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**DEED OF EASEMENTS
AND COMMON PROPERTY MAINTENANCE AGREEMENT
FOR
THE MEADOWS AT DAHLGREN**

THIS DEED OF EASEMENTS AND COMMON PROPERTY MAINTENANCE AGREEMENT FOR THE MEADOWS AT DAHLGREN (the "Agreement") is made as of DEC. 29TH, 1998 by BLUEGREEN PROPERTIES OF VIRGINIA, INC., a Delaware corporation (f/k/a Virginia Land and Forest Corporation, a Delaware corporation), (the "Declarant") (grantor and grantee for indexing purposes), and THE MEADOWS AT DAHLGREN ASSOCIATION, INC. (the "Association") (grantor and grantee for indexing purposes), a Virginia non-stock corporation.

RECITALS:

A. By Declaration of Protective Covenants of The Meadows at Dahlgren dated May 2, 1997, and recorded in Deed Book 300, at page 156, among the land records of King George County, Virginia (the "Declaration"), Declarant submitted the Property as further described in the Declaration to certain covenants, charges, restrictions, easements and liens. Capitalized terms used in this Agreement and not otherwise defined herein shall have the meanings set forth in the Declaration.

B. In accordance with the terms of Sections 13 and 17, of the Declaration, Declarant has the unilateral right to transfer and convey to the Association all of its rights, covenants, responsibilities and obligations to maintain the private roads, common driveways and amenities located within The Meadows at Dahlgren as more particularly described in Exhibit A attached to this Agreement (the "Common Property").

C. The Association has been established to inspect, maintain, operate, repair, restore, improve, renovate, alter, replace and reconstruct the Common Property, as needed from time to time (the "Maintenance Obligations").

D. Declarant hereby agrees to transfer and convey to the Association and the Association hereby agrees to accept and assume the Maintenance Obligations.

NOW, THEREFORE, in consideration of the mutual promises herein and other good and valuable consideration the parties hereto agree as follows:

1. Transfer of Easements. Declarant hereby transfers and assigns to the Association, subject to all matters of record lawfully applicable thereto, (a) on a non-exclusive basis, Declarant's interest in all easements reserved in the Declaration necessary for the performance of the Maintenance Obligations, and (b) the tangible property constituting the Common Property. In addition, the foregoing transfer is made subject and subordinate to that certain Supplement to the Declaration for The Meadows at Dahlgren made by Declarant and the Association of even date herewith and whether or not such Supplement is recorded before or after this Agreement. The Association hereby accepts such transfer and assignment. Book 327
Page 629

2. Acceptance of Maintenance Obligations. Declarant hereby transfers and conveys to the Association and the Association hereby accepts and assumes, all responsibility, at its sole cost and expense, for the performance of the Maintenance Obligations.

3. Permits and Approvals. The Association shall, at its sole cost, obtain any and all permits required to comply with all applicable state, local and federal laws, rules and regulations, in connection with the Association's Maintenance Obligations.

4. Indemnity. The Association shall indemnify, defend, protect and hold the Declarant harmless from and against any and all damage, claim, liability, cost or expense (including, without limitation, attorneys' fees) of every kind and nature (including, without limitation, those arising from any injury or damage to any person or property) incurred or claimed against the Declarant, directly or indirectly, as a result of, arising from or in connection with the Association's Maintenance Obligations.

5. Entire Agreement. This Agreement constitutes the entire agreement between the parties hereto relating to the subject matter hereof and supersedes all prior and contemporaneous negotiations, understandings and agreements written or oral between the parties hereto.

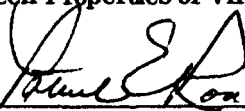
6. Binding Effect. Except as expressly provided herein, the terms and provisions of this Agreement shall be deemed to be covenants running with the land and shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto and any person claiming by, through or under any of them or their respective successors and assigns.

7. Governing Law. This Agreement shall be governed by the laws of the Commonwealth of Virginia. This Agreement is subject to all matters of record lawfully applicable to the interests conveyed hereby.

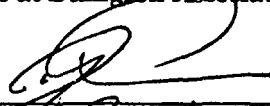
8. Amendments. As long as Declarant owns any Lot, this Agreement may be amended by Declarant in a written instrument with the consent of a majority of the Association's Board of Directors. Thereafter, any amendment to this Supplement shall be effected in the manner described in the Declaration for Amendments to that instrument and Declarant's consent to such amendment shall not be required.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed as of the date first set forth above.

Bluegreen Properties of Virginia, Inc.

By: 
Patrick E. Rondeau, President

The Meadows at Dahlgren Association, Inc.

By: 
Its: President

State of Florida
City/County of Palm Beach

The foregoing instrument was acknowledged before me this 29 day of December, 1998, by Patrick E. Rondeau, President of Bluegreen Properties of Virginia, Inc., a Delaware corporation, on behalf of the corporation.

My commission expires: 6-20-00


Notary Public



SHEILA JOYCE HAMM
My Comm Exp. 6/20/00
Bonded By Service Ins
No. CC564384

Personally Known Other I.D.

State of Virginia
City/County of King George

The foregoing instrument was acknowledged before me this 29th day of
December, 1998, by Tom Goss, President of The
Meadows at Dahlgren Association, Inc., a Virginia non-stock corporation, on behalf of
the corporation.

My commission expires: August 31, 2002

Mary D. Talinowski
Notary Public

EXHIBITS

Exhibit A - Common Property

EXHIBIT A**Common Property**

The Common Property shall include all of the following:

- 1. All road improvements, including, without limitation, paved areas, slopes and embankments and road ditches and drainage facilities now or hereafter located within those areas described on the Plats (as described in Exhibit A-1 attached hereto), as (a) "Access and Utility Easement" (regardless of width), which shall include all "Turnaround" and cul-de-sac areas and all extensions of the road improvements across property now or formerly owned by CSX as shown on the Plats, (b) "Slope and Drainage Easement" (regardless of width), (c) "Drainage Easement" affecting Lot 107B, (d) easement areas for "Slope Maintenance, Drainage and Utilities," (e) "Access, Drainage, Utility and Slope Maintenance Easement" (regardless of width), and (f) "Slope Maintenance and Sight Distance Easement" (regardless of width);**
- 2. The "Recreation Area," located on Lot 37, Section Three B, The Meadows at Dahlgren, including all improvements now or hereafter located thereon for the use and enjoyment of the owners of Lots in The Meadows at Dahlgren; and**
- 3. All project identification signage and directional signage located within any of the areas described in Paragraphs 1 or 2 above.**

To the extent that any of the Plats referred to in Exhibit A-1 are modified by any other Plats referred to in Exhibit A-1, and such modifications affect any portion of the Common Property as defined in this Exhibit A, the more current Plats shall control.

EXHIBIT A-1

Plats

- * 1. Division Plat, Section One, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated March 31, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 16, Pages 213 to 215. 625 COPY
- N/A 2. Road Dedication and Resubdivision Plat, Lot 97 and 98, Section One, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated June 6, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 16, Page 240.
- * 3. Easement Plat Showing "Jurisdictional Boundary Waters of the United States 1997", Resource Protection Area Limit and Slope and Drainage Easements for Section One, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated June 24, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 16, Pages 247, 248. (HAVE 248, NEED 247)
- N/A 4. Plat of Resubdivision, Lot 95A, Section One, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated June 23, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 16, Page 246.
- N/A 5. Re-Subdivision Plat Showing Lot 100-A and Lot 100-B Being a Re-Subdivision of Lot 100, Section One, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated December 11, 1998, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 17, Page 129.
- N/A 6. Boundary Line Adjustment Along the Common Line of Lots 95 and 96, Section One, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated June 23, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Deed Book 299, Page 615.
- * 7. Division Plat, Section Two, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated July 7, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 16, Pages 260 to 263. 627 COPY

HAVE
COPY

- * 8. **Boundary Line Realignment Plat Showing Lots 86A, 101A thru 109A, 113A, 102B, 107B and 109B, Section Two, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated January 27, 1998, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 17, Pages 30, 31.**
- REVIEW 9. **Division Plat, Section Three, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated September 15, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 16, Pages 277, 278.**
- N/A 10. **Boundary Line Adjustment Along a Portion of the Common Line of Lots 23 and 24, Section Three, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated October 3, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Deed Book 304, Page 486.**
- REVIEW 11. **Division Plat, Section Three-A, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated October 30, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 16, Pages 293, 294.**
- N/A 12. **Division Plat, Lot 31A, Section Three-B, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated April 29, 1998, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 17, Page 60.**
- N/A 13. **Division Plat, Lot 36, Section Three-B, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated June 10, 1998, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 17, Page 69.**
- N/A 14. **Division Plat, Recreation Area and Lot 37, Section Three-B, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated September 28, 1998, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 16, Page 213.**
- N/A 15. **Division Plat, Lot 45, Section Four, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated August 26, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 16, Page 295.**
- N/A 16. **Division Plat, Lots 31B, 40 Thru 44 and 46 Thru 49, Section Four, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated December 9, 1997, prepared by Deputy Land Surveying, Inc., recorded in the**

Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 17, Pages 7, 8.

- N/A 17. Boundary Line Adjustment Plat Along a Portion of the Common Line of Lots 40 and 41, Section Four, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated July 17, 1998, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Deed Book 319, page 433.
- N/A 18. Division Plat, Lots 50 thru 58, 59-A, 59-B and 60, Section Four-A, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated June 2, 1998, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 17, Pages 64, 65.
- NA 19. Division Plat, Lots 61 thru 72 and 114 thru 118, Section Five, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated June 2, 1998, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 17, Pages 66, 67.
- N/A 20. Boundary Line Adjustment Plat Along a Portion of the Common Line of Lots 63 and 64, Section Five, The Meadows at Dahlgren, Potomac Magisterial District, King George County, Virginia, dated July 17, 1998, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 17, Page 94.
- REVIEW (21). Division Plat Showing Parcel "A" Being a Portion of Panorama, Potomac Magisterial District, King George County, Virginia, dated June 6, 1997, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 16, Page 241.
- REVIEW (22). Easement Plat Showing Access, Drainage, Utility, Slope Maintenance and Sight Distance Easements known as "Meadow Way" located on Parcel "A" of Panorama, Potomac Magisterial District, King George County, Virginia, dated January 27, 1998, prepared by Deputy Land Surveying, Inc., recorded in the Clerk's Office, Circuit Court, King George County, Virginia, in Plat Book 17, Page 29.

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VIRGINIA, to-wit:

In the Clerk's office of the Circuit Court of King George County, the 25th day of January, 1999, this Instrument was presented and, with the certificate annexed, admitted to record at 1:52 o'clock P.M. and is truly recorded and indexed.

Tests:

