

2 0 0 3 6 4 / 5 6 3 9

PREPARED BY AND WHEN
RECORDED RETURN TO:

General Electric Capital Business
Asset Funding Corporation
10900 Northeast Fourth Street
Suite 500
Bellevue, WA 98004

SEND TAX NOTICE TO:

CarMax Auto Superstores, Inc.
4900 Cox Road
Glen Allen, VA 23060

Jeff. Co - 1370
Shelly Co 8770



20031219000815820 Pg 1/4 21.00
Shelby Cnty Judge of Probate, AL
12/19/2003 08:06:00 FILED/CERTIFIED

12.00
14,900.00

14,912.00

Birmingham, Alabama

STATUTORY WARRANTY DEED

(4)
STATE OF ALABAMA

SHELBY AND JEFFERSON COUNTY

KNOW ALL MEN BY THESE PRESENTS that for and in consideration of
FOURTEEN MILLION NINE HUNDRED THOUSAND AND NO/100 Dollars
(\$14,900,000.00) to the undersigned **CARMAX AUTO SUPERSTORES, INC.**, a Virginia
corporation in hand paid by **VAL T. ORTON**, solely in his capacity as Co-Trustee of the
GECBAF Cascade Trust, a Utah trust established by Trust Agreement dated as of October 28,
2003, and not in his individual capacity (the "Grantee"), the receipt of which is hereby
acknowledged the said **CARMAX AUTO SUPERSTORES, INC.**, a Virginia corporation (the
"Grantor"), does grant, bargain, sell and convey unto the Grantee the property described on
Exhibit A attached hereto as a part hereof (the "Property").

Subject to those matters set forth on **Exhibit B** attached hereto and incorporated herein
by reference.

TOGETHER with all and singular the rights, members, privileges, hereditaments and

appurtenances thereunto belonging or in anywise appertaining.

TO HAVE AND TO HOLD unto said Grantee and unto Grantee's successors and assigns forever.

AND Grantor will warrant and defend the right and title to the Property unto Grantee against the lawful claims of all persons claiming by, through, or under Grantor and against no other.

IN WITNESS WHEREOF, the Grantor has hereunto set Grantor's hand and seal on this 25th day of November, 2003.

CARMAX AUTO SUPERSTORES, INC.

ATTEST OR WITNESS:

James Wilson

By:

Name:

Title:

Thomas W. Reedy
Treasurer

COMMONWEALTH OF VIRGINIA

COUNTY OF HENRICO

}
}
}

I, Leslie D. Frame, a Notary Public in and for said County, in said State, hereby certify that Thomas W. Reedy, whose name as Treasurer of CarMax Auto Superstores, Inc., a Virginia corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this 24 day of November, 2003.

Leslie D. Frame
NOTARY PUBLIC

[NOTARIAL SEAL]

NAME: Leslie D. Frame
[Print or Type]

My Commission Expires: September 30, 2006

EXHIBIT A

LEGAL DESCRIPTION

Lots 1 and 2, according to the Survey of Carmax Auto Super Store, as recorded in Map Book 30, page 140, in the Probate Office of Shelby County, Alabama, and recorded in Map Book 37, page 59, in the Probate Office of Jefferson County, Alabama.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes and assessments for the year 2004, and subsequent years, not yet due and payable.
2. Restrictions appearing of record in Instrument 2001-42399, in the Probate Office of Shelby County, Alabama.
3. Restrictions or Covenants recorded in Instrument 2002091700044660 and Instrument 200209170004446610 in the Probate Office of Jefferson County, Alabama.
4. 50 foot building line on northwest, as shown by recorded map. (Lot 1)
5. 50 foot building line on east, as shown by recorded map. (Lots 1 & 2)
6. 15 foot building line on rear and sides, as shown by recorded map. (Lot 2)
7. 15 foot building line on north, as shown by recorded map. (Lot 1)
8. 20 foot easement on north and northwest, as shown by recorded map. (Lot 1)
9. Easement of undetermined width on east, as shown by recorded map. (Lot 1)
10. Joint access easement on northwest corner, as shown by recorded map. (Lot 1)
11. 20 foot Sanitary Sewer Easement recorded in Instrument 200161/6125, in the Probate Office of Jefferson County, Alabama, Bessemer Division.
12. Matters shown on survey of Robert J. Black, Jr. with Sain Associates, Inc., dated October 20, 2003, revised November 14, 2003.

State of Alabama - Jefferson County

I certify this instrument filed on:

2003 DEC 11 A.M. 07:58

Recorded and \$		Mtg. Tax
and \$	14,900.00	
\$	12.00	Deed Tax and Fee Amt
		14,912.00
	Total \$	

MICHAEL F. BOLIN, Judge of Probate



200364/5639 BESS