

040011407

FIFTH AMENDMENT TO AMENDED AND RESTATED
GREENSPRINGS PROFFER AGREEMENT

This Fifth Amendment to the Amended and Restated Greensprings Proffer Agreement is made this 24th day of May, 2002, by GREENSPRINGS PLANTATION, INC., a Virginia corporation ("Greensprings"), to be indexed as Grantor, and provides as follows:

RECITALS:

A. In 1989 Greensprings applied for and James City County ("County") granted a rezoning of certain real property owned by Greensprings and being described in the Original Proffer Agreement (defined below) from Limited and General Agricultural Districts, A-2 and A-1 to Residential Planned Community District, R4, with a master plan (the "Master Plan") and proffered conditions as set forth in that certain Greensprings Proffer Agreement dated February 6, 1989 and recorded in the Clerk's Office in James City County Deed Book 427, page 466 (the "Original Proffer Agreement").

B. The Original Proffer Agreement and the Master Plan for the Property were amended by the Amended and Restated Greensprings Proffer Agreement dated April 30, 1992 and recorded in the Clerk's Office in James City County Deed Book 562, page 794.

C. The Original Proffer Agreement and the Master Plan were further amended by that certain document entitled "First Amendment to Amended and Restated Greensprings Proffer Agreement" dated September 29, 1993 and recorded in the Clerk's Office in James City County Deed Book 652, page 765.

D. The Original Proffer Agreement and the Master Plan were further amended by that certain document entitled "Second Amendment to Amended and Restated Greensprings Proffer Agreement" dated July 6, 1998 and recorded in the Clerk's Office as James City County Instrument No. 980013306.

E. The Original Proffer Agreement and the Master Plan, were further amended by that certain document entitled "Third Amendment to Amended and Restated Greensprings Proffer Agreement" dated June 2, 1999 and recorded in the Clerk's Office as James City County Instrument No. 990015761.

F. The Original Proffer Agreement and the Master Plan, were further amended by that certain document entitled "Fourth Amendment to Amended and Restated Greensprings Proffer Agreement" dated October 29, 1999 and recorded in the Clerk's Office as

James City County Instrument No. 990025600.

G. The Original Proffer Agreement, as amended and restated as set forth in these Recitals, is hereinafter called the "Proffers". Greensprings now desires to amend the Proffers as set forth herein.

NOW, THEREFORE, this Fifth Amended and Restated Greensprings Proffer Agreement provides as follows:

REVISED PROVISION:

Condition 17 under the Heading "Restatement of Preexisting Proffers" in the Proffers is hereby amended by the addition of the following sentence at the end thereof:

The foregoing restrictions notwithstanding, in Land Bay M-9 stealth communications towers up to 120 feet in height as defined and governed by the James City County Zoning Ordinance shall be permitted.

RESTATEMENT:

Except as specifically amended above the Proffers shall remain unchanged and in full force and effect and are hereby restated in their entirety as if set forth in full herein.

WITNESS the following signature and seal.

GREENSPRINGS PLANTATION, INC.

By: Marc B. Sharp
Title: PRESIDENT

STATE OF VIRGINIA

~~CITY~~/COUNTY OF JAMES CITY, to-wit:

The foregoing instrument was acknowledged before me this 24th day of May, 2002, by Marc B. Sharp, as President of GREENSPRINGS PLANTATION, INC.

Vernon M. Geddy, III
NOTARY PUBLIC

My commission expires:

12/31/04

Prepared by:
Vernon M. Geddy, III, Esquire
Geddy, Harris, Franck & Hickman, LLP
1177 Jamestown Road
Williamsburg, VA 23185
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VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 29 April 04
at 9:26 AM/PM. The taxes imposed by Virginia Code
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.
STATE TAX LOCAL TAX ADDITIONAL TAX

\$ _____ \$ _____ \$ _____
TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 04/28/04 TIME: 09:18:09 ACCOUNT: R880LR040011407 RECEIPT: 04000015255
 CARRIER: DHS REG: W045 TYPE: AMEND PAYMENT: FULL PAYMENT
 INSTRUMENT: 040011407 E2201 FASE: RECORDED: 04/28/04 AT 09:18
 GRANOR: GREENSPRING PLANTATION INC EX: N 000: 00
 GRANTEE: GREENSPRING PLANTATION INC EX: N POT: 100%

AND ADDRESS:
 RECEIVED \$14.00 DATE OF DEED: 05/24/02

CHEQ: \$14.00

DESCRIPTION: FIFTH AMENDMENT GREENSPRING PROFFERE PAGES: 0
 TAXES: 0

CONSIDERATION: .00 USE: RENEWAL: .00 MAP: 0

CODE	DESCRIPTION	FAID	CODE	DESCRIPTION	FAID
001	DEED	14.00	145	VBLF	1.00

TENDERED : 14.00
 AMOUNT PAID: 14.00
 CHANGE AMT : .00

CLERK OF COURT: BETSY E. WOOLRIDGE

Acco