

Tax Map # portions of 51-A-41 and 51-A-41D

**DEED OF BOUNDARY LINE ADJUSTMENT
AND PARTIAL RELEASE**

THIS DEED OF BOUNDARY LINE ADJUSTMENT, made this ~~21~~²⁴ day of March, 2007, by and between **POPLAR HILL COMMUNITY DEVELOPMENT AUTHORITY, PRINCE EDWARD COUNTY, VIRGINIA**, a public body corporate and politic and political subdivision of the Commonwealth of Virginia, (to be indexed as Grantor and Grantee) party of the first part (hereinafter referred to as the "Authority"); **POPLAR HILL DEVELOPMENT GROUP, L.L.C.**, a Virginia Limited Liability Company, (to be indexed as Grantor and Grantee); party of the second part (hereinafter referred to as "Development Group"); **VINCENT J. KEEGAN**, party of the third part, (hereinafter referred to as "Trustee"); **DOLPHIN & BRADBURY, INCORPORATED**, party of the fourth part (hereinafter referred to as "Noteholder"); **MANUFACTURERS AND TRADERS TRUST COMPANY**, a New York Corporation, party of the fifth part (hereinafter referred to as "Bondholder Trustee"); **VINCENT J. KEEGAN**, party of the sixth party (hereinafter referred to as "Bondholder Deed of Trust Trustee" **RICHARD J. HOLLAND, JR.** and **N. F. CARR, JR.** parties of the seventh part, either of whom may act (hereinafter referred to as "Development Group Trustees") and **FARMERS BANK, WINDSOR, VIRGINIA**, party of the eighth part (hereinafter referred to as "Development Group Noteholder").

WITNESSETH:

WHEREAS, the Authority is the owner of certain property identified by Prince Edward County, Virginia Geographic Parcel Identification Number 51 A 41, being a portion of the same property conveyed to the Authority by deed recorded on February 8, 2000, in Deed Book 341 at page 661, in the Clerk's Office, Circuit Court, Prince Edward County, Virginia, which property is located in Farmville Magisterial District, Prince Edward County, Virginia, and designated as

Prepared by: Durette Bradshaw PLLC

Parcel 1, being more particularly described as "RESIDUAL OF POPLAR HILL FARM 308.7 +/- ACRES PARCEL 1" and Parcel U, being more particularly described as "PARCEL U 4.308 ACRES", totaling in the aggregate 313.008 acres, more or less, as shown and more particularly described on that plat 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", prepared by Draper Aden Associates, Consulting Engineers/Surveyors" dated December 12, 2001, last revised August 23, 2004, which plat is recorded in the Clerk's Office, Circuit Court, Prince Edward County, Virginia, in Plat Cabinet A, Slide 310 plats 1 and 2, to which plat reference is hereby made for a more particular description of the property conveyed (hereinafter referred to as the "Authority Property"); and

WHEREAS, Development Group is the owner of certain property identified by Prince Edward County, Virginia Geographic Parcel Identification Number 51-A-41D, being the same property conveyed to the Development Group by deed recorded on February 8, 2000, in Deed Book 341 at page 646, in the Clerk's Office, Circuit Court, Prince Edward County, Virginia, which property is located in Farmville Magisterial District, Prince Edward County, Virginia, and more particularly described as in the aggregate 238.119 acres, as shown on an unrecorded plat prepared by William C. Young, L.S., (and described thereon as Parcel "A" containing 54.100 acres, Parcel "B" containing 9.052 acres, Parcel "C" containing 33.542 acres, Parcel "D" containing 22.495 acres; Parcel "E" containing 42.524 acres, Parcel "R" containing 17.625 acres, Parcel "S" containing 35.497 acres, and Parcel "V" containing 23.284 acres) (hereinafter referred to as the "Development Group Property") as amended by Deed of Boundary Line Adjustment,

Property Exchange and Partial Release recorded as Instrument Number 200402608 in Clerk's Office of the Circuit Court of Prince Edward County, Virginia; and

WHEREAS, by Deed of Trust and Security Agreement dated September 30, 2004, recorded on October 8, 2004 in the aforesaid land records, as Instrument Number 200402612, (the "Deed of Trust"), the Authority Property was conveyed to the Trustee, securing the Noteholder, in the principal amount set forth therein, and it is the desire of said Trustees and said Noteholder to execute this Deed evidencing their consent to this Deed and the release of the lien of said Deed of Trust as it applies to the portion of the Authority Property being conveyed to Development Group; and

WHEREAS, by Credit Line Deed of Trust dated September 30, 2004, recorded on October 8, 2004 in the aforesaid land records, as Instrument Number 200402614, (the "Bondholder Deed of Trust"), the Authority Property was conveyed to the Bondholder Deed of Trust Trustee, securing the Bondholder Trustee, in the principal amount set forth therein, and it is the desire of said Bondholder Deed of Trust Trustee and said Bondholder Trustee to execute this Deed evidencing their consent to this Deed and the release of the lien of said Deed of Trust as it applies to the portion of the Authority Property being conveyed to Development Group; and

WHEREAS, by Deed of Trust dated May 22, 2006, recorded on June 8, 2006 in the aforesaid land records, as Instrument Number 200601613, as modified and amended from time to time thereafter (the "Development Group Deed of Trust"), the Development Group Property was conveyed to the Development Group Trustees, securing the Development Group Noteholder, in the principal amount set forth therein, and it is the desire of said Development Group Trustees and said Development Group Noteholder to execute this Deed evidencing their

consent to this Deed and the release of the lien of said Development Group Deed of Trust as it applies to the portion of the Development Group Property being conveyed to the Authority.

WHEREAS, it is the desire of the parties to relocate the property lines of Parcel R to facilitate the development of the Development Group Property, by creating a new property line for the Authority Property and Parcel R, which parcel is more particularly described and set forth on plat prepared by William C. Young, Jr., L.S., and entitled as follows: "Plat showing reconfiguration of Parcel "R", a 17.799 acre division of land" dated June 7, 2006, which plat is to be recorded herewith, the same being attached hereto and incorporated herein by reference (hereinafter "Plat"); and

WHEREAS, it is the desire of the parties to vacate the old property line as shown on the Plat and described as "OLD PROPERTY LINE TO BE VACATED UPON RECORDATION OF THIS PLAT"; and

WHEREAS, it is the desire of the parties to establish the new property line as shown on the Plat and described as "NEW PROPERTY LINE PER RECORDATION OF THIS PLAT"; and

WHEREAS, it is the desire of the Authority to convey to Development Group title to that portion of Authority Property required to establish the new property line; and

WHEREAS, it is the desire of Development Group to convey to the Authority title to that portion of the Development Property required to establish the new property line.

NOW, THEREFORE, THIS DEED WITNESSETH: That for and in consideration of the benefits accruing to the parties hereto, the Authority does hereby grant and convey, with GENERAL WARRANTY and ENGLISH COVENANTS OF TITLE, unto Development Group the following described property located in the County of Prince Edward, Virginia, to-wit:

ALL THAT CERTAIN property shown on the plat described above which is a portion of the Authority Property conveyed to the Authority by deed recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia at Deed Book 341, page 661 AND WHICH is within the area bounded by the new and old property lines as noted on said plats. Reference is made to said plats for a more accurate description of the property herein conveyed.

THIS DEED FURTHER WITNESSETH: That for and in consideration of the benefits accruing to the parties hereto, the Development Group does hereby grant and convey, with GENERAL WARRANTY and ENGLISH COVENANTS OF TITLE, unto the Authority the following described property located in the County of Prince Edward, Virginia, to-wit:

ALL THAT CERTAIN property shown on the plat described above which is a portion of the Property conveyed to Development Group by deed recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia at Deed Book 341, page 646 AND WHICH is within the area bounded by the new and old property lines as noted on said plats. Reference is made to said plat for a more accurate description of the property herein conveyed.

This conveyance is expressly made subject to all conditions, restrictions, easements and reservations of record to the extent that they may be applicable to the property hereby conveyed.

Development Group covenants that it has the right to convey such land to the Authority; that it has done no act to encumber such land; that the Authority shall have quiet possession of such land free from all encumbrances; and that it will execute such further assurances of such lands as may be requisite; and

THIS DEED FURTHER WITNESSETH: That the Authority and Development Group do hereby vacate the property line identified on the plat as "OLD PROPERTY LINE TO BE VACATED UPON RECORDATION OF THIS PLAT"; and

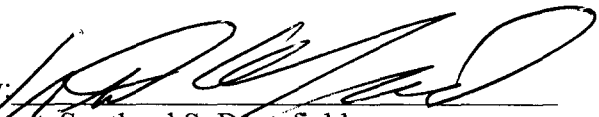
THIS DEED FURTHER WITNESSETH: That the Trustee and Noteholder and the Bondholder Trustee and Bondholder Deed of Trust Trustee, by their signatures affixed hereto, do hereby consent to this Deed and release the lien of the above-referenced Deed of Trust and Bondholder Deed of Trust as they affect the property conveyed hereby to Development Group. In all other respects said Deed of Trust and Bondholder Deed of Trust shall remain in full force and effect. AND the Development Group Trustees and the Development Group Noteholder by their signatures affixed hereto, do hereby consent to this Deed and release the lien of the above-referenced Development Group Deed of Trust as it affects the property conveyed hereby to the Development Group. In all other respects said Development Group Deed of Trust shall remain in full force and effect

This conveyance is made with the approval and consent of Prince Edward County, as evidenced by the signatures and stamps set out on the Plat.

(SIGNATURES AND NOTARIES ON FOLLOWING PAGES)

IN WITNESS WHEREOF, Poplar Hill Development Group, L.L.C. has caused this DEED OF BOUNDARY LINE ADJUSTMENT, PROPERTY EXCHANGE AND PARTIAL RELEASE to be duly executed the day and year first above written.

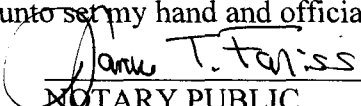
POPLAR HILL DEVELOPMENT GROUP, L.L.C., a Virginia limited liability company and Its Manager

By: 
Name: Southard S. Brumfield
Title: Manager

COMMONWEALTH OF VIRGINIA
COUNTY OF PRINCE EDWARD, to-wit:

On this, the 22 day of May, 2007 before me, the undersigned officer, personally appeared Southard S. Brumfield., who acknowledged himself to be the Manager of Poplar Hill Development Group, LLC, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of Poplar Hill Development Group, LLC by himself as Manager.

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


NOTARY PUBLIC

My Commission Expires: 3-31-2008

INTENDING TO BE LEGALLY BOUND, for itself and its successors and assigns, the undersigned Trustee and Beneficiary pursuant to Deed of Trust dated May 22, 2006 and recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia as Instrument Number 200601613 as amended from time to time, consents to the foregoing DEED OF BOUNDARY LINE ADJUSTMENT, PROPERTY EXCHANGE AND PARTIAL RELEASE, to release the property herein conveyed to The Poplar Hill Community Development Authority, Prince Edward County, Virginia from the lien and encumbrance upon the property of Poplar Hill Development Group, LLC created thereby.

Beneficiary: FARMER'S BANK, WINDSOR, VA

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

STATE OF VIRGINIA

COUNTY OF Staff Spring : SS:
:

On this, the 21st day of May, 2007 before me, the undersigned officer, personally appeared Richard J. Holland, Jr., who acknowledged himself/herself to be the President & CEO of Farmer's Bank, VA Beneficiary under the Deed of Trust covering the property of Poplar Hill Development Group, LLC, 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.

[Signature]
NOTARY PUBLIC

My Commission Expires: September 30, 2009

Trustee: [Signature]
Name: Richard J. Holland, Jr.

Trustee: [Signature]
Name: N. F. Carr, Jr.

COMMONWEALTH OF VIRGINIA :
COUNTY OF Isle of Wight : SS:
:

On this, the 21st day of May, 2007, 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 property of Poplar Hill Development Group, LLC, 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.
[Signature]
NOTARY PUBLIC

My Commission Expires September 30, 2009

COMMONWEALTH OF VIRGINIA :
COUNTY OF Isle of Wight : SS:
:

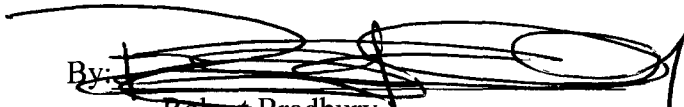
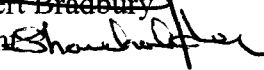
On this, the 21st day of May, 2007, before me, the undersigned officer, personally appeared N. F. Carr, Jr., who acknowledged himself to be a Trustee under the Deed of Trust covering the property of Poplar Hill Development Group LLC, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.
[Signature]
NOTARY PUBLIC

My Commission Expires: June 30, 2010

INTENDING TO BE LEGALLY BOUND, for itself and its successors and assigns, the undersigned Trustee and Noteholder pursuant to Deed of Trust and Security Agreement dated September 30, 2004, recorded on October 8, 2004 in the aforesaid land records, as Instrument Number 200402612, consent to the foregoing DEED OF BOUNDARY LINE ADJUSTMENT, PROPERTY EXCHANGE AND PARTIAL RELEASE, to release the property herein conveyed to Poplar Hill Development Group, LLC from the lien and encumbrance upon the property of Poplar Hill Community Development Authority, Prince Edward County, Virginia created thereby.

DOLPHIN & BRADBURY, INCORPORATED

By: 
Robert Bradbury
Its: President 

STATE OF Pennsylvania
COUNTY OF Philadelphia

: SS:
:

On this, the 13 day of April, 2007 before me, the undersigned officer, personally appeared Robert Bradbury, who acknowledged himself to be the Share holder of Dolphin & Bradbury, Incorporated, Noteholder under the Deed of Trust covering the property of Poplar Hill Community Development Authority, Prince Edward County, Virginia, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Noteholder by himself as President.

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


NOTARY PUBLIC

My Commission Expires:

NOTARIAL SEAL
Wendy B. Armstrong, Notary Public
City of Philadelphia, Philadelphia County
My commission expires April 15, 2010

INTENDING TO BE LEGALLY BOUND, for itself and its successors and assigns, the undersigned Bondholder Trustee and Bondholder Deed of Trust Trustee pursuant to Deed of Trust dated September 30, 2004 and recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia as Instrument Number 200402614, consents to the foregoing DEED OF BOUNDARY LINE ADJUSTMENT, PROPERTY EXCHANGE AND PARTIAL RELEASE, to release the property herein conveyed to Poplar Hill Development Group, LLC from the lien and encumbrance upon the property of The Poplar Hill Community Development Authority, Prince Edward County, Virginia created thereby.

Bondholder Trustee: MANUFACTURERS AND TRADERS TRUST COMPANY

By: Bernard J. Kelly, Jr.
Name: BERNARD J. KELLY, JR.
Title: Vice President
Corporate Trust Officer

COMMONWEALTH OF PENNSYLVANIA

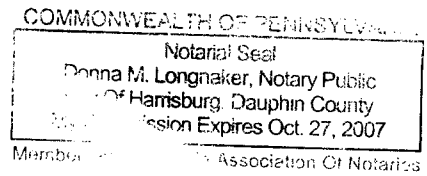
COUNTY OF DAUPHIN : SS:
:

On this, the 11th day of May, 2007 before me, the undersigned officer, personally appeared BERNARD J. KELLY, JR., who acknowledged himself/herself to be the VICE PRESIDENT of MANUFACTURERS AND TRADERS TRUST COMPANY, Bondholder Trustee under the Credit Line Deed of Trust covering the property of Poplar Hill Community Development Authority, Prince Edward County, Virginia, 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 VICE PRESIDENT.

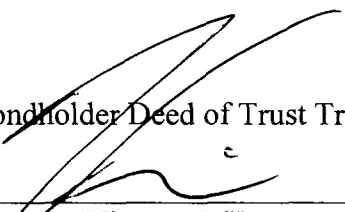
IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Donna M. Longnaker
NOTARY PUBLIC

My Commission Expires:



Bondholder Deed of Trust Trustee:


Name: Vincent J. Keegan

STATE OF Virginia
COUNTY OF Fairfax

:
: SS:
:

On this, the 16th day of May, 2007, before me, the undersigned officer, personally appeared Vincent J. Keegan who acknowledged himself to be the Bondholder Deed of Trust Trustee under the Credit Line Deed of Trust covering the property of Poplar Hill Community Development Authority, Prince Edward County, Virginia, 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


NOTARY PUBLIC

My Commission Expires:



IN WITNESS WHEREOF, The Poplar Hill Community Development Authority, Prince Edward County, Virginia, has caused this DEED OF BOUNDARY LINE ADJUSTMENT, PROPERTY EXCHANGE AND PARTIAL RELEASE 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 property conveyed herein.

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

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

By: C. Norman Krueger
Name: C. Norman Krueger
Title: Chairman

[SEAL]

COMMONWEALTH OF VIRGINIA :
: SS:
COUNTY OF PRINCE EDWARD :

On this, the 23rd day of May, 2007, before me, the undersigned officer, personally appeared C. Norman Krueger, who acknowledged himself to be the Chairman of The Poplar Hill Community Development Authority, Prince Edward County, Virginia, and in that capacity, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the authority by himself as Chairman.

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

Jamie A. Burkhardt
NOTARY PUBLIC

My Commission Expires: 8-31-07

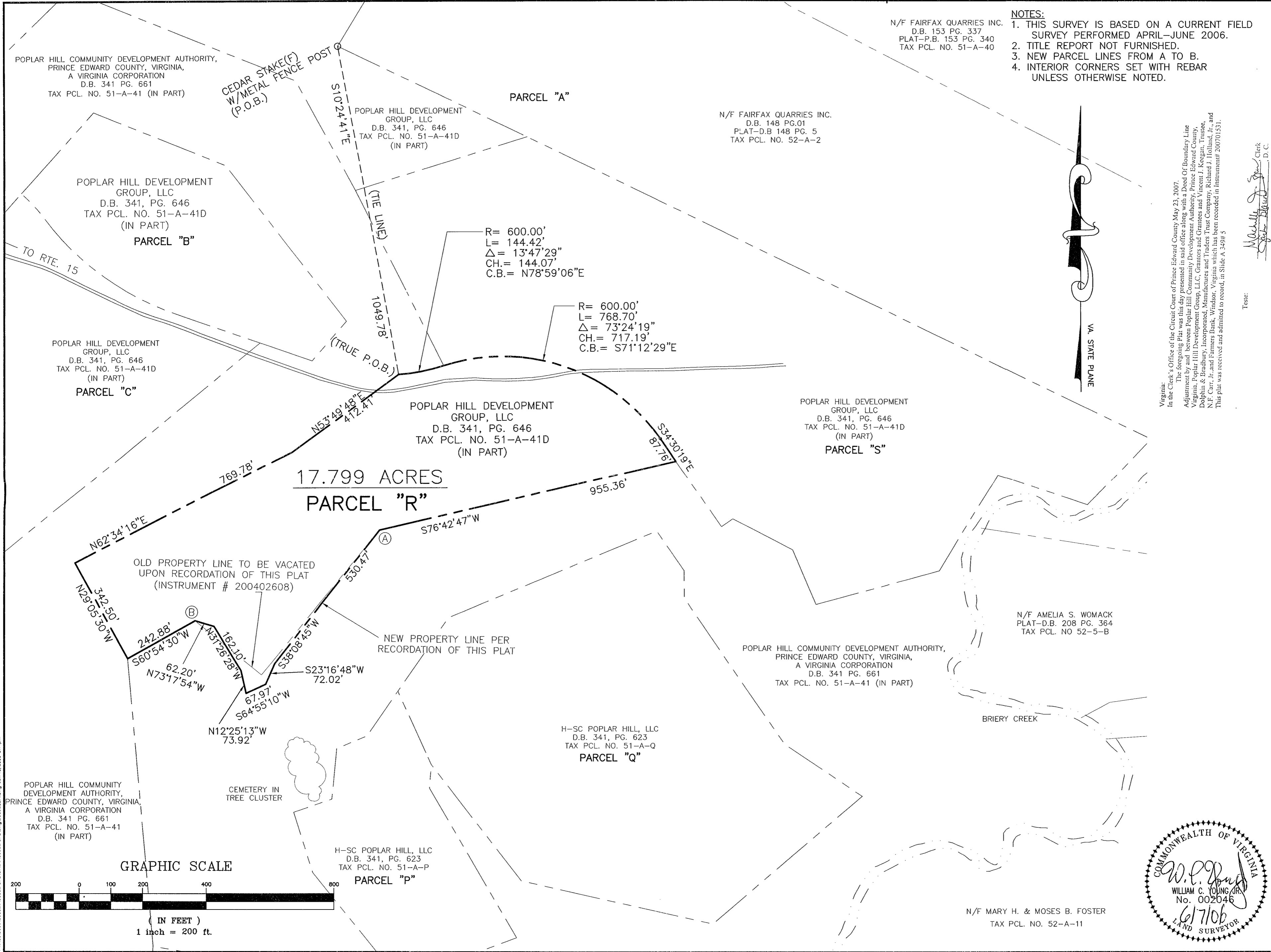
See Slide A-349#5

INSTRUMENT #200701531
RECORDED IN THE CLERK'S OFFICE OF
PRINCE EDWARD COUNTY ON
MAY 23, 2007 AT 03:39PM
MACHELLE J. EPPES, CLERK

RECORDED BY: JNG

~~Grantor's Tax: \$~~
Examined and ~~Mailed~~ Delivered To:
Date: 5-23-07 *Harlow Horton*

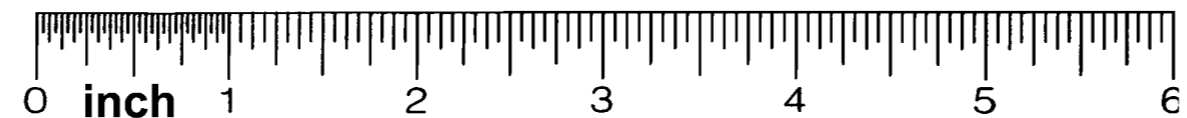
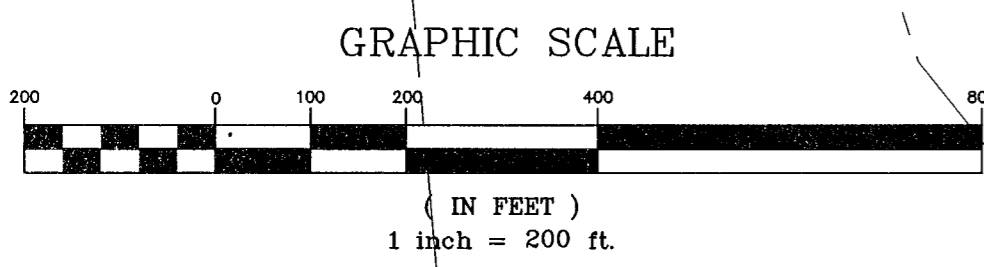
Inst# 200701531 Sub A-349#5



- NOTES:**
1. THIS SURVEY IS BASED ON A CURRENT FIELD SURVEY PERFORMED APRIL-JUNE 2006.
 2. TITLE REPORT NOT FURNISHED.
 3. NEW PARCEL LINES FROM A TO B.
 4. INTERIOR CORNERS SET WITH REBAR UNLESS OTHERWISE NOTED.

Virginia: In the Clerk's Office of the Circuit Court of Prince Edward County May 23, 2007.
 The foregoing Plat was this day presented in said office along with a Deed Of Boundary Line Adjustment by and between Poplar Hill Community Development Authority, Prince Edward County, Virginia, Poplar Hill Development Group, LLC, Owners and Grantees and Vincent J. Keegan, Trustee, Dolphina & Bradbury, Incorporated, Manufacture and Vincent J. Keegan, Trustee, N.F. Carr, Jr. and Farmers Bank, Windsor, Virginia which has been recorded in Instrument# 200701531. This plat was received and admitted to record, in Slide A-349# 5

Tester:
 Wally J. Young
 Clerk
 D. C.



Draper Aden Associates
 Engineering ♦ Surveying ♦ Environmental Services

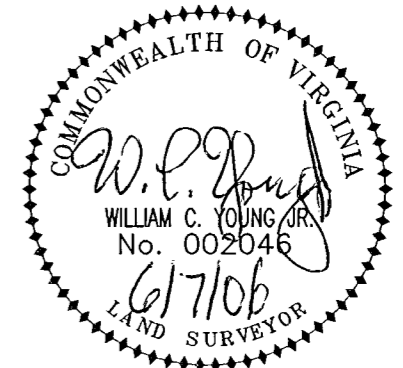
Richmond, VA
 8090 Villa Park Drive
 Richmond, VA 23228
 804-264-2228 Fax: 804-264-8773
 www.daa.com

Blacksburg, VA
 Charlottesville, VA
 Hampton Roads, VA

PLAT SHOWING RECONFIGURATION OF PARCEL "R", A 17.799 ACRE DIVISION OF LAND

FARMVILLE DISTRICT--PRINCE EDWARD COUNTY--VA.

DESIGNED BY:	
DRAWN BY:	DBG
CHECKED BY:	WCY
SCALE:	1" = 200'
DATE:	June 07, 2006
PROJECT NUMBER:	R99392-37S
	1



P:\99392\99392-37S\CAD\99392-37S.dwg Jun 15, 2006 3:14pm