, the "Utility Plan"). The Grantee shall have the right to install the Water and Sewer Lines substantially in the locations and dimensions as shown on the Utility Plan, or as may otherwise be necessary in order to adequately serve the Property for residential and golf development in accordance with the Site Plan, and the Grantee shall have the right to have such Water and Sewer Lines dedicated to the appropriate governmental entity or agency. The Grantors hereunder, their successors and assigns, agree to join in any deed of dedication. In the event the Water and Sewer Lines are constructed by the Authority or other entities owning property within Poplar

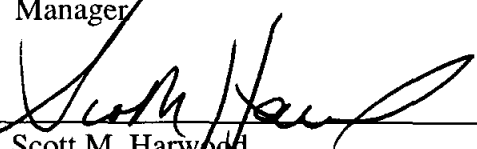
Hill Communities, as contemplated by the parties hereto, the Grantee agrees to join in any deed of dedication, provided the Water and Sewer Lines are constructed substantially as shown on the Utility Plan. The Grantee agrees to join in any deed of dedication and execute such other instruments as may be necessary in connection with granting necessary easements for obtaining other utility services for the Farm and the Property provided such instruments do not materially adversely affect the development of the Property.


[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Poplar Hill Associates, L.L.C. has caused this Confirmatory Agreement to be duly executed the day and year first above written, representing that its Development Land is not subject to any deeds of trust.

POPLAR HILL ASSOCIATES, L.L.C., a Virginia
Limited liability company and Its Managers

By: 
Name: Robert C. Atkinson
Title: Manager

By: 
Name: Scott M. Harwood
Title: Manager

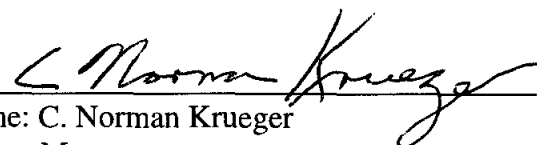
By: 
Name: Southard S. Brumfield
Title: Manager

[SEAL]

[EXECUTIONS CONTINUE]

IN WITNESS WHEREOF, H-SC Poplar Hill, L.L.C. has caused this Confirmatory Agreement to be duly executed the day and year first above written, representing that its Development Land is not subject to any deeds of trust.

H-SC POPLAR HILL, L.L.C., a Virginia limited liability company and Its Manager

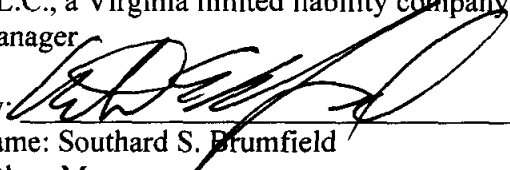
By: 
Name: C. Norman Krueger
Title: Manager

[SEAL]

[EXECUTIONS CONTINUE]

IN WITNESS WHEREOF, Poplar Hill Development Group, L.L.C. has caused this Confirmatory Agreement to be duly executed the day and year first above written, representing that the parties joining below are the only beneficiary and trustees of the only deed of trust encumbering its Development Land.


POPLAR HILL DEVELOPMENT GROUP,
L.L.C., a Virginia limited liability company and Its
Manager

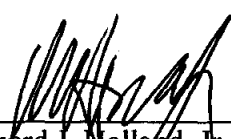
By: 
Name: Southard S. Brumfield
Title: Manager

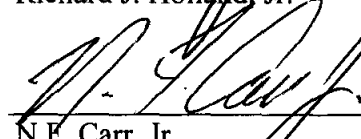
[SEAL]

INTENDING TO BE LEGALLY BOUND, for itself and its successors and assigns, the undersigned Trustee and Beneficiary pursuant to Deed of Trust dated 2-7-06 and recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia at Book 346, Page 677 et seq., consents and subordinates the lien of such Deed of Trust to the foregoing Agreement, and to the easements upon the Development Land of said Poplar Hill Development Group, L.L.C. created thereby.

Beneficiary: FARMERS BANK, WINDSOR, VA

By: 
Name: Richard J. Holland, Jr.
Title: President & CEO

Trustee: 
Name: Richard J. Holland, Jr.

Trustee: 
Name: N.F. Carr, Jr.

[EXECUTIONS CONTINUE]

IN WITNESS WHEREOF, The Poplar Hill Community Development Authority, Prince Edward County, Virginia, as Development Landowner, has caused this Confirmatory Agreement to be duly executed the day and year first above written, representing that the parties joining below are the only beneficiary and trustees of the only deed of trust encumbering its Development Land.

THE POPLAR HILL COMMUNITY
DEVELOPMENT AUTHORITY, PRINCE
EDWARD COUNTY, VIRGINIA, as Development
Landowner

Attest: See Page 8A
Name: Paul P. Hicks, Jr.
Title: Secretary

By: See Page 8A
Name: Scott M. Harwood, Sr.
Title: Chairman

[SEAL]

INTENDING TO BE LEGALLY BOUND, for itself and its successors and assigns, the undersigned Trustee and Beneficiary pursuant to Deed of Trust dated 06-18-03 and recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia at 20030687 et seq., consents and subordinates the lien of such Deed of Trust to the foregoing Agreement, and to the easements upon the Development Land of The Poplar Hill Community Development Authority, Prince Edward County, Virginia created thereby.

Beneficiary: FIRST FINANCIAL BANK

By: Colin N Maroff
Name: Colin N Maroff
Title: Exec VP


Trustee: Harlan L Horton
Name: Harlan L. Horton

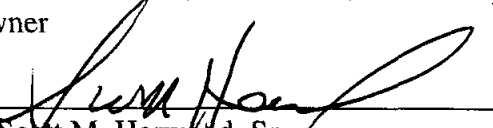
Trustee: E Preston Lancaster Jr
Name: E. Preston Lancaster, Jr.

[EXECUTIONS CONTINUE]

IN WITNESS WHEREOF, The Poplar Hill Community Development Authority, Prince Edward County, Virginia, as Development Landowner, has caused this Confirmatory Agreement to be duly executed the day and year first above written, representing that the parties joining below are the only beneficiary and trustees of the only deed of trust encumbering its Development Land.

THE POPLAR HILL COMMUNITY
DEVELOPMENT AUTHORITY, PRINCE
EDWARD COUNTY, VIRGINIA, as Development
Landowner

Attest: 
Name: Paul P. Hicks, Jr.
Title: Secretary


By: 
Name: Scott M. Harwood, Sr.
Title: Chairman

[SEAL]

INTENDING TO BE LEGALLY BOUND, for itself and its successors and assigns, the undersigned Trustee and Beneficiary pursuant to Deed of Trust dated _____ and recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia at Book ____, Page ____ et seq., consents and subordinates the lien of such Deed of Trust to the foregoing Agreement, and to the easements upon the Development Land of The Poplar Hill Community Development Authority, Prince Edward County, Virginia created thereby.

Beneficiary: FIRST FINANCIAL BANK

By: _____
Name: _____
Title: _____

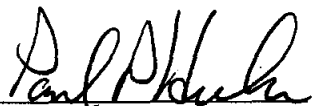
Trustee: 
Name: Harlan L. Horton

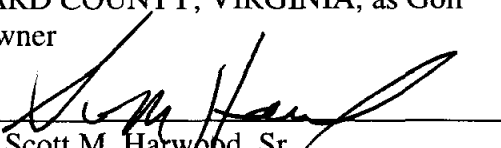
Trustee: _____
Name: E. Preston Lancaster, Jr.

[EXECUTIONS CONTINUE]

IN WITNESS WHEREOF, The Poplar Hill Community Development Authority, Prince Edward County, Virginia, as Golf Landowner, has caused this Confirmatory Agreement to be duly executed the day and year first above written.

THE POPLAR HILL COMMUNITY
DEVELOPMENT AUTHORITY, PRINCE
EDWARD COUNTY, VIRGINIA, as Golf
Landowner

Attest: 
Name: Paul P. Hicks, Jr.
Title: Secretary

By: 
Name: Scott M. Harwood, Sr.
Title: Chairman

[SEAL]

Commonwealth of Virginia
County of Prince Edward

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: SS:
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On this, the ~~30th~~ day of September, 2004, before me, the undersigned officer, personally appeared Robert C. Atkinson, who acknowledged himself to be the Manager of Poplar Hill Associates, L.L.C., a Virginia limited liability company, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lisa B. Taylor
NOTARY PUBLIC

My Commission Expires: 08.31.07

Commonwealth of Virginia :

County of Prince Edward : SS:
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On this, the ~~30th~~ day of September, 2004, before me, the undersigned officer, personally appeared Scott M. Harwood, who acknowledged himself to be the Manager of Poplar Hill Associates, L.L.C., a Virginia limited liability company, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lisa G. Taylor
NOTARY PUBLIC

My Commission Expires: 08.31.07

Commonwealth of Virginia :

County of Prince Edward : SS:
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On this, the ~~30th~~ day of September, 2004, before me, the undersigned officer, personally appeared Southard S. Brumfield, who acknowledged himself to be the Manager of Poplar Hill Associates, L.L.C., a Virginia limited liability company, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Aisa G. Taylor
NOTARY PUBLIC

My Commission Expires: 08.31.07

Commonwealth of Virginia :
County of Prince Edward : SS:
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On this, the th30 day of September, 2004, before me, the undersigned officer, personally appeared C. Norman Krueger, who acknowledged himself to be the Manager of H-SC Poplar Hill, L.L.C., a Virginia limited liability company, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Janice D. Burkhardt
NOTARY PUBLIC

My Commission Expires: 8-31-07

Commonwealth of Virginia

:

County of Prince Edward

: SS:

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On this, the ~~30th~~ day of September, 2004, before me, the undersigned officer, personally appeared Southard S. Brumfield, who acknowledged himself to be the Manager of Poplar Hill Development Group, L.L.C., a Virginia limited liability company, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself as Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lisa G. Taylor
NOTARY PUBLIC

My Commission Expires: 08.31.07

State of Virginia
County of Isle of Wight :
: SS:
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On this, the 1st day of October, 2004, before me, the undersigned officer, personally appeared Richard J. Holland, Jr., who acknowledged himself to be a Trustee under the Deed of Trust covering the Development Land of Poplar Hill Development Group, L.L.C., a Virginia limited liability company, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Shirley D. Robinson
NOTARY PUBLIC

My Commission Expires: September 30, 2005

State of Virginia
County of Isle of Wight

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: SS:
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On this, the 1st day of ~~September~~ October, 2004, before me, the undersigned officer, personally appeared N. F. Carr, Jr., who acknowledged himself to be a Trustee under the Deed of Trust covering the Development Land of Poplar Hill Development Group, L.L.C., a Virginia limited liability company, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Wish D. Wilson
NOTARY PUBLIC

My Commission Expires: September 30, 2005

State of Virginia :
County of Isle of Wight : SS:
:

On this, the 1st day of ~~September~~ October, 2004, before me, the undersigned officer, personally appeared Richard S. Holland, Jr. who acknowledged himself/herself to be the President & CEO of Farmers Bank, Windsor, VA, Beneficiary under the Deed of Trust covering the Development Land of Poplar Hill Development Group, L.L.C., a Virginia limited liability company, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the bank by himself/herself as President & CEO.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Theresa D. Robinson
NOTARY PUBLIC

My Commission Expires: September 30, 2005

Commonwealth of Virginia
County of Prince Edward

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: SS:
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On this, the ~~30th~~ day of ~~September~~, 2004, before me, the undersigned officer, personally appeared Scott M. Harwood, Sr., who acknowledged himself to be the Chairman of The Poplar Hill Community Development Authority, Prince Edward County, Virginia, as Development Landowner, and as such Chairman, and being authorized to do so, acknowledged that he executed the foregoing instrument for the purposes therein contained by signing the name of The Poplar Hill Community Development Authority, Prince Edward County, Virginia, by himself as Chairman.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lisa G. Taylor
NOTARY PUBLIC

My Commission Expires: 08.31.07

Commonwealth of Virginia
County of Prince Edward

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: SS:
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On this, the 3th day of September, 2004, before me, the undersigned officer, personally appeared Harlan L. Horton, who acknowledged himself to be a Trustee under the Deed of Trust covering the Development Land of The Poplar Hill Community Development Authority, Prince Edward County, Virginia, as Development Landowner, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Jisa G. Taylor
NOTARY PUBLIC

My Commission Expires: 08.31.07

Commonwealth of Virginia
County of Prince Edward

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: SS:
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On this, the ~~30th~~ day of September, 2004, before me, the undersigned officer, personally appeared E. Preston Lancaster, Jr., who acknowledged himself to be a Trustee under the Deed of Trust covering the Development Land of The Poplar Hill Community Development Authority, Prince Edward County, Virginia, as Development Landowner, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Josa G. Taylor
NOTARY PUBLIC

My Commission Expires: 0831-07

Chester
PA

:
: SS:
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On this, the 1st October day of ~~September~~, 2004, before me, the undersigned officer, personally appeared Colin W. Maropis, who acknowledged himself/herself to be the E.V.P. of First Financial Bank, Beneficiary under the Deed of Trust covering the Development Land of The Poplar Hill Community Development Authority, Prince Edward County, Virginia, as Development Landowner, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself/herself as E.V.P.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Jeri T. Deckman
NOTARY PUBLIC

My Commission Expires:

Commonwealth of Virginia
County of Prince Edward

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: SS:
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On this, the 30th day of September 2004, before me, the undersigned officer, personally appeared Scott M. Harwood, Sr., who acknowledged himself to be the Chairman of The Poplar Hill Community Development Authority, Prince Edward County, Virginia, as Golf Landowner, and as such Chairman, and being authorized to do so, acknowledged that he executed the foregoing instrument for the purposes therein contained by signing the name of The Poplar Hill Community Development Authority, Prince Edward County, Virginia, by himself as Chairman.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Jana G. Taylor
NOTARY PUBLIC

My Commission Expires: 08-31-07

**EXHIBIT A
GOLF LAND**

ALL THOSE CERTAIN tracts or parcels of land situated in Farmville Magisterial District, Prince Edward County, Virginia, totaling in the aggregate 313.008 acres, more or less, being more particularly described and identified as Parcels #1 and U on the Plat prepared by Draper Aden Associates, Project No. P-R99392-22, consisting of the following individual plats:

1. COMPILED PLAT SHOWING 435.1+/- ACRES OF LAND, BEING THE REMAINDER OF POPLAR HILL FARM (PARCELS #1 AND #2), PARCEL "T" AND PARCEL "U", LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated December 12, 2001, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310. #1 & #2
2. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "J", AN 81.615 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 # 3
3. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "L", AN 87.729 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 # 4
4. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "M", A 47.058 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 # 5
5. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "N", A 29.141 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 1
6. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "O", A 16.428 ACRE DIVISION OF LAND LOCATED

IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311. # 2

7. "COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "Q", A 24.288 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311. # 3
8. "COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "S", A 35.348 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311. # 4
9. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "T", A 21.249 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 31, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311. # 5

TOGETHER WITH a non-exclusive easement for ingress and egress, over and across the Farm from the Property to Route 15 (the "Access Easement") granted by Deed of Partition dated February 7, 2000, recorded February 8, 2000, in Deed Book 341, Page 661, and as shown on that certain approved site plan on file in the Planning Office of Prince Edward County, Virginia, and entitled, "Poplar Hill Golf Course, Prince Edward County, Virginia, Conceptual Land Use Plan and Golf Course Routing", prepared by Draper Aden Associates, dated November 3, 1999 (the "Site Plan"), as confirmed by Confirmatory Access and Utility Easement Agreement dated September 30, 2004, and recorded 10-8, 2004, at Instrument Number 200402610

TOGETHER WITH a non-exclusive easement to provide utility services to the Property, over and across the Farm, including but not limited to, sanitary sewer, water, electrical power and telephone (the "Utility Easement") granted by Deed of Partition dated February 7, 2000, recorded February 8, 2000, in Deed Book 341, Page 661, and as indicated on those two plans, one entitled "POPLAR HILL PER-FIGURE 2-PROPOSED SEWER SYSTEM" and the other entitled "POPLAR HILL PER-FIGURE 1-PROPOSED WATER SYSTEM" both prepared by Draper Aden Associates (collectively, the "Utility Plan"), as confirmed by Confirmatory Access and Utility Easement Agreement dated September 30, 2004, and recorded 10-8, 2004, at Instrument Number 200402610

BEING as to a portion thereof, a portion of the property conveyed to Poplar Hill Community Development Authority, Prince Edward County Virginia, by Deed of Partition dated February 7, 2000 and recorded February 8, 2000 in the aforesaid Clerk's Office of the Circuit Court of Prince Edward County, Virginia at Deed Book 341, page 661, and FURTHER BEING the property conveyed to The Poplar Hill Community Development Authority, Prince Edward County, Virginia, by Deed of Boundary Line Adjustment, Property Exchange and Partial Release, dated September 30, 2004 and recorded in the aforesaid Clerk's Office as Instrument Number 200402608

TOGETHER WITH a non-exclusive right of way and easement, over and across Parcels D and E, 50 feet in width, the centerline of which is along the centerline of the existing road beginning on the east side of U.S. Route 15, leaving U.S. Route 15 in a southerly direction along the centerline of Old Route 15, thence meandering in an easterly then southerly direction to the northern property line of Parcel "U" and the western property line of Parcel #1, all as shown on that certain plat of Draper Aden Associates, Consulting Engineers/Surveyors, dated December 12, 2001 and last revised September 30, 2004 entitled COMPILED PLAT SHOWING 435.1 +/- ACRES OF LAND, BEING THE REMAINDER OF POPLAR HILL FARM, (PARCELS #1 AND #2), PARCEL "T" AND PARCEL "U", LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA and recorded in Plat Cabinet A, slides 310^{*1-3} through 311^{*1-3} in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia. Said easement was granted by instrument dated September 30, 2004 and recorded in the aforesaid Clerk's Office as Instrument Number 200402608

**EXHIBIT B-1
DEVELOPMENT LAND
POPLAR HILL ASSOCIATES, L.L.C.**

ALL THOSE CERTAIN tracts or parcels of land situated in Farmville Magisterial District, Prince Edward County, Virginia, being more particularly described and identified as Parcels F-1, F-2, G, H, I, J, K and O on the Plat prepared by Draper Aden Associates, Project No. P-R99392-22, consisting of the following individual plats:

1. COMPILED PLAT SHOWING 435.1+/- ACRES OF LAND, BEING THE REMAINDER OF POPLAR HILL FARM (PARCELS #1 AND #2), PARCEL "T" AND PARCEL "U", LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated December 12, 2001, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 # 1 and # 2
2. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "J", AN 81.615 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 # 3
3. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "L", AN 87.729 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 # 4
4. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "M", A 47.058 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 # 5
5. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "N", A 29.141 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 1
6. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "O", A 16.428 ACRE DIVISION OF LAND LOCATED

IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 2

7. "COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "Q", A 24.288 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 3
8. "COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "S", A 35.348 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 4
9. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "T", A 21.249 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 31, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 5

BEING as to a portion thereof, a portion of lands which Poplar Hill Associates, L.L.C., H-SC Poplar Hill, LLC, Poplar Hill Community Development Authority, Prince Edward County, Virginia and Poplar Hill Development Group, L.L.C. by Deed of Partition dated February 7, 2000 and recorded February 8, 2000 in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia, in Deed Book 341, page 630 granted and conveyed unto Poplar Hill Associates, L.L.C.

**EXHIBIT B-2
DEVELOPMENT LAND
H-SC POPLAR HILL, LLC**

ALL THOSE CERTAIN tracts or parcels of land situated in Farmville Magisterial District, Prince Edward County, Virginia, being more particularly described and identified as Parcels L, M, N, P and Q on the Plat prepared by Draper Aden Associates, Project No. P-R99392-22, consisting of the following individual plats:

1. COMPILED PLAT SHOWING 435.1+/- ACRES OF LAND, BEING THE REMAINDER OF POPLAR HILL FARM (PARCELS #1 AND #2), PARCEL "T" AND PARCEL "U", LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated December 12, 2001, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #1 and #2
2. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "J", AN 81.615 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #3
3. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "L", AN 87.729 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #4
4. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "M", A 47.058 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #5
5. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "N", A 29.141 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 #1
6. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "O", A 16.428 ACRE DIVISION OF LAND LOCATED

IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 2

7. "COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "Q", A 24.288 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 3
8. "COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "S", A 35.348 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 4
9. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "T", A 21.249 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 31, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 5

BEING as to a portion thereof, a portion of the lands which Poplar Hill Associates, L.L.C., H-SC Poplar Hill, LLC, Poplar Hill Community Development Authority, Prince Edward County, Virginia and Poplar Hill Development Group, L.L.C. by Deed of Partition dated February 7, 2000 and recorded February 8, 2000 in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia, in Deed Book 341, page 623 granted and conveyed unto H-SC Poplar Hill, LLC, and FURTHER BEING as to a portion thereof, the same premises which Poplar Hill Community Development Authority, Prince Edward County, Virginia by Deed of Boundary Line Adjustment, Property Exchange and Partial Release dated September 30, 2004 and recorded 10 / 8, 2004 in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia, as Instrument No. 200402610 granted and conveyed unto H-SC Poplar Hill, LLC.

**EXHIBIT B-3
DEVELOPMENT LAND
POPLAR HILL DEVELOPMENT GROUP, L.L.C.**

ALL THOSE CERTAIN tracts or parcels of land situated in Farmville Magisterial District, Prince Edward County, Virginia, being more particularly described and identified as Parcels A, B, C, D, E, R, S and V on the Plat prepared by Draper Aden Associates, Project No. P-R99392-22, consisting of the following individual plats:

1. COMPILED PLAT SHOWING 435.1+/- ACRES OF LAND, BEING THE REMAINDER OF POPLAR HILL FARM (PARCELS #1 AND #2), PARCEL "T" AND PARCEL "U", LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated December 12, 2001, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #1 and #2
2. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "J", AN 81.615 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #3
3. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "L", AN 87.729 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #4
4. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "M", A 47.058 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #5
5. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "N", A 29.141 ACRE DIVISION OF LAND LOCATED IN THE

FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 1

6. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "O", A 16.428 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 2
7. "COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "Q", A 24.288 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 3
8. "COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "S", A 35.348 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 4
9. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "T", A 21.249 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 31, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 # 5

BEING the same premises which Poplar Hill Associates, L.L.C., H-SC Poplar Hill, LLC, Poplar Hill Community Development Authority, Prince Edward County, Virginia and Poplar Hill Development Group, L.L.C. by Deed of Partition dated February 7, 2000 and recorded February 8, 2000 in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia, in Deed Book 341, page 646 granted and conveyed unto Poplar Hill Development Group, L.L.C.

EXHIBIT B-4
DEVELOPMENT LAND
THE POPLAR HILL COMMUNITY DEVELOPMENT AUTHORITY,
PRINCE EDWARD COUNTY, VIRGINIA

ALL THOSE CERTAIN tracts or parcels of land situated in Farmville Magisterial District, Prince Edward County, Virginia, being more particularly described and identified as Parcels #2 and T on the Plat prepared by Draper Aden Associates, Project No. P-R99392-22, consisting of the following individual plats:

1. COMPILED PLAT SHOWING 435.1+/- ACRES OF LAND, BEING THE REMAINDER OF POPLAR HILL FARM (PARCELS #1 AND #2), PARCEL "T" AND PARCEL "U", LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated December 12, 2001, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #1 and 2
2. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "J", AN 81.615 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide #3 / 310
3. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "L", AN 87.729 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #4
4. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "M", A 47.058 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 310 #5

5. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "N", A 29.141 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 #1
6. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "O", A 16.428 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 #2
7. "COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "Q", A 24.288 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 27, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 #3
8. "COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "S", A 35.348 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 #4
9. COMPILED PLAT SHOWING THE RECONFIGURATION OF PARCEL "T", A 21.249 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA, dated August 31, 2004, last revised September 30, 2004 and recorded in the aforesaid Clerk's Office in Plat Cabinet A Slide 311 #5

TOGETHER WITH a non-exclusive easement for ingress and egress, over and across the Farm from the Property to Route 15 (the "Access Easement") granted by Deed of Partition dated February 7, 2000, recorded February 8, 2000, in Deed Book 341, Page 661, and as shown on that certain approved site plan on file in the Planning Office of Prince Edward County, Virginia, and entitled, "Poplar Hill Golf Course, Prince Edward County, Virginia, Conceptual Land Use Plan and Golf Course Routing", prepared by Draper Aden Associates, dated November 3, 1999 (the "Site Plan"), as confirmed by Confirmatory Access and Utility Easement Agreement dated September 30, 2004, and recorded 10/8, 2004, at Instrument Number 200402610

TOGETHER WITH a non-exclusive easement to provide utility services to the Property, over and across the Farm, including but not limited to, sanitary sewer, water, electrical power and telephone (the "Utility Easement") granted by Deed of Partition dated February 7, 2000, recorded February 8, 2000, in Deed Book 341, Page 661, and as indicated on those two plans, one entitled "POPLAR HILL PER-FIGURE 2-PROPOSED SEWER SYSTEM" and the other entitled "POPLAR HILL PER-FIGURE 1-PROPOSED WATER SYSTEM" both prepared by Draper Aden Associates (collectively, the "Utility Plan"), as confirmed by Confirmatory Access and Utility Easement Agreement dated September 30, 2004, and recorded 10/8, 2004, at Instrument Number 200402610

BEING a portion of the property conveyed to Poplar Hill Community Development Authority, Prince Edward County, Virginia by Deed dated February 7, 2000 and recorded February 8, 2000 in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia at Deed Book 341, page 661.

INSTRUMENT #200402610
RECORDED IN THE CLERK'S OFFICE OF
PRINCE EDWARD COUNTY ON
OCTOBER 8, 2004 AT 04:24PM
EARLMA R. BLESSING, CLERK

RECORDED BY: JMG

Jacki Plavon, D.C.

~~Grantor's Tax: \$~~
Examined and ~~Mailed~~/Delivered To:

Date: *10-8-04* *Dixie Sathem*