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IDENTIF. & REFERENCE

98 MAY 18 PM 2:19

BOOK 10935 PG 291

REGISTER
DAVIDSON COUNTY, TN.

CTIC 35
6

Return to:
CHICAGO TITLE INSURANCE COMPANY
1129 20th STREET NW
SUITE 300
WASHINGTON DC 20036
JcR 970858

This instrument prepared by:
Mays & Valentine
1111 East Main Street
Richmond, Virginia 23219

QUITCLAIM DEED

THIS QUITCLAIM DEED is dated as of this 22nd day of April, 1998, by and between **HENRY R. HILLENMEYER** and **ROBERT K. ZELLE** (grantors, and referred to hereinafter collectively as "Grantor"), and **CARMAX AUTO SUPERSTORES, INC.**, a Virginia corporation (a grantee, and referred to hereinafter as "CarMax"),

WITNESSETH:

Recitals

CarMax, by deed from the Sunday School Board of the Southern Baptist Convention (the "Sunday School Board") and by lease assignment from Quebecor Printing Dickson, Inc. ("Quebecor"), both such instruments recorded prior hereto in the Register's Office of Davidson County, Tennessee (the "Register's Office"), has acquired fee simple title to the property more particularly described in Exhibit A attached hereto as a part hereof (the "CarMax Property").

Grantor is the owner of real property adjoining the CarMax Property to the north, such property being more particularly described in Exhibit B attached hereto as a part hereof (the "Grantor Property").

The CarMax Property and the Grantor Property were once part of the same parcel of land, and deeds of record in the Register's Office at Deed Book 1561, page 117 and Deed Book 1814, page 533 (the "Tennessee Development Company Deeds") refer to an unlocated building known as "Chlorinator Building 2650" and reserve a right of access thereto.

The building referred to as Chlorinator Building 2650 in the Recorded Deeds may be the same as a small structure located on the northern portion of the Grantor Property (the "Suspected Structure"). The parties believe such structure to be abandoned. An overgrown road bed leads from such structure across the Grantor Property and across the CarMax Property to Powell Lane.

CarMax has requested Grantor to quitclaim and release any right it may have to cross the CarMax property to reach the Suspected Structure pursuant to the right of access reserved in the Tennessee Development Company Deeds, and Grantor has agreed to do so.

Agreement

NOW, THEREFORE, Grantor hereby releases, remises, and quitclaims unto CarMax without any warranty whatsoever any right it may have in and to the right of access reserved pursuant to the Tennessee Development Company Deeds to cross the CarMax Property to reach the Suspected Structure. The foregoing shall not be deemed a release, remise, or quitclaim of any right Grantor may have to cross the CarMax Property pursuant to any other provision of the Tennessee Development Company Deeds or pursuant to any instrument or agreement other than the Tennessee Development Company Deeds, including but not limited to the rights of Grantor under the Access Easement dated August 4, 1995 between Thompson-Powell Venture, LLC, the Sunday School Board, and Quebecor recorded in the Register's Office in Deed Book 9759, page 20, which shall remain in full force and effect.

IN WITNESS WHEREOF, Grantor has caused this instrument to executed pursuant to due authority:

_____(SEAL)
Henry R. Hillenmeyer

_____(SEAL)
Robert K. Zelle

The consideration for this transfer is $ 0 .

_____
Affiant

My commission expires 7-23-2001

_____
Notary Public

VIRGINIA & TENNESSEE NOTARY PUBLIC AT LARGE DICKSON COUNTY

BOOK 10936 PG 293

STATE OF TENNESSEE)
) ss:
COUNTY OF Davidson)

Before me, a Notary Public in and for said County and state, personally appeared Henry R. Hillenmeyer, who, having been duly sworn, acknowledged the execution of the foregoing for the purposes therein contained.

Witness my hand and Notarial Seal this 22nd day of April 1998.

Linda B. DeVault
Notary Public

Linda B. DeVault
Printed

My commission expires: 2-27-2000

STATE OF TENNESSEE)
) ss:
COUNTY OF Davidson)

Before me, a Notary Public in and for said County and state, personally appeared Robert K. Zelle, who, having been duly sworn, acknowledged the execution of the foregoing for the purposes therein contained.

Witness my hand and Notarial Seal this 22nd day of April 1998.

Linda B. DeVault
Notary Public

Linda B. DeVault
Printed

My commission expires: 2-27-2000

EXHIBIT A

CarMax Property

A tract of land in the 6th Civil District of Nashville, Davidson County, Tennessee and lying generally between Powell Avenue and the CSX Transportation Railroad, south of Thompson Lane and being more particularly described as follows:

Beginning at an iron pin (old) on the westerly Right-of-Way of Powell Avenue as widened by Metropolitan Nashville Department of Public Works Project No. 67-R-32, said pin being 40' right of station 14+86.16 and being the northwest corner of Home Depot U.S.A. Inc. (DB 9892, PG 486) and the southeast corner of this tract;

Thence, leaving said Right-of-Way with northerly line of Home Depot U.S.A. Inc., South 57 deg. 32 min. 00 sec. West, 604.77' to an iron pin (old) in the easterly usage Right-of-Way of CSX Transportation Railroad, said Right-of-Way being 33' east of and parallel to the north bound main track;

Thence, with usage Right-of-Way, North 32 deg. 23 min. 00 sec. West - 535.30' to an iron pin (old);

Thence, continuing with Right-of-Way, along a curve to the right having a delta of 01 deg. 22 min. 22 sec., a radius of 13,138.44', an arc length of 314.80, with the chord being North 31 deg. 41 min. 49 sec. West - 314.80' to an iron pin (new) and being the southeast corner of Thompson-Powell Venture, LLC (DB 9753, PG 844) and the southwest corner of this tract;

Thence, leaving railroad with said Thompson-Powell Venture LLC as follows:

North 58 deg. 01 min. 24 sec. East - 559.75' to an iron pin (new); North 87 deg. 52 min. 46 sec. East - 129.24' to an iron pin (new) in the westerly right-of-way of Powell Avenue as created by the aforementioned Metro Project 67-R-32.

Thence, with said Right-of-Way along a curve to the left having a delta of 02 deg. 30 min. 09 sec., a radius of 6,738.95', an arc length of 294.33', with the chord being South 26 deg. 26 min. 53 sec. East - 294.31' to an iron pin (old);

Thence, South 27 deg. 41 min. 57 sec. East - 489.00' to the point of beginning and containing 12.37 acres, more or less.

Being part of the same property conveyed to The Sunday School Board of the Southern Baptist Convention, a Tennessee corporation, by Deed from Tennessee Development Company, a Tennessee corporation, of record in Book 1814, page 533, Register's Office for Davidson County, Tennessee.

Doc. #513053

EXHIBIT B

Hillenmeyer/Zelle Property

Being a parcel of land in Nashville, First Civil District, Twenty-Sixth Councilmanic District, Davidson County, Tennessee, located between Powell Avenue and the CSX Transportation Railroad, south of and adjacent to Thompson Lane and being more particularly described as follows:

BEGINNING at the point of intersection of the easterly occupied/usage right-of-way of the CSX Transportation Railroad and the southerly right-of-way of Thompson Lane, said point being 33 feet easterly of the centerline of track;

THENCE, with the southerly right-of-way of said Thompson Lane (controlled access right-of-way), N 50° 42' 05" E. 368.22 feet to a right-of-way monument;

THENCE, leaving said right-of-way with the westerly boundary of a pump station site deeded to Metropolitan Government of Nashville, Davidson County, Tennessee or record in Book 7275, Page 575, Register's Office for Davidson County, Tennessee, S 34° 26' 50" E. 123.73 feet to an iron pin;

THENCE, with the southerly boundary of said pump station site, N 70° 42' 49" E. 175.01 feet to an iron pin;

THENCE, with the easterly boundary of said pump station site along the westerly bank of East Fork Browns Creek, N 27° 40' 35" W. 91.35 feet to an iron pin on the southerly side of a drive leading to said site;

THENCE, along said drive, N 70° 31' 21" E. 167.59 feet to an iron pin in the westerly right-of-way of Old Powell Avenue;

THENCE, with said Powell Avenue, S 27° 41' 21" E. 269.3 feet to an iron pin;

THENCE, S 24° 23' 29" E. 249.82 feet to an iron pin;

THENCE, continuing with said right-of-way with a curve to the left, 87.95 feet to a point, said curve having a radius of 6,738.95 feet, a central angle of 00° 44' 52", a tangent distance of 43.98 feet and a chord of S 24° 45' 55" E. 87.95 feet;

THENCE, leaving said Powell Avenue with a severance line, S 87° 58' 17" W. 129.20 feet to the center of said East Fork Browns Creek;

THENCE, S 58° 01' 24" W. partly along a fence, 559.75 feet to the easterly occupied/usage right-of-way of said CSX Transportation Railroad;

THENCE, with said right-of-way being 33 feet distant from and parallel to the centerline of the main track and with a curve to the right in a northwesterly direction, 599.82 feet to the point of beginning, said curve having a radius of 13,138.44 feet, a central angle of 02° 36' 57", a tangent distance of 299.97 feet and a chord of N 29° 40' 27" W. 599.77 feet.

Containing 410.723 square feet to 9.43 acres, more or less.

Being the same property conveyed to Thompson-Powell Venture, LLC, by deed from The Sunday School Board of the Southern Baptist Convention of record in Book 9753, page 844, Register's Office for Davidson County, Tennessee.

Doc. #513064

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