New Owner:
CAR CMX,L.P.
1420 Spring Hill Road, #525
McLean, VA 22101
Send Tax Bills to:
Carmax
4900 Cox Road
Glen Allen, VA 23060-3314

Bk/Pg 36

NASHVILLE, TENNESSEE

Davidson County DEEDWARR
Recvd: 08/24/01 12:48 6pgs
Fees:33.00 Taxes:46717.31
20010824-0091695

Tax Identification : 118-11-164-00

THIS INSTRUMENT PREPARED BY:

T. Craig Harmon, Esquire
McGuireWood LLP
One James Center
Richmond, Virginia 23219

RETURN TO:

Erika M. Fleming, Esq.
Winston & Strawn
1400 L Street, N.W.
Washington, D.C. 20005

NA # 31364
First American Title Ins. Company
Attn: Carolann S. Benoit
3200 SW Frwy, Suite 3050
Houston, TX 77027

WARRANTY DEED

THIS INDENTURE, made this 9th day of August, 2001, by and between **CARMAX AUTO SUPERSTORES, INC.**, a Virginia corporation, with its principal office in Richmond, Virginia, hereinafter called "Grantor"; and **CAR CMX L.P., a Delaware limited partnership**, whose post office address is 1420 Spring Hill Road, Suite 525, McLean, Virginia 22102, Attn: General Counsel, hereinafter called Grantee.

WITNESSETH:

That the said Grantor, for and in consideration of the sum of One Dollar ($1.00) cash and other good and valuable considerations to it in hand paid by the said Grantee, the receipt and sufficiency of which are hereby acknowledged, has granted, bargained, sold, conveyed and does hereby grant, bargain, sell, transfer and convey unto said Grantee the premises described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

With the hereditaments, and appurtenances thereto appertaining, hereby releasing all claims to Homestead, Dower, and Curtesy therein, TO HAVE AND TO HOLD the Property to the said Grantee, its successors and assigns forever.

The Property herein conveyed is further subject to the easements, covenants, conditions and restrictions set out in Exhibit B attached hereto and incorporated herein by this reference.

The Grantor for itself, its successors and assigns, does hereby covenant with the said Grantee, its successors and assigns, that it is lawfully seized and possessed of the Property in fee simple; that it has full power, authority, and right to sell and convey the same, and that the Property is free and unencumbered except as set out herein, and that it will forever warrant and defend the title to the Property against the lawful claims of all persons claiming under it, subject, however, to the exceptions set forth in Exhibit B hereof, but not otherwise.

IN WITNESS WHEREOF, the said Grantor has caused these presents to be subscribed on the day and year first above written.

CARMAX AUTO SUPERSTORES, INC.

By: _____
Keith D. Browning
Executive Vice President & CFO

ATTEST:

_____
Assistant Secretary
Name: Lisa J. Baldyga

STATE OF Virginia

COUNTY OF Henrico

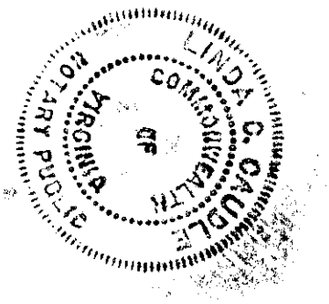
Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Keith D. Browning, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Executive Vice President and CFO of CarMax Auto Superstores, Inc., a Virginia corporation, the within named bargainor and that he as such Executive Vice President & CFO, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Executive Vice President & CFO.

WITNESS my hand and seal at office in Henrico, Virginia this 9th day of August, 2001.

Linda C. Caudle
Notary Public

My commission expires: December 31, 2004

[SEAL]



STATE OF TENNESSEE, DAVIDSON COUNTY

I, or we, hereby swear or affirm that the actual consideration for this transfer or value of the Property transferred, whichever is greater, is $12,626,300, which amount is equal to, or greater than, the amount which the Property transferred would command at a fair voluntary sale.

Affiant

Subscribed and sworn to before me, the undersigned authority, this 9th day of August, 2001.

Notary Public

My commission expires: 12-09-03

[SEAL]

NOTARY PUBLIC
AT LARGE
Carolyn R. Bullion
My Commission Expires
February 09, 2003
STATE OF TENNESSEE

\\REA\69796.3

EXHIBIT B

PERMITTED EXCEPTIONS

1. All easements, encumbrances, covenants, conditions, restrictions, reservations, rights-of-way of record, any other matters of record, of whatever kind or nature, to the extent the same are validly existing and lawfully affect the Property.

2. Taxes and assessments for 2001 and subsequent years, a lien, but not yet due and payable.

3. Possible encroachment by retaining wall along Powell Avenue setback line.

4. Encroachment of 12' gravel drive on the northeast corner of the Property.

Nashville, Tennessee

EXHIBIT A

LEGAL DESCRIPTION

A tract of land in the Sixth 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 feet 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 degrees 32 minutes 00 seconds West, 604.77 feet to an iron pin (old) in the easterly usage Right-of-way of CSX Transportation Railroad, said Right-of-Way being 33 feet east of and parallel to the north bound main track;

Thence, with the usage Right-of-Way, North 32 degrees 23 minutes 00 seconds West, 535.30 feet to an iron pin (old);

Thence, continuing with Right-of-Way, along a curve to the right having a delta of 01 degrees 22 minutes 22 seconds, a radius of 13,138.44 feet, an arc length of 314.80, with the chord being North 31 degrees 41 minutes 49 seconds West-314.80 feet to an iron pin (new) and being the southeast corner of Thompson-Powell Venture LLC (DB 9753, PGA 844) and the Southwest corner of this tract;

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

North 58 degrees 01 minutes 24 seconds East 559.75 feet to an iron pin (new), North 87 degrees 52 minutes 46 seconds East 129.24 feet 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 degrees 30 minutes 09 seconds, a radius of 6,738.95 feet, an arc length of 294.33 feet, with a chord being South 26 degrees 26 minutes 53 seconds East 294.31 feet to an iron pin (old);

Thence, South 27 degrees 41 minutes 57 seconds East - 489.00 feet to the point of beginning and containing 12.37 acres more or less.

Being the same property conveyed to CarMax Auto Superstores, Inc., a Virginia Corporation, by Warranty Deed from The Sunday School Board of the Southern Baptist Convention, a Tennessee not for profit corporation of record in Book 10893, Page 684, Register's Office for Davidson County, Tennessee.

NA # 31364
Powell Ave.
Nashville, TN.

Being the same property conveyed to CAR CMX L.P., a Delaware limited partnership, by Warranty Deed from CARMAX AUTO SUPERSTORES, INC., a Virginia corporation, of record in Instrument No. 20010824009169S, Register's Office for Davidson County, Tennessee.