

THIS INSTRUMENT PREPARED BY:

George M. Taylor, III
Burr & Forman LLP
420 North 20th Street, Suite 3100
Birmingham, Alabama 35203

SEND TAX BILL TO:

CARMAX AUTO SUPERSTORES, INC.
c/o James D. Thornton, Esq.
Troutman, Sanders, LLP
1111 East Main Street
Richmond, Virginia 23219

2 0 0 2 1 3 / 2 3 3 2

SPECIAL LIMITED WARRANTY DEED

STATE OF ALABAMA)

JEFFERSON COUNTY)

50% Jeff
50% Shelby
2,250,000

KNOW ALL MEN BY THESE PRESENTS, That for and in consideration of the sum of Ten and No/100 Dollars (\$10.00), in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ACHESON PROPERTIES, LLC, an Alabama limited liability company ("Grantor"), has bargained and sold and by these presents does grant, bargain, sell and convey unto CARMAX AUTO SUPERSTORES, INC., a Virginia corporation ("Grantee"), Grantee's successors and assigns, that certain tract or parcel of land in Jefferson and Shelby Counties, State of Alabama, described on Exhibit "A", which is attached hereto and incorporated herein by reference. Such property is herein referred to as the "Property".

This conveyance of the property and the covenants and warranties contained herein are made expressly subject to easements, encumbrances and restrictions of record as well as to ad valorem taxes which are a lien but are not yet due and payable.

TO HAVE AND TO HOLD to said Grantee, its successors and assigns forever.

This is a special limited warranty deed. Grantor's only warranties hereunder are that this deed is executed and delivered with full authority of Grantor; that Grantor warrants that it has done nothing to adversely affect title since title was placed in its name, and that the Property is free from all encumbrances made or suffered by Grantor except to the extent otherwise set forth herein. No other warranties, express, implied or created by statute are included in this deed.

IN WITNESS WHEREOF, the said Grantor, by its Manager who is duly authorized to execute this conveyance, hereto sets its signature and seal this the 30th day of September, 2002.

ACHESON PROPERTIES, LLC, an
Alabama limited liability company

By: _____

Thomas M. Acheson, Manager

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that Thomas M. Acheson, whose name as Manager of Acheson Properties, LLC, is signed to the foregoing Special Limited Warranty Deed, and who is known to me, acknowledged before me on this day, that, being informed of the contents thereof, he, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 30th day of Sept, 2002.



Notary Public

My Commission Expires: 8/3/07

EXHIBIT "A"

A parcel of land being situated in the SW ¼ of the SW ¼ of Section 23, Township 19 South, Range 3 West and in the NW ¼ of the NW ¼ of Section 26, Township 19 South, Range 3 West, Jefferson and Shelby County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of Section 23, Township 19 South, Range 3 West and run in an Easterly direction along the South line of said Section 23 a distance of 67.02 feet to the point of beginning of the parcel herein described, said point being on the Southeasterly right of way line of Alabama Highway 150; thence 87°49'59" to the left in a Northerly direction along the Southeasterly right of way line of said Alabama Highway 150 a distance of 18.99 feet to a point; thence 49°21'59" to the right in a Northeasterly direction along the Southeasterly right of way line of said Alabama Highway 150 a distance of 358.11 feet to a point; thence 36°06'33" to the right in an Easterly direction (leaving said Alabama Highway 150 right of way line) a distance of 69.43 feet to a point; thence 54°19'33" to the right in a Southeasterly direction a distance of 369.70 feet to a point; thence 8°14'04" to the left in a Southeasterly direction a distance of 66.19 feet to a point on the Northerly right of way line of Cahaba River Estates Drive (Shelby County Highway 271), said point being on a curve to the left having a radius of 239.05 feet and a central angle of 8°20'52"; thence 141°58'40" to the right (angle measured to tangent) in a Westerly direction along the Northerly right of way line of said Cahaba River Estates Drive (Shelby County Highway 271) and the arc of said curve a distance of 34.83 feet to the P.T. (point of tangent) of said curve; thence in the tangent to said curve in a Westerly direction along the Northerly right of way line of said Cahaba River Estates Drive (Shelby County Highway 271) a distance of 328.96 feet to the P.C. (point of curve) of a curve to the right having a radius of 358.44 feet and a central angle of 30°07'00"; thence in a Westerly and Northwesterly direction along the Northerly right of way line of said Cahaba River Estates Drive (Shelby County Highway 271) and along the arc of said curve a distance of 188.41 feet to a point; thence 3°00'16" to the left (angle measured to tangent) in a Northwesterly direction along the Northerly right of way line of said Cahaba River Estates Drive (Shelby County Highway 271) a distance of 89.99 feet to a point on the Southeasterly right of way line of Alabama Highway 150; thence 67°41'27" to the right in a Northerly direction along the Southeasterly right of way line of said Alabama Highway 150 a distance of 29.24 feet to the point of beginning.

Subject to any rights of ways or easements which may exist.

Mineral and mining rights are excluded.

The interest conveyed includes all of all appurtenances thereto, including but not limited to any and all interest of Grantor in and to any portion of the adjoining right of way of Cahaba River Estates Road which may heretofore have been or may hereafter be vacated by the appropriate authorities of the State of Alabama, Shelby County, Alabama, or the City of Hoover, Alabama.

State of Alabama - Jefferson County
I certify this instrument filed on:

2002 SEP 30 P.M. 16:31

Recorded and \$ Mtg. Tax

and \$ 2,250.00 Deed Tax and Fee Amt.

\$ 9.50 Total \$ 2,259.50

MICHAEL F. BOLIN, Judge of Probate



200213/2332