

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 DEVELOPMENT GROUP, 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 Development Group, 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 238.119 acres and being more particularly described on unrecorded plats prepared by Draper Aden Associates and indicated thereon as Lot A containing 54.100 acres, Lot B containing 9.052 acres, Lot C containing 33.542 acres, Lot D containing 22.495 acres, Lot E containing 42.524 acres, Lot R containing 17.625 acres, Lot S containing 35.497 acres and Lot V containing 23.284 acres and being more particularly described on Schedule A.

This conveyance is made subject to the declaration of covenants, conditions and restrictions for Poplar Hill Communities as recorded in Deed Book 341/page 524

This conveyance is made subject to a Amenities Fee Agreement recorded in Deed Book 341/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:

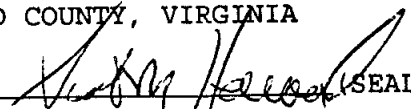
POPLAR HILL ASSOCIATES, L.L.C.

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

H-SC POPLAR HILL, L L C

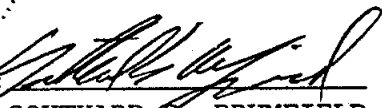
BY:  (SEAL)  
NORMAN C. KRUEGER  
ITS MANAGER

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.

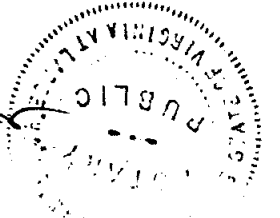
BY: *Southard S. Brumfield* (SEAL)  
SOUTHARD S. BRUMFIELD  
ITS MANAGER

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.

*Edman*  
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.

*Edman*  
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 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.

**Parcel "A"**

Beginning at a rod set at the common corner of now or formerly "Poplar Hill Farm" (tax parcel 51-A-41), now or formerly Prince Edward County Schools (tax parcel 51-A-36b), and now or formerly Fairfax Quarries Inc. (tax parcel 51-A-40) and now or formerly Fairfax Quarries Inc. (tax parcel 52-A-2), said corner being on the northern line of Poplar Hill Farm, thence along the western line of Fairfax Quarries Inc., S 31-10-39 W with a length of 988.81 to a cedar stake found with a metal fence post; thence along the southern line of said adjoiner S 64-05-47 E with a length of 659.45 to a point on said line; thence leaving said adjoiner and proceed along the proposed limits various golf holes, S 72-43-53 W with a length of 563.88 to a point; thence N 28-19-04 W with a length of 393.24 to a point; thence N 67-53-07 W and a length of 767.12 to a point; thence S 45-48-54 W and a length of 392.22 to a point; thence S 06-18-39 W and a length of 315.37 to a point; thence N 79-06-40 W and a length of 820.75; thence S 79-12-49 W and a length of 387.30 to a point; thence N 16-42-21 W and a length of 286.87 to a pipe found; thence along the eastern line of now or formerly Thomas F. & Gladys J. Dowler, N 16-42-21 W and a length of 195.27 to a pipe found; thence leaving said adjoiner and proceed along the western line of now or formerly Clyde J. Davis, N 73-17-39 E and a length of 45.58 to a rod set; thence N 62-47-39 E and a length 244.00 to a rod set; thence N 39-57-39 E and a length of 400.00 to a rod set; thence leaving said adjoiner and proceed along the southern line of proposed Parcel "V", S 64-27-04 E and a length 230.04 to a point; thence along a curve, having a Length = 268.51, Radius = 600.00, Delta = 25-38-28, Tangent = 136.54, Chord = 266.28 and a Chord Bearing = N 42-10-01 E, to a point; thence along a curve, having a Length = 274.88, Radius = 600.00, Delta = 26-14-57, Tangent = 139.90, Chord = 272.48 and Chord Bearing = N 41-51-46 E, to a point; thence S 61-15-42 E and a length of 917.15 to a point; thence along the eastern line of said parcel N 25-35-00 E and a length of 764.04 to a point on the southern line of now or formerly Kay Lacy Brinkley, et als.; thence along said southern line, S 71-27-37 E and a length of 200.58 to a pipe found; thence leaving said adjoiner and proceed along the southern line of now or formerly Prince Edward County Schools (tax parcel 51-a-36b), S 70-27-37 E and a length of 621.13 to the point and place of beginning and containing 54.100 acres. As all more particularly described on a plat to be prepared by Draper Aden Associates. This parcel is a portion of the land as described in deed books 280 page 307 and 145 page 285 and more particularly described on an unrecorded plat by Draper Aden Associates, entitled "PLAT SHOWING A BOUNDARY SURVEY OF 1063.5± ACRES OF LAND KNOWN AS POPLAR HILL FARM, LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA", DATED 11/10/99, #R99392-02.



EXHIBIT "A"

**PARCEL "B"**

Beginning at a cedar stake with metal fence post found at the common corner of now or formerly "Poplar Hill Farm" (tax parcel 51-A-41) and the southwestern corner of now or formerly Fairfax Quarries Inc. (tax parcel 52-A-2), thence along a tie line S 43-08-24 W and a length 515.17 to a point, being the true point and place of beginning; thence S 37-41-12 E and a length of 618.90 to a point; thence S 40-57-13 W and a length of 163.50 to a point; thence N 71-03-31 W and a length of 449.94 to a point on the northern line of the proposed Parcel "C"; thence along a curve to the right having a radius of 875.00, a length of 518.83, a delta of  $33^{\circ}58'25''$ , a chord bearing of N 54-04-19 W and a chord length of 511.27 to a point; thence along a curve to the left having a radius of 600.00, a length of 110.21, a delta of  $10^{\circ}31'26''$ , a chord bearing of N 42-20-49 W and a chord length of 110.05 to a point; thence leaving said Parcel "C" and proceeding N 41-49-53 E and a length of 341.46 to a point; thence S 67-53-07 E and a length of 447.72 to the true point and place of beginning and containing 9.052 acres. As all more particularly described on a plat entitled "PLAT SHOWING PARCEL "B", A 9.052 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA." prepared by Draper Aden Associates and to be recorded at a later date.

## EXHIBIT "A"

**PARCEL "C"**

Beginning at a cedar stake with metal fence post found at the common corner of now or formerly "Poplar Hill Farm" (tax parcel 51-A-41) and the southwestern corner of now or formerly Fairfax Quarries Inc. (tax parcel 52-A-2), thence along a tie line S 65-05-55 W and a length 1096.74 to a point at the intersection of the northwestern corner of the proposed Parcel "C" and the southwestern corner of the proposed Parcel "B", being the true point and place of beginning; thence along a curve to the right having a radius of 600.00, a length of 110.21, a delta of  $10^{\circ}31'26''$ , a chord bearing of S 42-20-49 E and a chord length of 110.05 to a point; thence along a curve to the left having a radius of 875.00, a length of 518.83, a delta of  $33^{\circ}58'25''$ , a chord bearing of S 54-04-19 E and a chord length of 511.27 to a point; thence S 71-03-31 E and a length of 277.27 to a point; thence leaving said Parcel "B" and proceeding S 50-34-11 W and a length of 1215.36 to a point; thence N 76-00-18 W and a length of 646.99 to a point; thence N 26-08-04 W and a length of 479.07 to a point; thence N 38-59-42 W and a length of 578.88 to a point; thence N 79-12-49 E and a length of 442.89 to a point; thence S 88-28-48 E and a length of 826.12 to a point; thence N 41-49-53 E and a length of 195.70 to the true point and place of beginning and containing 33.542 acres. As all more particularly described on a plat entitled "PLAT SHOWING PARCEL "C", A 33.542 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA." prepared by Draper Aden Associates and to be at a later date.

**EXHIBIT "A"**

**PARCEL "D"**

Beginning at a rod set at 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-A-D) and the eastern right-of-way line of U.S. Route 15, thence along the center line of an old road in common with Bolt, S 18-19-27 W and a length of 235.38 to the true point and place of beginning; thence N 86-10-26 E and a length of 130.85 to a point; thence N 45-54-32 E and a length of 651.51 to a point; thence S 80-31-58 E and a length of 234.73 to a point; thence N 54-24-33 E and a length of 197.74 to a point; thence S 28-36-23 E and a length of 682.46 to a point; thence S 09-32-21 W and a length of 208.83 to a point; thence S 61-23-37 W and a length of 430.55 to a point; thence S 85-34-34 W and a length of 465.25 to a point; thence N 36-08-12 W and a length of 132.60 to a point; thence N 86-42-01 W and a length of 150.85 to a point; thence S 39-00-23 W and a length of 208.41 to a point; thence along the northern line of proposed Parcel "E", N 57-31-42 W and a length of 279.27 to a point in the center of an old road; thence along the center line of an old road in common Bolt, N 22-07-58 E and a length of 230.05 to a point; thence N 19-27-52 E and a length of 203.37 to the point and place of beginning and containing 22.495 acres. All as more particularly described on a plat entitled "PLAT SHOWING PARCEL "D", A 22.495 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 "E"**

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 N 05-00-48 E and a length of 185.08 to the true point and place of beginning; thence along the eastern line of last said parcel, N 19-43-22 W and a length of 948.11 (through a pipe found on line at 929.70) to a point in the center line an old road; thence along the center line of the old road, being the southern line of Nelson Bolt (tax parcel 51-A-D), N 88-09-02 E and a length of 35.26 to a rod found; thence continuing along the center of the road and eastern line of said parcel, N 22-52-52 E and a length 512.66 to a point; thence along the southern line of proposed Parcel "D", S 57-31-42 E and a length of 279.27 to a point; thence leaving said parcel and proceeding S 75-02-08 E and a length of 285.81 to point; thence S 31-28-14 E and a length of 294.94 to a point; thence S 68-22-42 E and a length of 60.00 to a point; thence N 21-37-18 E and a length of 358.15 to a point; thence S 86-58-06 E and a length of 255.16 to a point; thence N 61-23-37 E and a length of 569.39 to a point; thence S 28-36-23 E and a length of 402.79 to a point; thence S 61-50-30 E and a length of 607.54 to a point; thence S 02-58-16 W and a length of 228.01 to a point; thence S 88-41-21 W and a length of 1277.27 to a point; thence S 24-46-54 W and a length of 232.18 to a point; thence along the northern line of proposed Parcel "F-1", S 87-43-28 W and a length of 469.41 to a point; thence along a curve to the left, having a Curve Length of 257.62, Radius of 630.00, Delta of 23-25-46, Chord of 255.83 and Chord Bearing of S 08-58-38 E to a point; thence along the northern line of proposed Parcel "U", S 79-26-49 W and a length of 443.53 to the point and place of beginning and containing 42.524 acres. All as more particularly described on a plat entitled "PLAT SHOWING PARCEL "E", A 42.524 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 "R"**

Beginning at a cedar stake with metal fence post found at the common corner of now or formerly "Poplar Hill Farm" (tax parcel 51-A-41) and the southwestern corner of now or formerly Fairfax Quarries Inc. (tax parcel 52-A-2), thence along a tie line S 10-24-41 E and a length 1049.78 to a point, being the true point and place of beginning; thence along a curve to the left having a radius of 600.00, a length of 144.42, a delta of  $13^{\circ}47'29''$ , a chord bearing of N 78-59-06 E and a chord length of 144.07 to a point on the southern line of the proposed Parcel "S"; thence along a curve to the right having a radius of 600.00, a length of 768.70, a delta of  $73^{\circ}24'19''$ , a chord bearing of S 71-12-29 E and a chord length of 717.19 to a point; thence S 34-30-19 E and a length of 87.76 to a point; thence leaving said Parcel "S" and proceeding S 76-42-47 W and a length of 955.36 to a point; thence S 39-09-10 W and a length of 584.84 to a point; thence N 50-50-50 W and a length of 268.81 to a point; thence S 60-54-30 W and a length of 242.88 to a point; thence N 29-05-30 W and a length of 342.50 to a point; thence N 62-34-16 E and a length of 769.78 to a point; thence N 53-49-48 E and a length of 412.41 to the true point and place of beginning and containing 17.625 acres. As all more particularly described on a plat entitled "PLAT SHOWING PARCEL "R", A 17.625 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA." prepared by Draper Aden Associates and to be recorded at a later date.

BOOK 0341 PAGE 659  
EXHIBIT "A"

**PARCEL "S"**

Beginning at a cedar stake with metal fence post found at the common corner of now or formerly "Poplar Hill Farm" (tax parcel 51-A-41) and the southwestern corner of now or formerly Fairfax Quarries Inc. (tax parcel 52-A-2), thence along the southern line of said parcel, S 64-05-47 E and a length 659.45 to a point, being the true point and place of beginning; thence S 64-05-47 E and a length of 2175.60 to a point, said point being  $83^{\pm}$  on line from the center line of Briery Creek; thence leaving the southern line of Fairfax Quarries Inc. and proceeding S 43-34-08 W and a length of 289.23 to a point; thence N 71-09-10 W and a length of 296.33 to a point; thence S 31-19-52 W and a length of 355.11 to a point, thence S 74-42-00 W and a length of 400.43 to a point; thence N 34-18-02 W and a length of 186.08 to a point; thence N 53-36-09 W and a length of 193.41 to a point; thence S 55-29-41 W and a length of 43.13 to a point; thence N 34-30-19 W and a length of 341.33 to a point on the eastern line of the proposed Parcel "R"; thence along a curve to the left having a radius of 600.00, a length of 768.70, a delta of  $73^{\circ} 24' 19''$ , a chord bearing of N 71-12-29 W and a chord length of 717.19 to a point; thence leaving said Parcel "R" and proceeding N 26-42-08 W and a length of 615.10 to a point; thence N 72-43-53 E and a length of 563.88 to the true point and place of beginning and containing 35.497 acres. As all more particularly described on a plat entitled "PLAT SHOWING PARCEL "S", A 35.497 ACRE DIVISION OF LAND LOCATED IN THE FARMVILLE DISTRICT OF PRINCE EDWARD COUNTY, VIRGINIA." prepared by Draper Aden Associates and to be recorded at a later date.

EXHIBIT "A"

PARCEL "V"

Beginning at a rod found at the common corner of now or formerly "Poplar Hill Farm" (tax parcel 51-A-41), the southwestern corner of now or formerly Prince Edward County School. (tax parcel 51-A-36b) and the southeastern corner of now or formerly Kay Lacy Brinkley, et als (tax parcel 51-A-36), thence along the northern line of "Poplar Hill Farm", Parcel "A", N 71-27-37 W and a length 200.57 to a point, being the true point and place of beginning; thence S 25-35-00 W and a length of 764.04 to a point; thence N 61-15-42 W and a length of 917.15 to a point; thence along a curve to the right having a radius of 600.00, a length of 274.88, a delta of 26°14'57", a chord bearing of S 41-51-46 W and a chord length of 272.48 to a point; thence along a curve to the left having a radius of 600.00, a length of 268.51, a delta of 25° 38'28", a chord bearing of S 42-10-01 W and a chord length of 266.28 to a point; thence N 64-27-04 W and a length of 230.04 to a rod set on the eastern line of now or formerly Clyde J. Davis (tax parcel 51-9-B); thence along the eastern line of said parcel, N 14-29-39 E and a length of 141.45 to a rod set; thence N 16-32-14 E and a length of 746.60 to a point, being the common corner of now or formerly "Poplar Hill Farm" (tax parcel 51-A-41), now or formerly Clyde J. Davis (tax parcel 51-9-B) and the southwestern corner of now or formerly William E. Hartley (tax parcel 51-A-31); thence along the southern line of last said parcel, S 66-56-53 E and a length of 420.00 to a pipe found; thence N 27-48-07 E and a length of 210.52 to a rod set on the south line of now or formerly Kay Lacy Brinkley, et als (tax parcel 51-A-36); thence along the south line of said parcel, S 71-27-37 E and a length of 1022.75 to the true point and place of beginning and containing 23.284 acres.

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

St. R. Tax (039)	150
Co. R. Tax (213)	
Transfer (212)	175
Clerk (301)	2300
Lib. (145)	100
Tech T.F. (106)	300
Grantor Tax (038/220)	
Total \$	2905

The foregoing instrument with acknowledgement was admitted to record on Feb. 8 2000 at 10:05 A.M. in D.B. 341 Page(s) 646  
 Teste: Frank L. Overton, Clerk  
 By: Regina Williams, Dep. Clerk

Grantor's Tax \$  
 Landed and Handed/Delivered to:

Auston Lancaster

Date:

2-8-00