

Prepared By:
E. Preston Lancaster, Jr.

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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 COMMUNITY DEVELOPMENT AUTHORITY, PRINCE EDWARD COUNTY, VIRGINIA, A VIRGINIA CORPORATION, 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,

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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 Community Development Authority, Prince Edward County, Virginia, 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 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 conveyed and in addition Lot T containing 27.557 acres and Lot U containing 4.308 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.

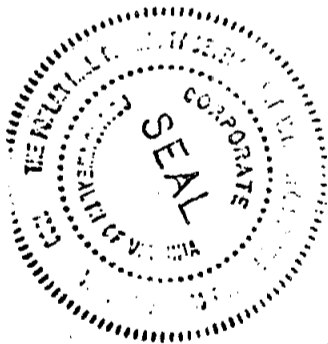
BY: [Signature] (SEAL)

O. HENRY BOOTH
ITS MANAGER AND PRESIDENT

H-SC POPLAR HILL, L L C

BY: [Signature] (SEAL)

NORMAN C. KRUEGER
ITS MANAGER



ATTESTED: [Signature]

SOUTHARD S. BRUMFIELD
ITS SECRETARY
Corporate Seal

POPLAR HILL COMMUNITY
DEVELOPMENT AUTHORITY, PRINCE
EDWARD COUNTY, VIRGINIA

BY: [Signature] (SEAL)

SCOTT M. HARWOOD
ITS PRESIDENT

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



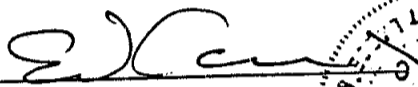
BOOK 0341 PAGE 667

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.

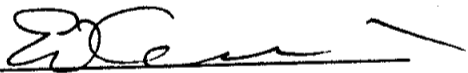

NOTARY PUBLIC

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.


NOTARY PUBLIC

My commission expires 10/31/01.



EXHIBIT "A"

PARCEL "T"

Beginning at a rod set at a point on line between now or formerly "Poplar Hill Farm" (tax parcel 51-A-41) and now of formerly Mary F. & Moses Foster (tax parcel 52-1-1) said point being 57'± east on line from the said parcels common corner in Briery Creek , thence along a tie line S 86-03-57 W and a length of 2025.10 to a rod set, being the true point and place of beginning; thence S 58-27-51 W and a length of 1188.11 to a rod set; thence along the eastern line of the proposed Parcel "O", N 31-32-09 W and a length of 945.56 to a rod set; thence leaving said Parcel "O" and proceeding partially along the proposed Parcel "F-2", N 41-41-46 E and a length of 719.05 to a rod set; thence leaving said Parcel "F-2" and proceeding S 18-14-11 E and a length of 307.47 to a rod set; thence N 68-26-25 E and a length of 467.03 to a rod set; thence N 05-47-01 E and a length of 185.99 to a rod set; thence S 80-10-15 E and a length of 240.86 to a rod set; thence S 21-37-56 E and a length of 423.33 to a rod set; thence S 10-57-55 W and a length of 177.10 to a rod set; thence S 34-02-05 E and a length of 214.22 to the true point and place of beginning and containing 27.557 acres.

PARCEL "U"

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 along the eastern line of last said parcel, N 04-59-17 E and a length of 185.08 to a pipe found; thence along the southern line of proposed Parcel "E", N 79-26-49 E and a length of 443.53 to a point; thence leaving said parcel and proceeding along a curve to the left and having a length of 298.74, Radius of 630.00, Delta of -27-10-08, Tangent of 152.23, Chord of 295.95 and a Chord Bearing of S 34-16-35 E to a point; thence along a curve to the left and having a length of 204.18, Radius of 600.00, Delta of -19-29-51, Tangent of 103.08, Chord of 203.19 and a Chord Bearing of S 29-35-33 W to a point; thence S 79-33-32 W and a length of 343.68 to a point; thence N 05-03-16 E and a length of 208.02 to a rod set; thence N 86-55-15 W and a length of 199.09 to the point a place of beginning and containing 4.308 acres. All as more particularly described on a plat entitled "PLAT SHOWING PARCEL "U", A 4.308 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.

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

St. R. Tax (039)	50
Co. R. Tax (213)	
Transfer (212)	175
Clerk (301)	17.00
Lib. (145)	1.00
Tech T.F. (106)	3.00
Grantor Tax (033)	
Total \$	235.50

The foregoing instrument with acknowledgement was admitted to record on February 8, 2000 at 10:09 M. in D.B. 341 Page(s) 1 of 1
 Teste: Frank L. Overton, Clerk
 By: Raymond Williams, Dep. Clerk

~~Grantor's Fee: \$~~

Examined and ~~Accepted~~/Delivered To: Preston Lancaster

Date: 2-8-00