

RECORD AND RETURN TO  
Pope & Pope Attorneys  
Post Office Box 17527  
Hattiesburg, MS 39404-7527  
(601) 268-3333

Indexing Instructions: Lot 1,  
Davidson Oaks Commercial S/D,  
Phase I, Olive Branch, Desoto County,  
Mississippi,  
also known as part NW¼ of NW¼,  
Section 31, Township 1 South, Range  
6 West, Desoto County, Mississippi

THIS DOCUMENT WAS  
PREPARED BY AND WHEN  
RECORDED RETURN TO:

11/02/07 2:53:02  
BK 122 PG 579  
DESOTO COUNTY, MS  
W.E. DAVIS, CH CLERK  
pa  
pa

Julia R. Sarron, Esq.  
Greenberg Traurig, LLP  
77 West Wacker Drive  
Suite 2500  
Chicago, Illinois 60601

**MEMORANDUM OF LEASE AGREEMENT**

This Memorandum of Lease Agreement dated as of October 11, 2007, is by and between GP PORTFOLIO LANDLORD # 3, LLC, a Delaware limited liability company, having an office at c/o SunTrust Equity Funding, LLC, 303 Peachtree Street, 24<sup>th</sup> Floor MC 3951, Atlanta, Georgia 30308 ("Landlord") and GENUINE PARTS COMPANY, a Georgia corporation, having an office at 2999 Circle 75 Parkway, Atlanta, Georgia 30339 ("Tenant").

By Master Lease Agreement dated as of October 11, 2007 (as amended and supplemented from time to time, the "Lease"), Landlord did demise and lease to Tenant that certain real property located in the County of De Soto, State of Mississippi, which is described on Exhibit A attached hereto and made a part hereof, upon the following terms:

Commencement Date: October 11, 2007.

Term: Until October 31, 2027.

Renewal Option(s): Six (6) consecutive renewals, each for a term of five (5) years, all upon the terms and conditions set forth in the Lease.

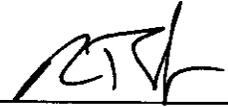
Landmark

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Agreement as of the date set forth above.

**LANDLORD:**

GP PORTFOLIO LANDLORD # 3, LLC

By: Sun Trust Equity Funding, LLC, its  
Manager

By:   
Name: R. Todd Shutley  
Title: Senior Vice President and  
Manager

STATE OF GEORGIA     )  
                                  )SS:  
COUNTY OF FULTON    )

Personally appeared before me, the undersigned authority in and for the said county and state, on the 4<sup>th</sup> day of October, 2007, within my jurisdiction, the within named R. Todd Shutley, who acknowledged to me that he is Senior Vice-President and Manager of SunTrust Equity Funding, LLC, a Delaware limited liability company as manager of GP Portfolio Landlord # 3, LLC, a Delaware limited liability company, and that for and on behalf of said SunTrust Equity Funding, LLC as manager of GP Portfolio Landlord # 3, LLC, and as the act and deed of SunTrust Equity Funding, LLC as manager of GP Portfolio Landlord # 3, LLC, and as the act and deed of GP Portfolio Landlord # 3, LLC, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company to do so.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Agreement as of the date set forth above.

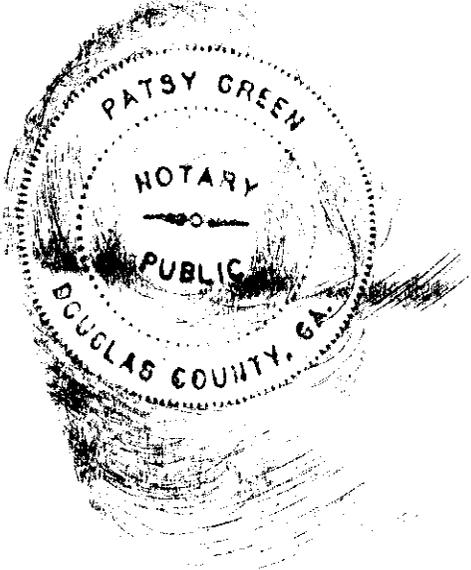
TENANT:

GENUINE PARTS COMPANY, a Georgia corporation

By:   
Name: Frank M. Howard  
Title: Senior Vice President - Treasurer

STATE OF GEORGIA        )  
                                  )SS:  
COUNTY OF COBB        )

Personally appeared before me, the undersigned authority in and for the said county and state, on the 4<sup>th</sup> day of October, 2007, within my jurisdiction, the within named Frank M. Howard, who acknowledged to me that he is Senior Vice-President and Treasurer of Genuine Parts Company, a Georgia corporation, he executed the above and foregoing instrument, after first having been duly authorized by said corporation to do so.





Notary Public, Douglas County, Georgia  
My Commission Expires Oct. 19, 2010

Lot 1, Davidson Oaks Commercial Subdivision, Phase I, Olive Branch, as recorded in Plat Book 81, Page 25, in the office of the Chancery Clerk of Desoto County, Mississippi, and being the same property more specifically described in metes and bounds in Warranty Deed filed for record in Book 458 at Page 84.

PER SURVEY

A Tract of land located in part of the Northwest Quarter of the Northwest Quarter of Section 31, Township 1 South, Range 6 West, also known as Lot 1 of Davidson Oaks Commercial Subdivision, Phase 1, per Plat Book 81 Page 25.

Commencing at the Northwest corner of Section 31, Township 1 South, Range 6 West, thence on a bearing of North 90 degrees 00 minutes 00 seconds East a distance of 84.82 feet to a point, thence on a bearing of South 00 degrees 00 minutes 00 seconds East a distance of 94.20 feet to a concrete right-of-way monument found in the southerly line of Goodman Road (Highway 302 R.O.W. Varies), said monument being the Point of Beginning, thence North 85 degrees 39 minutes 21 seconds East along the southerly R.O.W. of said Goodman Road a distance of 127.99 feet thence South 00 degrees 15 minutes 27 seconds East a distance of 255.34 feet, thence North 89 degrees 53 minutes 07 seconds West a distance of 170.00 feet to the Easterly line of Davidson Road, thence North 00 degrees 15 minutes 27 seconds West along the Easterly line of said Davidson Road a distance of 193.01 feet to a concrete right-of-way monument found, thence North 38 degrees 55 minutes 50 seconds East a distance of 67.00 feet to the Point of Beginning and containing 0.953 acres or 41,508 square feet.

The property hereon described is the same as the pertinent property as described in First American Title Insurance Company, Policy No. NCS-400028 effective date July 5, 2007.