

Delivered to and

Prepared by: DuretteBradshaw PLC, P.O. Box 605, Farmville, VA 23901

Tax Map #: 66 A 2 + 65 A 16

THIS DEED OF EASEMENT, is made and entered into this 19th day of December, 2007, by and between **HERBERTON POPLAR HILL RESIDENTIAL I, LLLP**, a Virginia Registered Limited Liability Limited Partnership (“Grantor”), and **HERBERTON POPLAR HILL RESIDENTIAL II, LLLP**, a Virginia Registered Limited Liability Limited Partnership, **HERBERTON POPLAR HILL HOSPITALITY, LLLP**, a Virginia Registered Limited Liability Limited Partnership, and **POPLAR HILL COMMUNITY DEVELOPMENT AUTHORITY, PRINCE EDWARD COUNTY, VIRGINIA**, a body politic and corporate and a political subdivision of the Commonwealth of Virginia (together “Grantee”) whose address is 200 N. Main Street, Farmville, Virginia 23901.

W I T N E S S E T H :

WHEREAS, the Grantor owns certain real estate (the “Grantor Property”) lying and being in Farmville Magisterial District, Prince Edward County, Virginia, more particularly described on Exhibit “A” attached hereto; and

WHEREAS, Grantor and Grantee each individually own certain real estate together with certain rights of way and easements for access and utilities over and across the lands of each other and to and from US Route 15 (the “Grantee Property”) which is all lying and being in Farmville Magisterial District, Prince Edward County, Virginia, within the boundaries of the Poplar Hill Community Development Authority, Prince Edward County, Virginia (the “District”) and more particularly described on those certain Deeds recorded in the Clerk’s Office of the Circuit Court of Prince Edward County as Instruments Numbered: 200701672, 200702577, 200701675, 200701670, 341, 661; and

WHEREAS, the Grantee desires to obtain, for the purpose of a right-of-way for ingress and egress for pedestrian and vehicular traffic, and for the placement of utilities, including without limitation, water, sewer and electric, a permanent, non-exclusive easement for access and utility easements over and across the Grantor Property to State Route 630; and

WHEREAS, the Grantor desires to grant to the Grantee such non-exclusive easement for access and utilities to be used in common with the Grantor; and

WHEREAS, by Assignment date June 1, 2007 and recorded in the aforesaid Clerk's Office as Instrument Number 200701669, Poplar Hill Holdings, LLC, which changed its name to Herberton Prince Edward Development, LLC, became the Declarant under the terms of the Restrictive Covenants applicable to property located within the District (the "Declarant"); and

WHEREAS, The purpose of this easement is to benefit the Grantor Property and Grantee Property located within the boundaries of the District by providing pedestrian and vehicular access and an easement for utilities to the Grantee and Grantor and their successors and assigns across the Grantor Property along a road which will begin at a point on the mutual boundary line between Grantor Property and the property of Herberton Poplar Hill Residential II, LLLP ("Residential II"), connect with the access road running through the land of Residential II (which is more particularly described in that certain Deed of Easement recorded in the aforesaid Clerk's as Instrument Number 200703370) to other access roads and easements of Grantor and Grantee and run to State Route 630.

NOW, THEREFORE, in consideration of the premises herein contained and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantor does hereby grant and convey with General Warranty and English Covenants of Title, unto the Grantee, its successors and assigns, forever, a free and unobstructed easement, appurtenant to and running with the Grantee Property, for pedestrian and vehicular access and for the placement of utilities, including without limitation, water, sewer and electricity over and across the Grantor Property to be used in common with the Grantor, its successors and assigns, as follows:

The Access Easement shall be approximately fifty (50) feet in width and shall be located within the Grantor Property at such place as shall be determined by the Declarant to be appropriate for such access easement. Upon the Declarant's determination of the location of the easement, the Declarant shall have the right to construct roads substantially in the location and dimensions as Declarant may deem appropriate. The Grantor and Grantee

hereunder, their successors and assigns, agree to join in any deed of dedication of such roads as Declarant may require. In the event the roads serving the Property are constructed by the Poplar Hill Community Development Authority or other entities owning property within Poplar Hill Communities, the Grantor and Grantee agree 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 plans provided by the Declarant.

WITNESS the following signatures and seals:

HERBERTON POPLAR HILL RESIDENTIAL I, LLLP,
a Virginia Registered Limited Liability Limited Partnership
By and through its General Partner
Herberton Prince Edward Holdings, LLC

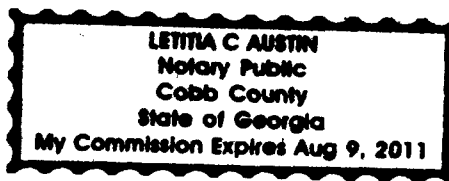
By: *Michael Heffernan*
Manager

COMMONWEALTH OF VIRGINIA
COUNTY OF PRINCE EDWARD

The foregoing instrument was acknowledged before me this 19th day of December, 2007, by Michael Heffernan, Manager of Herberton Prince Edward Holdings, LLC, the General Partner of Herberton Poplar Hill Residential II, LLLP as and for the act of the Partnership.

Letitia C Austin
NOTARY PUBLIC

My Commission Expires: Aug 9, 2011.
Virginia Registration Number: _____



HERBERTON POPLAR HILL RESIDENTIAL II, LLLP,
a Virginia Registered Limited Liability Limited Partnership
By and through its General Partner
Herberton Prince Edward Holdings, LLC

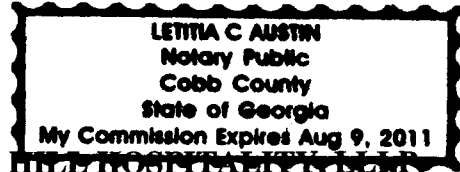
By: *Michael Heffernan*
Manager

STATE OF GEORGIA
COUNTY OF Fulton

The foregoing instrument was acknowledged before me this 19th day of December, 2007, by Michael Heffernan, Manager of Herberton Prince Edward Holdings, LLC, the General Partner of Herberton Poplar Hill Residential II, LLLP as and for the act of the Partnership.

Letitia C Austin
NOTARY PUBLIC

My Commission Expires: Aug 9, 2011
Virginia Registration Number: _____



HERBERTON POPLAR HILL HOSPITALITY, LLLP,
a Virginia Registered Limited Liability Limited Partnership
By and through its General Partner
Herberton Prince Edward Holdings, LLC

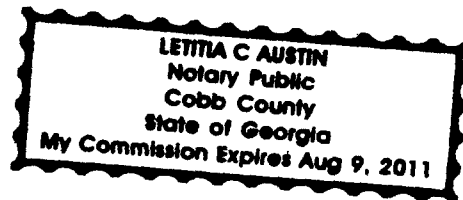
By: *Michael Heffernan*
Manager

STATE OF GEORGIA
COUNTY OF Fulton

The foregoing instrument was acknowledged before me this 19th day of December, 2007, by Michael Heffernan, Manager of Herberton Prince Edward Holdings, LLC, the General Partner of Herberton Poplar Hill Hospitality, LLLP as and for the act of the Partnership.

Letitia C Austin
NOTARY PUBLIC

My Commission Expires: Aug 9, 2011
Virginia Registration Number: _____



THE POPLAR HILL COMMUNITY
DEVELOPMENT AUTHORITY, PRINCE
EDWARD COUNTY, VIRGINIA

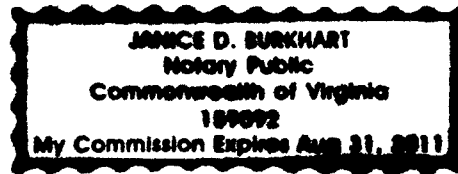
By: C. Norman Krueger
Name: C. Norman Krueger
Title: Chairman

COMMONWEALTH OF VIRGINIA
COUNTY OF PRINCE EDWARD

The foregoing instrument was acknowledged before me this 14th day of December,
2007, by C. Norman Krueger, Chairman of The Poplar Hill Community Development Authority.

Jenice D. Burkhart
NOTARY PUBLIC

My Commission Expires: 8-31-2011
Virginia Registration Number: 159092



SCHEDULE A

TRACT I

ALL THAT CERTAIN TRACT or parcel of land situate in Hampden District, Prince Edward County, Virginia, containing 51.37 acres, more or less, as shown on that certain plat of survey dated October 24, 2000, prepared by Ralph P. Hines, CLS, and recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia, in Deed Book 349 at page 353. Reference is hereby made to said plat for a more particular metes and bounds description as contained in said plat. The description contained in said plat is incorporated herein by reference as if same were textually herein contained.

TRACT II

ALL THAT CERTAIN TRACT or parcel of land, with the buildings and improvements thereon, situate in Hampden District, Prince Edward County, Virginia, lying on the north side of State Route No. 630, containing 5.24 acres, and more clearly shown on that certain plat of survey made by Maxey-Hines and Associates, P.C., dated October 19, 2000, recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia, in Deed Book 349 at page 349. Reference is hereby made to said plat for a more particular metes and bounds description as contained in said plat. The description contained in said plat is incorporated herein by reference as if same were textually herein contained.

SUBJECT TO easements, covenants and restrictions of record.

Tract I and II BEING THE identical property conveyed to Herberton Poplar Hill Residential I, LLLP, a Virginia registered limited liability limited partnership by deed dated December 12, 2007, recorded in the Clerk's Office of the Circuit Court of Prince Edward County, Virginia, as Instrument Number 200703368.

INSTRUMENT #200703369
RECORDED IN THE CLERK'S OFFICE OF
PRINCE EDWARD COUNTY ON
DECEMBER 20, 2007 AT 03:05PM
MACHELLE J. EPPES, CLERK

RECORDED BY: JNG

~~CLERK~~
12-20-07 *Dunette Bradshaw*