

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM867097

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT		
NATURE OF CONVEYANCE:	Corrective Assignment to correct the effective date of the merger previously recorded on Reel 007716 Frame 0283. Assignor(s) hereby confirms the Merger of CARMAX AUTO SUPERSTORES WEST COAST, INC., with and into CARMAX ENTERPRISE SERVICES, LLC.		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CARMAX AUTO SUPERSTORES WEST COAST, INC.		02/22/2022	Corporation: VIRGINIA
RECEIVING PARTY DATA			
Name:	CARMAX ENTERPRISE SERVICES, LLC		
Street Address:	12800 TUCKAHOE CREEK PKWY		
City:	Richmond		
State/Country:	VIRGINIA		
Postal Code:	23238		
Entity Type:	Limited Liability Company: VIRGINIA		
PROPERTY NUMBERS Total: 43			
Property Type	Number	Word Mark	
Registration Number:	6027346	ARBX	
Registration Number:	6027345	ARBX	
Registration Number:	4664512	CA	
Registration Number:	4579493	CARMAX	
Registration Number:	4600332	CARMAX	
Registration Number:	4579491	CARMAX	
Registration Number:	1947856	CARMAX	
Registration Number:	1954468	CARMAX	
Registration Number:	1941353	CARMAX	
Registration Number:	3484868	CARMAX	
Registration Number:	2323178	CARMAX AUCTIONS	
Registration Number:	2881578	CARMAX AUCTIONS PERKS	
Registration Number:	2981183	CARMAX AUTO FINANCE	
Registration Number:	3087576	CARMAX CARES	
Registration Number:	3362171	CARMAX CARES	
Registration Number:	2301351	CARMAX CERTIFIED QUALITY INSPECTION	

CH \$1090.00 6027346

Property Type	Number	Word Mark
Registration Number:	3082848	CARMAX FOUNDATION
Registration Number:	2134379	CARMAX SERVICE CENTER
Registration Number:	1934822	CARMAX THE AUTO SUPERSTORE
Registration Number:	1929336	CARMAX THE AUTO SUPERSTORE
Registration Number:	1959875	CARMAX THE AUTO SUPERSTORE
Registration Number:	2922919	CARMAX.COM
Registration Number:	2858025	CARMAXAUCTIONS.COM
Serial Number:	97239679	CARMINE
Registration Number:	4596076	CM
Registration Number:	4596077	CM
Registration Number:	2258797	CQI
Serial Number:	90252169	DASH
Registration Number:	6564371	LOVE YOUR CAR GUARANTEE
Registration Number:	1888835	MAXCARE
Serial Number:	90252168	MAXOFFER
Serial Number:	90252183	MAXOFFER
Serial Number:	97239681	SKYE
Registration Number:	3082766	THE CARMAX FOUNDATION
Registration Number:	4657587	THE GLOVEBOX
Registration Number:	4679831	THE GLOVEBOX
Registration Number:	2658246	THE WAY CAR BUYING SHOULD BE.
Serial Number:	88699696	VALUSATO
Registration Number:	3031404	WE'LL BUY YOUR CAR EVEN IF YOU DON'T BUY
Registration Number:	5861063	WHATEVER YOUR WAY THAT'S THE WAY CAR BUY
Registration Number:	6170974	
Serial Number:	88613904	
Registration Number:	1963876	CARMAX THE AUTO SUPERSTORE

CORRESPONDENCE DATA

Fax Number: 4049626588

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 804-697-1874

Email: trademarks@troutman.com

Correspondent Name: Christopher J. Forstner

Address Line 1: 600 Peachtree Street, NE, Suite 3000

Address Line 4: Atlanta, GEORGIA 30308

ATTORNEY DOCKET NUMBER:	036987.000225
NAME OF SUBMITTER:	Shannon Falloon

SIGNATURE:	/shannon falloon/
DATE SIGNED:	01/10/2024
Total Attachments: 14 source=assignment-tm-7716-0283#page1.tif source=assignment-tm-7716-0283#page2.tif source=assignment-tm-7716-0283#page3.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page1.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page2.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page3.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page4.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page5.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page6.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page7.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page8.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page9.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page10.tif source=VA Certificate and Articles of Merger - CarMax Auto Superstores West Coast, Inc. (filed)#page11.tif	

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM726700

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/18/2022		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CARMAX AUTO SUPERSTORES WEST COAST, INC.		02/18/2022	Corporation: VIRGINIA
RECEIVING PARTY DATA			
Name:	CARMAX ENTERPRISE SERVICES, LLC		
Street Address:	12800 TUCKAHOE CREEK PKWY		
City:	RICHMOND		
State/Country:	VIRGINIA		
Postal Code:	23238-1115		
Entity Type:	Limited Liability Company: VIRGINIA		
PROPERTY NUMBERS Total: 43			
Property Type	Number	Word Mark	
Registration Number:	6027346	ARBX	
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Registration Number:	2981183	CARMAX AUTO FINANCE	
Registration Number:	3087576	CARMAX CARES	
Registration Number:	3362171	CARMAX CARES	
Registration Number:	2301351	CARMAX CERTIFIED QUALITY INSPECTION	
Registration Number:	3082848	CARMAX FOUNDATION	

CH \$1090.00 6027346

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Registration Number:	2858025	CARMAXAUCTIONS.COM
Serial Number:	97239679	CARMINE
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Registration Number:	2258797	CQI
Serial Number:	90252169	DASH
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Registration Number:	1888835	MAXCARE
Serial Number:	90252168	MAXOFFER
Serial Number:	90252183	MAXOFFER
Serial Number:	97239681	SKYE
Registration Number:	3082766	THE CARMAX FOUNDATION
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Serial Number:	88699696	VALUSATO
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Registration Number:	5861063	WHATEVER YOUR WAY THAT'S THE WAY CAR BUY
Registration Number:	6170974	
Serial Number:	88613904	

CORRESPONDENCE DATA

Fax Number: 4048853900

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 4048853000

Email: katherine.swider@troutman.com

Correspondent Name: TROUTMAN PEPPER HAMILTON SANDERS LLP

Address Line 1: 600 PEACHTREE STREET, NE

Address Line 2: SUITE 3000

Address Line 4: ATLANTA, GEORGIA 30308

NAME OF SUBMITTER: Scott A. Bergeson

SIGNATURE: /Scott A. Bergeson/

DATE SIGNED:	05/09/2022
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Total Attachments: 5
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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, FEBRUARY 18, 2022

The State Corporation Commission has found the accompanying articles of merger submitted on behalf of

CarMax Enterprise Services, LLC

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

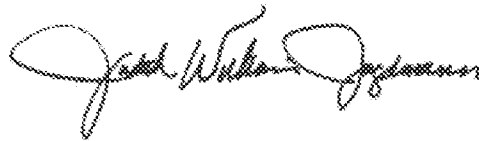
be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective February 22, 2022. When the merger becomes effective, each of the following:

CarMax Auto Superstores West Coast Inc.

is merged into CarMax Enterprise Services, LLC, which continues to exist under the laws of VIRGINIA with the name CarMax Enterprise Services, LLC, and the separate existence of each merged entity ceases.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner



SCC21.2
(03/19)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
OFFICE OF THE CLERK
1300 E MAIN ST
RICHMOND, VA 23219
(804) 371-9733
1-866-722-2551 Toll-free in Virginia

Commonwealth of Virginia
State Corporation Commission
Office of the Clerk

Filing Number: 2202184217043
Filing Date/Time: 02/18/2022 12:41 PM
Effective Date/Time: 02/22/2022 05:01 AM

Expedited Service Request Form

This form **MUST** be completed and placed on top of **EACH** document submission (so it can be readily identified as a request for expedited review and processing).

Name of Corporation or Company (etc.): (Must be typed for Email option.) <p style="text-align: center;">CarMax Auto Superstores West Coast, Inc.</p>		SCC ID No. (if known): <p style="text-align: center;">07493778</p>
Customer Contact Information: Name: <u>Carina Dotson</u> Company: <u>Troutman Pepper Hamilton Sanders LLP</u> Address: <u>1001 Haxall Point, 15th Floor</u> <u>Richmond</u> <u>VA</u> <u>23218</u> <small>(city or town) (state) (zip code)</small> Telephone: (<u>804</u>) <u>697</u> - <u>1270</u> ext _____ Email: <u>CARINA.DOTSON@TROUTMAN.COM</u> <small>(All Letters in Email Address must be CAPITALIZED.)</small>		Send Evidence of Expedited Filing By: (Choose <u>one</u>) <input checked="" type="checkbox"/> Email (Only available for Categories A, C and D) <div style="border: 1px solid black; padding: 5px; margin: 5px 0;"> Two typed originals of this form must be submitted for Email option. <small>See "Return of Evidence" in the Instructions.</small> </div> <input type="checkbox"/> Hold for Pickup (Available at 4:00 p.m.) <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail (Prepaid envelope required) <input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex <small>(Completed waybill required. For Fed Ex, the waybill must be computer-generated with a barcode.)</small>
-- See Information & Instructions for description of Categories. -- Expedited Service Requested: (mark service requested) *** Expedite Fee: (other fees may be needed - see footnote)		FOR OFFICE USE ONLY
<input checked="" type="checkbox"/> Category A Expedite Business Entity Document listed in Schedule A <input checked="" type="checkbox"/> Same Day Service (Received by 10:00 a.m.) \$ 200 <input type="checkbox"/> Next Day Service (Received by 2:00 p.m.) \$ 100 <input type="checkbox"/> Category B Preliminary Review of Document listed in Schedule A \$ 50 (2 nd Business Day Service Only - Received by 2:00 p.m.) <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review (N/C) <input type="checkbox"/> Category C Expedite Business Entity Document listed in Schedule C \$ 50 (Next Day Service Only - Received by 2:00 p.m.) <input type="checkbox"/> Category D Expedite Application for Reinstatement \$ 50 (Next Day Service Only - Received by 2:00 p.m.)		I/O <input type="checkbox"/>

*** Submit one payment for all applicable fees (e.g., charter/entrance, reinstatement, filing **and** expedite fees)

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

TRADEMARK
REEL: 008319 FRAME: 0066



SCC21.2
(03/19)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
OFFICE OF THE CLERK
1300 E MAIN ST
RICHMOND, VA 23219
(804) 371-9733
1-866-722-2551 Toll-free in Virginia

Expedited Service Request Form

This form **MUST** be completed and placed on top of **EACH** document submission (so it can be readily identified as a request for expedited review and processing).

Name of Corporation or Company (etc.): <small>(Must be typed for Email option.)</small> CarMax Auto Superstores West Coast, Inc.		SCC ID No. (if known): 07493778
Customer Contact Information: Name: Carina Dotson Company: Troutman Pepper Hamilton Sanders LLP Address: 1001 Haxall Point, 15th Floor Richmond VA 23218 <small>(city or town) (state) (zip code)</small> Telephone: (804) 697 - 1270 ext _____ Email: CARINA.DOTSON@TROUTMAN.COM <small>{All Letters in Email Address must be CAPITALIZED.}</small>		Send Evidence of Expedited Filing By: <small>(Choose one)</small> <input checked="" type="checkbox"/> Email <small>(Only available for Categories A, C and D)</small> <div style="border: 1px solid black; padding: 5px; margin: 5px 0;"> <small>Two typed originals of this form must be submitted for Email option. See "Return of Evidence" in the Instructions.</small> </div> <input type="checkbox"/> Hold for Pickup <small>(Available at 4:00 p.m.)</small> <input type="checkbox"/> First-Class Mail <input type="checkbox"/> USPS Express Mail <small>(Prepaid envelope required.)</small> <input type="checkbox"/> Overnight via <input type="checkbox"/> UPS <input type="checkbox"/> Fed Ex <small>(Completed waybill required. For Fed Ex, the waybill must be computer-generated with a barcode.)</small>
~~ See Information & Instructions for description of Categories. ~~ Expedited Service Requested: <small>(mark service requested)</small> *** Expedite Fee: <small>*** (other fees may be needed - see footnote)</small>		FOR OFFICE USE ONLY
<input checked="" type="checkbox"/> Category A Expedite Business Entity Document listed in Schedule A <input checked="" type="checkbox"/> Same Day Service (Received by 10:00 a.m.) \$ 200 <input type="checkbox"/> Next Day Service (Received by 2:00 p.m.) \$ 100 <input type="checkbox"/> Category B Preliminary Review of Document listed in Schedule A \$ 50 <small>(2nd Business Day Service Only - Received by 2:00 p.m.)</small> <input type="checkbox"/> Resubmission within 30 Days of initial Pre-Review (N/C) <input type="checkbox"/> Category C Expedite Business Entity Document listed in Schedule C \$ 50 <small>(Next Day Service Only - Received by 2:00 p.m.)</small> <input type="checkbox"/> Category D Expedite Application for Reinstatement \$ 50 <small>(Next Day Service Only - Received by 2:00 p.m.)</small>		I/O <input type="checkbox"/>

*** Submit one payment for all applicable fees (e.g., charter/entrance, reinstatement, filing and expedite fees)

REVIEW THE INSTRUCTIONS BEFORE SUBMITTING THIS FORM.

**TRADEMARK
REEL: 008319 FRAME: 0067**

ARTICLES OF MERGER

of

**CARMAX AUTO SUPERSTORES WEST COAST, INC.,
a Virginia corporation**

with and into

**CARMAX ENTERPRISE SERVICES, LLC,
a Virginia limited liability company**

February 18, 2022

Pursuant to the provisions of Section 13.1-720 of the Virginia Stock Corporation Act (the "VSCA") and Section 13.1-1072 of the Virginia Limited Liability Company Act (the "LLC Act"), CarMax Auto Superstores West Coast, Inc., a Virginia corporation (the "Merged Corporation"), and CarMax Enterprise Services, LLC, a Virginia limited liability company (the "Surviving Entity"), as the surviving entity, hereby adopt the following Articles of Merger:

ARTICLE ONE

The Agreement and Plan of Merger (the "Plan") pursuant to which the Merged Corporation will merge with and into the Surviving Entity is attached hereto as Exhibit A and made a part hereof.

ARTICLE TWO

The Plan was duly approved and adopted on February 18, 2022 by unanimous written consents of the Board of Directors of the Merged Corporation. The Plan was duly approved by unanimous written consent by the sole shareholder of the Merged Corporation on February 18, 2022. The Plan was duly approved by unanimous written consent of the sole member of the Surviving Entity on February 18, 2022.

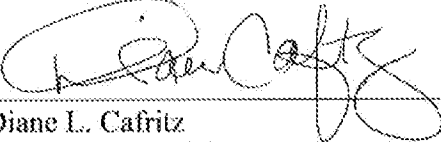
ARTICLE THREE

Pursuant to Section 13.1-606 of the VSCA and 13.1-1004 of the LLC Act, the Merger shall become effective as of 5:01 a.m. (Richmond, Virginia time) on February 22, 2022.

[SIGNATURE PAGE FOLLOWS]

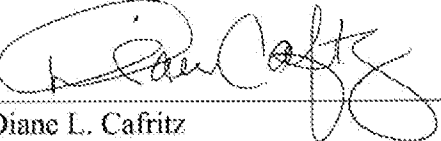
IN WITNESS WHEREOF, these Articles of Merger are duly executed as of the date first set forth above.

CARMAX AUTO SUPERSTORES WEST COAST, INC.,
a Virginia corporation

By: 

Diane L. Cafritz
Senior Vice President, General Counsel and Chief Compliance
Officer

CARMAX ENTERPRISE SERVICES, LLC,
a Virginia limited liability company

By: 

Diane L. Cafritz
Senior Vice President, General Counsel and Chief Compliance
Officer

Exhibit A

Agreement and Plan of Merger

(see attached)

AGREEMENT AND PLAN OF MERGER

of

CARMAX AUTO SUPERSTORES WEST COAST, INC.

and

CARMAX ENTERPRISE SERVICES, LLC

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement of Merger"), dated as of February 18, 2022, is made by and between CarMax Auto Superstores West Coast, Inc., a Virginia corporation ("West Coast"), and CarMax Enterprise Services, LLC, a Virginia limited liability company ("New HQ" and, together with West Coast, the "Constituent Entities").

WHEREAS, the Board of Directors of CarMax, Inc., a Virginia corporation ("Parent"), has authorized and approved a restructuring of certain of its direct and indirect subsidiaries, including the Constituent Entities, to: (a) consolidate retail activities in a single operating entity (*i.e.*, CarMax Auto Superstores, Inc., a Virginia corporation ("CASI")), and facilitate employee mobility among retail operations; (b) establish centralized headquarters, management and administrative functions in a single operating entity (*i.e.*, New HQ); (c) provide a separate legal entity (*i.e.*, CarMax Business Services, LLC, a Delaware limited liability company) for the CarMax Auto Finance business; (d) obtain a more operationally efficient structure with New HQ as a direct subsidiary of Parent; (e) provide flexibility and a platform for growth related to new entities and strategic objections; and (f) mitigate business and regulatory risk by causing CASI and New HQ to exist as sibling entities rather than with New HQ as a wholly owned subsidiary of CASI (collectively, the "Restructuring");

WHEREAS, the Constituent Entities have agreed to the merger of West Coast with and into New HQ (the "Merger");

WHEREAS, each of the sole member of New HQ and the Board of Directors of West Coast has approved the Merger, and each of the sole member of New HQ, the Board of Directors of West Coast and the sole shareholder of West Coast has adopted and approved this Agreement of Merger, in each such case, in accordance with the Virginia Limited Liability Company Act (the "LLC Act") and the Virginia Stock Corporation Act (the "VSCA"), as applicable; and

WHEREAS, the Constituent Entities have agreed to execute this Agreement of Merger as provided under LLC Act and the VSCA;

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the Constituent Entities hereby agree as follows:

1. The Merger; Surviving Entity. Upon the terms and subject to the satisfaction or waiver, if permissible, of the conditions hereof, and in accordance with the provisions of the VSCA and the LLC Act, at the Effective Time (as herein defined), West Coast shall be merged with and into New HQ, and the separate existence of West Coast shall cease, and New HQ shall

continue as the surviving company (the "Surviving Entity") as a limited liability company and shall be governed by the LLC Act.

2. Effect of the Merger. The Merger shall have the effects set forth in the VSCA, the LLC Act and this Agreement of Merger. Further, when the Merger has been effected, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities; and all the rights, privileges, powers and franchises of each of the Constituent Entities and all property, real, personal and mixed, including, without limitation, all tax attributes of the Constituent Entities, and all debts due to either of the Constituent Entities on whatever account, as well as stock subscriptions and all other things in action or belonging to each of such Constituent Entities shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Constituent Entities, and the title to any real estate vested by deed or otherwise, in any of such Constituent Entities, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of such Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Entities shall thereafter attach to the Surviving Entity, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger; Effective Time. The parties hereto will cause the Merger to be consummated by filing Articles of Merger with the State Corporation Commission of the Commonwealth of Virginia (the "Articles") in such form as required by, and executed in accordance with, the relevant provisions of the LLC Act and the VSCA. The Merger shall become effective upon the effective time and date set forth in the Articles (the "Effective Time").

4. Approval of Merger. Each of the sole member of New HQ and the Board of Directors of West Coast has approved the Merger, and each of the sole member of New HQ, the Board of Directors of West Coast and the sole shareholder of West Coast has approved and adopted, effective as of February 18, 2022, this Agreement of Merger, in each such case, in accordance with the LLC Act and the VSCA, as applicable.

5. Limited Liability Company Agreement and Officers. The limited liability company agreement of the Surviving Entity shall be identical with the limited liability company agreement of New HQ as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under LLC Act. The member and officers of New HQ immediately prior to the Effective Time shall be the member and officers of the Surviving Entity immediately following the Effective Time, and such officers shall serve in such offices for the terms provided by law or in the limited liability company agreement of the Surviving Entity, or until their respective successors are elected and qualified.

6. Treatment of Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities or the holders of any of the shares of capital stock or membership interests of the Constituent Entities:

(a) Each membership interest of New HQ issued and outstanding immediately prior to the Effective Time will remain an identical issued and outstanding membership interest of New HQ, unaffected by the Merger.

(b) Each share of each class or series of capital stock of West Coast issued and outstanding, or held in treasury, immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

7. Business Employees. Notwithstanding anything to the contrary in this Section 7 or Agreement, an employee of West Coast engaged in the provision of centralized headquarters, management and administrative functions, intellectual property ownership and licensing and strategic services to Parent and its subsidiaries (any such employee a "Business Employee") who, immediately prior to the Effective Time of this Agreement, is employed pursuant to a work or training visa or permit that authorizes employment by a subsidiary of Parent shall remain employed by such subsidiary of Parent following the Effective Time of this Agreement until the visa or permit is amended or a new visa or permit is granted to authorize employment by New HQ (any such employee a "Delayed Business Employee"). As of the Effective Time of this Agreement, West Coast shall cease to serve and New HQ shall commence to serve as the sponsoring and petitioning employer for U.S. immigration law purposes with respect to Delayed Business Employees. New HQ shall assume all immigration-related obligations and liabilities that have arisen or will hereafter arise in connection with the submission of petitions, applications or other filings to certain U.S. government authorities within the U.S. Department of Homeland Security (U.S. Citizenship and Immigration Services, Immigration and Customs Enforcement, and Customs and Border Protection), the U.S. Department of Labor or the U.S. Department of State (including any U.S. embassy or consular post) requesting the grant of employment-based non-immigrant and immigrant visa benefits on behalf of these persons. The parties intend that New HQ (by agreeing to employ the Business Employees and agreeing, as a sponsoring employee, to assume the immigration-related obligations and liabilities described above) shall be considered the successor in interest to West Coast for U.S. immigration law purposes.

8. Intercompany Accounts. The Constituent Entities hereby acknowledge and agree that as a result of the Merger, effective as of the Effective Time, all accounts payable with respect to which New HQ is the payor or obligor and West Coast is the payee or obligee, and *vice versa*, and all accounts receivable with respect to which New HQ is the payor or obligor and West Coast is the payee or obligee, and *vice versa*, in each such case, are hereby fully and irrevocably extinguished, and that the books and records of New HQ shall be appropriately updated to reflect the same.

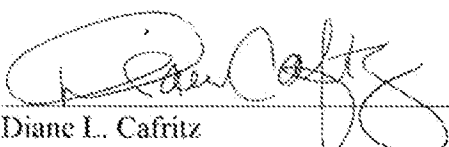
9. Taking of Necessary Action. Each of the Constituent Entities shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the LLC Act and the VSCA and any other applicable laws. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Agreement of Merger and to vest the Surviving Entity with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Entities, the officers and directors of the Surviving Entity are fully authorized in the name of any of the Constituent Entities to take all such lawful and necessary actions.

10. Copy of this Agreement of Merger. A copy of this Agreement of Merger shall be on file at 12800 Tuckahoe Creek Parkway, Richmond, Virginia 23238, a place of business of the Surviving Entity. A copy of this Agreement of Merger will be furnished by the Surviving Entity, on request and without cost, to any member or shareholder of any Constituent Entity.

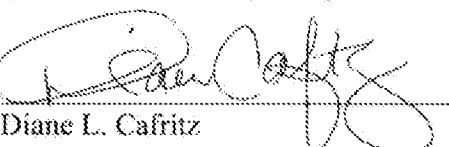
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Constituent Entities have caused this Agreement of Merger to be executed as of the date first set forth above.

**CARMAX AUTO SUPERSTORES WEST
COAST, INC., a Virginia corporation**

By: 
Diane L. Cafritz
Senior Vice President, General Counsel and
Chief Compliance Officer

**CARMAX ENTERPRISE SERVICES, LLC,
a Virginia limited liability company**

By: 
Diane L. Cafritz
Senior Vice President, General Counsel and
Chief Compliance Officer

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF MERGER]