

THIS DEED OF PARTITION, made and entered into this 7th day of February, 2000, by and between POPLAR HILL ASSOCIATES, L.L.C., A VIRGINIA LIMITED LIABILITY COMPANY, H-SC POPLAR HILL, L L C, A VIRGINIA LIMITED LIABILITY COMPANY, POPLAR HILL COMMUNITY DEVELOPMENT AUTHORITY, PRINCE EDWARD COUNTY, VIRGINIA, A VIRGINIA CORPORATION, POPLAR HILL DEVELOPMENT GROUP, L.L.C., A VIRGINIA LIMITED LIABILITY COMPANY, Grantors, parties of the first part and POPLAR HILL ASSOCIATES, L.L.C., A VIRGINIA LIMITED LIABILITY COMPANY, Grantee, party of the second part.

WHEREAS, by deed dated February 7, 2000, recorded in Deed Book 341 page 520, the parties of the first part became vested with 1063.5 acres, known as Poplar Hill Farm (The Farm) situated in Farmville Magisterial District, Prince Edward County, Virginia, and being more particularly described on a plat of William C. Young, Jr., L. S., recorded in Plat Book 7 page 64.

WHEREAS, the parties of the first part wish to make and enter into a partition of the property referred to above in accordance with their respective interests.

NOW, THEREFORE, WITNESSETH: That for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the said Poplar Hill Associates, L.L.C., H-SC Poplar Hill, L L C,

Poplar Hill Community Development Authority, Prince Edward County, Virginia, Poplar Hill Development Group, L.L.C., parties of the first part do hereby grant, bargain, sell and convey, with SPECIAL WARRANTY of title, unto the said Poplar Hill Associates, L.L.C., party of the second part, following described real estate, to-wit:

All of those certain tracts or parcels of land situated in Farmville Magisterial District, Prince Edward County, Virginia, totaling in aggregate 195.050 acres and being more particularly described on unrecorded plats prepared by Draper Aden Associates and indicated thereon as Lot F1 containing 14.004 acres, Lot F2 containing 8.575 acres, Lot G containing 3.633 acres, Lot H containing 42.000 acres, Lot I containing 9.974 acres, Lot J containing 81.620 acres, Lot K containing 18.600 acres and Lot O containing 16.644 acres and being more particularly described on the attached Schedule A.

This conveyance is made subject to the declaration of covenants, conditions and restrictions for Poplar Hill Communities as recorded in Deed Book 34/page 524

This conveyance is made subject to a Amenities Fee Agreement recorded in Deed Book 34/page 612.

This conveyance is made together with and subject to the following non-exclusive easements which shall run with and be

appurtenant to the property hereby conveyed: (1) "Access Easement": A non-exclusive easement for ingress and egress over and across the Farm from the Property to Route 15 (the "Access Easement"). The Access Easement shall be of such width as may be required by applicable ordinances for the residential development of the Property and shall be located generally where the roadways are depicted on that certain approved site plan (the "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 Poplar Hill Community Development Authority ("CDA") 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 CDA or other party or parties and to join in any deed of dedication,

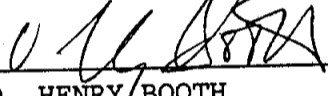
or other necessary instruments, provided the roads are constructed substantially as shown on the Site Plan.

(2) Utility Easements: A non-exclusive easement 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 Easement"). The Utility Easement shall be of such width and in such locations as may be required by applicable ordinances and sound engineering practices for the residential development of 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 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

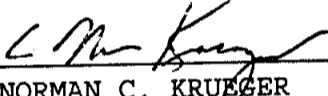
Lines are constructed by the CDA or other entities owning property within Poplar Hill Communities, as contemplated by the parties hereto, the Grantee agrees to join in any deed of dedication, provided the Water and Sewer Lines are constructed substantially as shown on the Utility Plan. The Grantee agrees 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.

Witness the following signatures and seals:

POPLAR HILL ASSOCIATES, L.L.C.

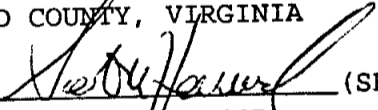
BY:  (SEAL)
O. HENRY BOOTH
ITS MANAGER AND PRESIDENT

H-SC POPLAR HILL, L L C

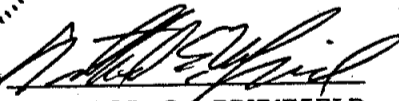
BY:  (SEAL)
NORMAN C. KRUEGER
ITS MANAGER



POPLAR HILL COMMUNITY
DEVELOPMENT AUTHORITY, PRINCE
EDWARD COUNTY, VIRGINIA

BY:  (SEAL)
SCOTT M. HARWOOD
ITS PRESIDENT

ATTESTED


SOUTHARD S. BRUMFIELD
ITS SECRETARY
Corporate Seal

POPLAR HILL DEVELOPMENT GROUP
L.L.C.

BY: *[Signature]* (SEAL)
SOUTHARD S. BRUMFIELD
ITS MANAGER

STATE OF VIRGINIA

COUNTY OF PRINCE EDWARD, to-wit:

The foregoing instrument was acknowledged before me this 7
day of Feb, 2000, by O. Henry Booth, Manager and President of
Poplar Hill Associates, L.L.C.

[Signature]
NOTARY PUBLIC



My commission expires 10/31/01

STATE OF VIRGINIA

COUNTY OF PRINCE EDWARD, to-wit:

The foregoing instrument was acknowledged before me this
7 day of Feb, 2000, by Norman C. Krueger, Manager of H-SC
Poplar Hill, L L C.

[Signature]
NOTARY PUBLIC



My commission expires 10/31/01.

STATE OF VIRGINIA

COUNTY OF PRINCE EDWARD, to-wit:

The foregoing instrument was acknowledged before me this 7 day of Feb, 2000, by Scott M. Harwood, President of Poplar Hill Community Development Authority, Prince Edward County, Virginia and attested to by Southard S. Brumfield, Secretary.

[Signature]
NOTARY PUBLIC

My commission expires 10/31/01.



STATE OF VIRGINIA

COUNTY OF PRINCE EDWARD, to-wit:

The foregoing instrument was acknowledged before me this 7 day of Feb, 2000, by Southard S. Brumfield, Manager of Poplar Hill Development Group, L. L. C.

[Signature]
NOTARY PUBLIC

My commission expires 10/31/01.



EXHIBIT "A"

PARCEL "F-1"

Beginning at a rod found at the common corner of now or formerly "Poplar Hill Farm" (tax parcel 51-A-41), the northeastern corner of now or formerly Nelson Bolt (tax parcel 51-6-1,2) and the southeastern corner of now or formerly William K., Jr. & Sally Ann D. Whidden (tax parcel 51-A-42), thence along a tie line N 42-13-17 E and a length 703.12 to a point, being the true point and place of beginning; thence N 87-43-28 E and a length of 409.16 to a rod set; thence S 24-46-54 W and a length of 232.18 to a rod set; thence S 76-13-57 E and a length of 947.41 to a rod set; thence N 83-57-49 E and a length of 407.26 to a rod set; thence along the western line of the proposed Parcel "F-2", S 06-01-01 W and a length of 224.60 to a rod set; thence S 31-43-50 W and a length of 321.06 to a point; thence leaving said Parcel "F-2" and proceeding along a curve to the left having a radius of 630.00, a length of 265.67, a delta of $24^{\circ}09'42''$, a chord bearing of N 65-03-20 W and a chord length of 263.71 to a point; thence N 77-08-11 W and a length of 782.66 to a point; thence along a curve to the right having a radius of 570.00, a length of 799.88, a delta of $80^{\circ}24'11''$, a chord bearing of N 36-56-05 W and a chord length of 735.85 to the true point and place of beginning and containing 14.004 acres.

EXHIBIT "A"

PARCEL "F-2"

Beginning at a rod found at the common corner of now or formerly "Poplar Hill Farm" (tax parcel 51-A-41), the northeastern corner of now or formerly Nelson Bolt (tax parcel 51-6-1,2) and the southeastern corner of now or formerly William K., Jr. & Sally Ann D. Whidden (tax parcel 51-A-42), thence along a tie line N 86-06-28 E and a length 2114.06 to a rod set, being the true point and place of beginning; thence N 83-57-49 E and a length of 301.80 to a point; thence N 32-05-24 E and a length of 220.71 to a rod set; thence S 82-31-36 E and a length of 105.77 to a rod set; thence S 18-14-11 E and a length of 357.37 to a rod set; thence along the western line of the proposed Parcel "T", S 41-41-46 W and a length of 634.29 to a rod set; thence along a curve to the right having a radius of 570.00, a length of 429.79, a delta of $43^{\circ}12'08''$, a chord bearing of N 74-34-33 W and a chord length of 419.68 to point; thence along the eastern line of the proposed Parcel "F-1", N 31-43-50 E and a length of 321.06 to a rod set; thence N 06-01-01 E and a length of 224.60 to the true point and place of beginning and containing 8.575 acres.

EXHIBIT "A"

PARCEL "G"

Beginning at a rod found at the common corner on line western line of now or formerly Poplar Hill Farm" (tax parcel 51-A-41) and now or formerly Dolly D. Orgain (tax parcel 51-6-4) and now or formerly B.V. & Betty Jo Rogers (tax parcels 51-6-3 and 51-A-41A), being the true point and place of beginning; thence along the southern line of last said parcel, S 64-29-20 E and a length of 301.16 to a rod found; thence leaving said parcel, S 17-06-58 E and a length of 96.65 to a point; thence S 66-48-00 E and a length of 39.38 to a point; thence S 35-56-14 W and a length of 416.41 to a point; thence S 54-04-46 W and a length of 218.91 to a pipe found at the southeastern corner of now or formerly Sally A.D. Whidden (tax parcel 51-6-8); thence along the eastern lines of Whidden (tax parcels 51-6-8&7), now or formerly Paul W. Schember, Sr., et als (tax parcels 51-6-6&5) and Orgain (tax parcel 51-6-4): N 05-18-00 E and a length of 665.04 to a pipe found; thence N 30-09-05 E and a length of 47.38 to the point and place of beginning and containing 3.633 acres. All as more particularly described on a plat entitled "PLAT SHOWING PARCEL "G", A 3.633 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA." to be prepared by Draper Aden Associates and recorded at a future date.

PARCEL "H"

Beginning at a pipe found, a common point on line western line of now or formerly Poplar Hill farm" (tax parcel 51-A-41) and now or formerly Sharon G. Campbell (tax parcel 51-A-48) said point being 49 feet± north of the said parcels common corner in Farmville Lake Creek; thence along said parcels' lines, N 16-47-07 E and a length of 447.74 to a pipe found; thence N 09-50-06 E and a length of 357.47 to a pipe found; thence along the lands of now or formerly Dolly D. Orgain (tax parcel 51-6-4), now or formerly Kathryn S. Richard F. Goebel (tax parcel 51-6-12), now or formerly Walter C. & Faye B. Sprye (tax parcel 51-6-11), now or formerly Kathryn D. Sydnor (tax parcel 51-6-9 & 10), now or formerly Sally A.D. Whidden (tax parcel 51-6-8) the following courses: N 10-03-38 E and a length of 498.77 to a pipe found, thence N 34-46-00 W and a length of 299.87 to a pipe found, thence N 15-00-08 W and a length of 415.00 to a pipe found; thence leaving said last parcel and proceeding along the southern line of proposed Parcel "G", N 54-04-46 E and a length of 218.91 to a point, thence N 35-56-14 E and a length of 416.41 to a point; thence leaving said parcel and proceeding S 66-48-00 E and a length of 87.85 to a point, thence N 78-39-04 E and a length of 124.04 to a point; thence S 43-06-16 E and a length of 103.16 to a point, said point being the point of beginning for the easement described below (P.O.B.#2); thence along a curve to the right, having a Curve Length of 50.05, Radius of 330.00, Delta of 08-41-26, Chord of 50.01, and a Chord Bearing of N 47-50-07 E, to a point; thence N 43-06-16 W and a length of 105.33 to a point; thence N 16-04-14 E and a length of 507.39 to a point; thence S 66-22-07 E and a length of 124.77 to a point; thence S 09-30-29 E and a length of 476.40 to a point; thence along a curve to the left, having a Curve Length of 21.33, Radius of 600.00, Delta of 02-02-12, Chord of 21.33 and a chord Bearing of S 10-31-34 E, to a point; thence S 80-29-31 W and a length of 109.12 to a point, thence along a curve to the left, having a Curve Length of 210.76, Radius of 270.00, Delta of 44-43-29, Chord of 205.45 and a Chord Bearing of S 58-07-47 W, to a point; thence S 10-27-00 E and a length of 819.05 to a point; thence S 08-16-43 W and a length of 476.37 to a point; thence S 12-13-14 E and a length of 144.13 to a point; thence S 03-13-05 E and a length of 625.58 to a point; thence S 12-59-41 W and a length of 404.05 to a point; thence N 84-46-21 W and a length of 595.38 to a point; thence N 49-10-34 W and a length of 232.27 to the point and place of beginning and containing 42.000 acres.

50 foot Easement

BOOK 0341 PAGE 641

Beginning at the point as described above (P.O.B. #2) and being the true point and place of beginning; thence S 43-06-16 E and a length of 60.13 to a point on the eastern line of Parcel "H". Said line being the southern line of the said easement and the easement being 50' north and parallel to said line. This easement is for any purpose necessary to the development, construction, and maintenance of the surrounding proposed and parent parcels.

All as more particularly described on a plat entitled "PLAT SHOWING PARCEL "H", A 42.000 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA." to be prepared by Draper Aden Associates and recorded at a later date.

EXHIBIT "A"

PARCEL "T"

Beginning at a rod found, the common corner on line western line of now or formerly Poplar Hill Farm" (tax parcel 51-A-41), now or formerly Nelson Bolt (tax parcel 51-6-1) and now or formerly William K., Jr. and Sally A. D. Whidden (tax parcel 51-A-42), thence S 46-58-28 E and a length of 671.85 to the true point and place of beginning; thence S 76-31-36 E and a length of 506.73 to a point; thence S 49-19-43 E and a length of 943.69 to a point; thence S 89-41-18 W and a length of 599.26 to a point; thence N 56-11-12 W and a length of 436.89 to a point; thence S 73-53-36 W and a length of 158.51 to a point; thence along a curve to the right having a length of 69.10, Radius of 600.00, Delta of 6-35-56, Chord of 69.06, and a Chord Bearing of N 12-48-26 W to a point; thence along the eastern line of the proposed Parcel "H", N 09-30-29 W and a length of 476.40 to the point and place of beginning and containing 9.974 acres. All as more particularly described on a plat entitled "PLAT SHOWING PARCEL "T", A 9.974 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA." to be prepared by Draper Aden Associates and recorded at a later date.

EXHIBIT "A"

PARCEL "J"

Beginning at a pipe found, a common point on the western line of now or formerly Poplar Hill Farm" (tax parcel 51-A-41) and now or formerly Sharon G. Campbell (tax parcel 51-A-48) said point being 49 feet± north of the said parcels common corner in Farmville Lake Creek; thence S 61-08-45 E and a length of 1871.14 to the true point and place of beginning; thence N 09-34-11 E and a length of 200.18 to a point; thence N 31-33-22 W and a length of 939.31 to a point; thence N 12-35-13 W and a length of 688.22 to a point; thence N 34-04-42 E and a length of 158.38 to a point; thence N 08-16-43 E and a length of 552.82 to a point; thence N 19-49-07 W and a length of 726.62; thence N 70-10-53 E and a length of 153.42 to a point; thence S 70-23-27 E and a length of 440.67 to a point; thence N 89-41-18 E and a length of 634.34 to a point; thence S 04-49-32 E and a length of 455.04 to a point; thence S 22-24-10 E and a length of 1407.52 o a point; thence S 33-27-54 W and a length of 447.49 to a point; thence S 08-22-21 W and a length of 938.69 to a point; thence N 80-25-49 W and a length of 708.62 to the point and place of beginning and containing 81.620 acres. All as more particularly described on a plat entitled "PLAT SHOWING PARCEL "J", AN 81.620 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA." to be prepared by Draper Aden Associates and recorded at a later date.

EXHIBIT "A"

PARCEL "K"

Beginning at a pipe found by a 12" chopped hickory tree, at the common corner on line western line of now or formerly Poplar Hill farm" (tax parcel 51-A-41), now or formerly Shelia B. Goin (tax parcel 51-3-c) and now or formerly Sharon G. Campbell (tax parcel 51-A-48), thence along the eastern line of Campbell, N 12-43-05 E and a length of 288± to the center of an old creek bed (through a rod set on line at 272.53), thence 271± in a southeasterly direction down the center of an old creek bed to a point (said point being S 16-47-07 W and a length of 24± of a pipe found); thence leaving said parcel and creek bed and proceeding S 26-06-47 E and a length of 208± to a point; thence S 68-37-07 E and a length of 1270.74 to a point; thence S 31-33-22 E and length of 436.82 to a point; thence N 74-47-41 W and a length of 326.38 to a point; thence S 89-39-15 W and a length of 1121.62 to a point on the eastern line of Goin; thence along the marked eastern lines of said parcel, N 11-49-55 W and a length of 342.77 to a pipe found; thence N 24-06-55 W and a length of 530.98 to the true point and place of beginning and containing 18.6± acres. All as more particularly described on a plat entitled "PLAT SHOWING PARCEL "K", AN 18.6± ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA." to be prepared by Draper Aden Associates and recorded at a future date.

EXHIBIT "A"

PARCEL "O"

Beginning at a rod found at the common corner of now or formerly "Poplar Hill Farm" (tax parcel 51-A-41), the northeastern corner of now or formerly Nelson Bolt (tax parcel 51-6-1,2) and the southeastern corner of now or formerly William K., Jr. & Sally Ann D. Whidden (tax parcel 51-A-42), thence along a tie line S 80-29-01 E and a length 1333.27 to a point, being the true point and place of beginning; thence S 77-08-11 E and a length of 358.40 to a point; thence along a curve to the right having a radius of 570.00, a length of 240.37, a delta of 24°09'42", a chord bearing of S 65-03-20 E and a chord length of 238.59 to a point; thence along a curve to the left having a radius of 630.00, a length of 412.06, a delta of 37°28'31", a chord bearing of S 71-42-45 E and a chord length of 404.76 to a point; thence along the western line of the proposed Parcel "T", S 31-32-09 E and a length of 945.56 to a rod set; thence leaving said Parcel "T" and proceeding S 58-27-51 W and a length of 779.63 to a rod set; thence N 04-49-32 W and a length of 736.63 to a rod set; thence N 47-44-40 W and a length of 186.16 to a rod set; thence N 04-33-24 E and a length of 147.95 to a rod set; thence N 54-19-04 W and a length of 750.53 to a rod set; thence N 12-51-49 E and a length of 78.63 to the true point and place of beginning and containing 16.644 acres.

VIRGINIA: CLERK'S OFFICE OF THE CIRCUIT COURT OF PRINCE EDWARD COUNTY

St. R. Tax (039)	50
Co. R. Tax (213)	
Transfer (212)	1.75
Clerk (301)	24.00
Lib. (145)	1.00
Tech T.F. (106)	3.00
Grantor Tax (228)	
Total \$	30.25

The foregoing instrument with acknowledgement was admitted to record on Feb. 8 2000, at 10:00 A.M. in D.B. 341 Page(s) 630
 Teste: Frank L. Overton, Clerk
 By: Regina Williams, Dep. Clerk

~~Witnessed and~~ Examined and ~~Delivered~~ Delivered To: Preston Lancaster

Date: 2-8-00