Source of Grantor's interest in real property herein described: Warranty Deed to D. Stevens and Jim Stevens, Trustee from William Forrest Bailey and wife, Brenda Ruth Bailey, of record in Book 8462, page 611, in the Office of the Register of Deeds for Davidson County, Tennessee.

County Property Assessor's property identification number: CLT Map No. 26-12, Parcel 4

THIS INSTRUMENT PREPARED BY:
Matthew J. Sours, Esq.
Morris, Manning & Martin, LLP
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326

Davidson County DEEDWARR
Recvd: 06/18/04 15:32 6pgs
Fees:33.00 Taxes:5719.09
20040618-0072708

SPECIAL WARRANTY DEED

THIS INDENTURE is made as of the 16th day of June, 2004, by and between **D. STEVENS, an individual and resident of the State of Tennessee and JIM STEVENS, TRUSTEE**, hereinafter collectively referred to as "Grantor", and **CARMAX AUTO SUPERSTORES, INC., a Virginia corporation**, hereinafter referred to as "Grantee."

WITNESSETH:

Grantor entered into that certain Purchase and Sale Agreement with Davevest Two, LLC ("Davevest") dated September 3, 2003, as amended by that certain First Amendment to Purchase Agreement dated September 5, 2003, as further amended by that certain Second Amendment to Contract dated November 13, 2003, pursuant to which Grantor agreed to sell, and Davevest agreed to purchase, that certain real property and premises described on Exhibit "A" attached hereto and incorporated herein by reference (the "Property"). Davevest has directed Grantor to transfer the Property to Grantee, and Grantor and Grantee have agreed to such conveyance.

Grantor, for and in consideration of the sum of Ten Dollars ($10.00) and other good and valuable consideration in hand paid by Grantee, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto Grantee the Property, with the hereditaments and appurtenances thereto appertaining, to have and to hold the said premises unto Grantee and Grantee's heirs, successors and assigns, in fee simple, forever.

Grantor, for Grantor and Grantor's successors and assigns, does hereby covenant with Grantee, and Grantee's heirs, executors, administrators, successors and assigns, that Grantor is lawfully seized in fee simple of the premises conveyed hereby, and D. Stevens has full power, authority and right to convey the same, and Jim Stevens, Trustee has full power, authority and right to convey the same, and that the said premises are free from all encumbrances, except as set forth on Exhibit "B" attached hereto and incorporated herein by reference, and that Grantor will warrant and defend said premises and the title thereto against the lawful claims of all persons claiming by and through Grantor, but not further or otherwise.

Whenever in this instrument a pronoun is used, it shall be construed to represent either singular or plural, as the case may demand.

IN WITNESS WHEREOF, Grantor has hereunto set Grantor's hand and seal the day, month and year first above written.

D. Stevens
D. STEVENS

STATE OF TENNESSEE
COUNTY OF Davidson

Personally appeared before me, Notary Public of the state and county aforesaid, D. STEVENS, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he, as the within named Grantor, executed the foregoing instrument for the purpose therein contained.

Witness my hand and seal, at office, this 16 day of June, 2004.

Notary Public

My commission expires: 7/21/07

ANDREW B. GIBSON, JR. Notary Public At Large DAVIDSON COUNTY, TENN. My Commission Expires July 21, 2007

Jim Stevens, Trustee
JIM STEVENS, TRUSTEE

STATE OF TENNESSEE
COUNTY OF Davidson

Personally appeared before me, Notary Public of the state and county aforesaid, JIM STEVENS, TRUSTEE, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged that he, as the within named Grantor, executed the foregoing instrument for the purpose therein contained.

Witness my hand and seal, at office, this 16 day of June, 2004.

Notary Public

My commission expires: 7/21/07

ANDREW B. GIBSON, JR. Notary Public At Large DAVIDSON COUNTY, TENN. My Commission Expires July 21, 2007

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

DAVEVEST TWO, LLC, a Georgia limited liability company

By: ESD Properties, Inc. a South Carolina corporation, its general partner

By: John H. Disher
John H. Disher, Vice President

STATE OF SOUTH CAROLINA
COUNTY OF BERKELEY

Personally appeared before me, Notary Public of the state and county aforesaid, John H. Disher, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President (or other officer authorized to execute the instrument) of ESD Properties, Inc., the general partner of Davevest Two, LLC, the within named Grantor, a Georgia limited partnership, and that he as such Vice President, executed the foregoing instrument for the purpose therein contained, being authorized to do so.

Witness my hand and seal, at office, this 16 day of June, 2004.

Rebecca E. Lovett
Notary Public

My commission expires: _____

My Commission Expires 4-30-2008

REBECCA E. LOVETT NOTARY PUBLIC SOUTH CAROLINA

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

Agreed to and accepted by Grantee:

CARMAX AUTO SUPERSTORES, INC.

By: _____
K. Douglass Moyers, Vice President, Real Estate

STATE OF VIRGINIA
COUNTY OF HENRICO

Personally appeared before me, Notary Public of the state and county aforesaid, K. Douglass Moyers, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President, Real Estate (or other officer authorized to execute the instrument) of CarMax Auto Superstores, Inc., the within named Grantee, a Virginia corporation, and that he as such Vice President, Real Estate executed the foregoing instrument for the purpose therein contained, being authorized to do so.

Witness my hand and seal, at office, this 14th day of June, 2004.

_____
Notary Public

My commission expires: 1/31/05

I hereby swear and affirm that the actual consideration or true value of the property transferred hereby, whichever is greater, is $1,545,700.00. Affiant: _____

Subscribed and sworn to before me this 14th day of June, 2004.

_____
Notary Public

My commission expires: 1/31/05

Name and Address of Property Owner
and Person or Entity Responsible for Payment
of Real Property Taxes:

CarMax Auto Superstores, Inc.
4900 Cox Road
Glen Allen, Virginia 23060
Attention: Vice President, Real Estate

EXHIBIT "A"

All of that certain lot, piece or parcel of land, with the buildings and improvements thereon, situated, lying and being described as follows:

Land in Davidson County, Tennessee, being Lot Nos. 12, 13 and 14 on the Plan of Mansker Meadows, Section No. 1, of record in Plat Book 2331, page 45, Register's Office of Davidson County, Tennessee.

Source of Grantor's interest in real property herein described: Warranty Deed to D. Stevens and Jim Stevens, Trustee from William Forrest Bailey and wife, Brenda Ruth Bailey, of record in Book 8462, page 611, in the Office of the Register of Deeds for Davidson County, Tennessee.

EXHIBIT "B"

1. Taxes for the year 2004 and subsequent years not yet due and payable.

2. Matters shown on the Plan of Mansker Meadows, Section No. 1, of record in Plat Book 2331, page 45, Register's Office of Davidson County, Tennessee.