

UNIFORM COMMERCIAL CODE-FINANCING STATEMENT-UCC-1

(USE UCC-1 for FARM PRODUCTS)

DeSoto Co, MS

INSTRUCTIONS (Items marked * are optional):

1. PLEASE TYPE
2. List exact name of business and, if individual, list LAST name of debtors first
3. Please verify and enter Social Security number for each debtor. Businesses list tax ID numbers.
4. Please check debtor type P if individual and C if commercial (commercial includes sole proprietorship)
5. List complete address to include county code and nine digit zip code
6. If collateral is fixtures, or will be fixtures when installed, or covers minerals or standing timber, a legal description of real estate and name of record owner or lessee are required
7. County codes should be included and are listed on the back of form
8. If space provided for any item(s) is inadequate, the item(s) should be continued on Form UCC-1
9. Submit completed form in triplicate with appropriate filing fee to Secretary of State UCC Division, P.O. Box 116, Jackson, MS 39201-0116 and/or Chancery Clerk of proper county.

This Financing Statement is presented to the Filing Officer pursuant to the Uniform Commercial Code, UCC-1
STATE OF MISSISSIPPI

BK 1159PG0094

1. Debtor(s)

Genuine Parts Company
Debtor (Last Name First)/Business Name
2999 Circle 75 Parkway
Mailing Address
Atlanta GA 30330
City State *County Code Zip
*Type of Debtor: P C
*Tax ID/SS.#

Debtor (Last Name First)/Business Name
Mailing Address
City State *County Code Zip
*Type of Debtor: P C
*Tax ID/SS.#

2. Secured Party

Atlantic Financial Group, Ltd.
Secured (Last Name First)/Business Name
2311 Cedar Springs Road, Suite 150
Address
Dallas TX 75201
City State *County Code Zip
*Type of Secured: P C
*Tax ID/SS.#

3. Assignee

SunTrust Bank, Atlanta, as Agent
Assignee (Last Name First)/Business Name
25 Park Place
Address
Atlanta GA 30303
City State *County Code Zip
*Type of Assignee: P C
*Tax ID/SS.#

4. This Financing Statement covers the following types (or items) of property:

The property described on Schedule I attached hereto. Proceeds of the property are also covered. The property subject to this financing statement includes goods which are or may become fixtures on the real estate described on Exhibit A hereto. This financing statement is to be filed in the real estate records for the land described on Exhibit A. The record owner of the real property is Atlantic Financial Group, Ltd.

RECEIVED & FILED
 WILEY DAVIS
 CLERK OF COURTS
 DE SOTO COUNTY
 JACKSON, MISSISSIPPI
 OCT 22 11 15 AM '99
 173-10-99
Colin

FOR FILING OFFICE USE ONLY
Debtor #
Secasn #

5. Check if this statement is filed without the Debtor's signature to perfect a security interest in collateral:

- already subject to a security interest in another jurisdiction when it was brought into this state or when Debtor's location was changed to this state.
- which is proceeds if the security interest in the original collateral was perfected.
- where the original filing has lapsed.
- acquired after a change of name, identity, or corporate structure of the Debtor.
- if lien to secure payment of royalty proceeds (effective 1 year).

6. Check if covered: Products of collateral.

8. Financing Statement is filed with:

Genuine Parts Company
By: See Schedule II Attached
Signature(s) of Debtor(s) Hereto For Signature of Debtor

7. Number of additional sheets attached: 7

See Schedule III attached hereto for signature of Secured Party

Signature(s) of Secured Party(ies)
(required only when filed without Debtor signature)

UCC-1 Approved for Use by The Secretary of State of Mississippi

Name and Address
of Debtor:

Genuine Parts Company
2999 Circle 75 Parkway
Atlanta, Georgia 30339

Name and Address of
Secured Party:

Atlantic Financial Group, Ltd.
2311 Cedar Springs Road
Suite 150
Dallas, Texas 75201
Tax ID No.: 75-2637939

Name and Address of
Assignee:

SunTrust Bank, Atlanta, as Agent
25 Park Place
Atlanta, Georgia 30303
Tax ID No.: 58-0466330

Schedule I to
Uniform Commercial Code
Financing Statement

Description of Collateral

The property subject to this financing statement is described as follows: the buildings, structures and improvements located or to be located on the land described on Exhibit A hereto (the "Land"), along with all fixtures used or useful in connection with the operation of such property, including, without limitation, all furnaces, boilers, compressors, elevators, fittings, pipings, connectives, conduits, ducts, partitions, equipment and apparatus of every kind and description now or hereafter affixed or attached or used or useful in connection with such property, all equipment and all modifications and additions thereto (including all restorations, repairs, replacements and rebuilding of such buildings, improvements and structures), together with proceeds of the foregoing including insurance proceeds and condemnation awards (but in each case excluding trade fixtures, inventory and other personal property financed other than by the Lessor or the Lenders).

Name and Address
of Debtor:

Genuine Parts Company
2999 Circle 75 Parkway
Atlanta, Georgia 30339

Name and Address of
Secured Party:

Atlantic Financial Group, Ltd.
2311 Cedar Springs Road
Suite 150
Dallas, Texas 75201
Tax ID No.: 75-2637939

Name and Address of
Assignee:

SunTrust Bank, Atlanta, as Agent
25 Park Place
Atlanta, Georgia 30303
Tax ID No.: 58-0466330

Definitions

As used above the term "Lender" means SunTrust Bank, Atlanta and the other financial institutions which may from time to time become party to the Loan Agreement.

As used above the term "Lessor" means Atlantic Financial Group, Ltd.

As used above the term "Loan Agreement" means the Loan Agreement dated October 23, 1998 among Lessor, SunTrust Bank, Atlanta and the other Lenders.

END OF SCHEDULE I

Name and Address
of Debtor:

Genuine Parts Company
2999 Circle 75 Parkway
Atlanta, Georgia 30339

Name and Address of
Secured Party:

Atlantic Financial Group, Ltd.
2311 Cedar Springs Road
Suite 150
Dallas, Texas 75201
Tax ID No.: 75-2637939

Name and Address of
Assignee:

SunTrust Bank, Atlanta, as Agent
25 Park Place
Atlanta, Georgia 30303
Tax ID No.: 58-0466330

EXHIBIT A

DESCRIPTION OF LOT 1, SECTION "A", FIRST COMMERCIAL AND INDUSTRIAL PLAZA,

FIRST REVISION AS RECORDED IN PLAT BOOK 31 PAGES 23 TO 24 OF THE CHANCERY CLERK'S OFFICE DESOTO COUNTY, MISSISSIPPI.

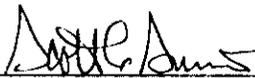
BEGINNING AT THE NORTHWEST CORNER OF SECTION 23, TOWNSHIP 1 SOUTH RANGE 8 WEST, DESOTO COUNTY, MISSISSIPPI.

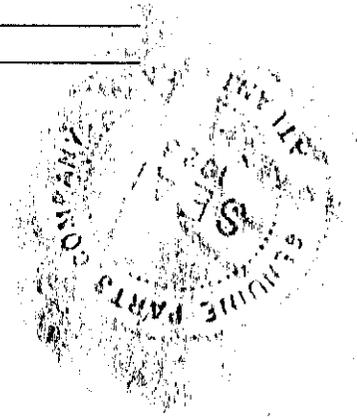
THENCE EAST ALONG THE NORTH LINE OF SECTION 23 NORTH $90^{\circ}00'00''$ EAST A DISTANCE OF 257.94 FEET TO A POINT; THENCE SOUTH $00^{\circ}00'00''$ EAST A DISTANCE OF 615.68 FEET TO A POINT; THENCE NORTH $90^{\circ}00'00''$ EAST A DISTANCE OF 739.01 TO A FOUND $1\frac{1}{2}$ " IRON PIPE AT THE NORTHWEST CORNER OF LOT 1 SECTION "A" FIRST COMMERCIAL & INDUSTRIAL SUBDIVISION SAID POINT BEING THE TRUE POINT OF BEGINNING; THENCE NORTH $54^{\circ}28'46''$ EAST ALONG THE NORTH LINE OF SAID LOT, A DISTANCE OF 224.95 FEET TO A $\frac{3}{4}$ " CONDUIT PIPE IN THE WEST. RIGHT OF WAY OF US HIGHWAY 51 (100 FEET WIDE); THENCE SOUTH $15^{\circ}31'14''$ EAST, ALONG SAID RIGHT OF WAY A DISTANCE OF 161.67 FEET TO $1\frac{1}{2}$ " IRON PIPE AT THE POINT OF CURVATURE OF A CURVE; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 40 FEET AND AN ARC LENGTH OF 62.83 FEET TO A $\frac{1}{2}$ " IRON PIN AT THE POINT OF TANGENCY OF SAID CURVE; THENCE SOUTH $54^{\circ}28'37''$ WEST, ALONG THE NORTH RIGHT OF WAY OF FIRST COMMERCIAL DRIVE (68 FEET WIDE), A DISTANCE OF 143.03 FEET TO A POINT OF CURVATURE OF A CURVE; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 597.44 FEET, AN ARC LENGTH OF 63.96 FEET TO A $\frac{1}{2}$ " IRON PIN AT THE COMMON CORNER OF LOT 1 AND LOT 2 OF SAID SUBDIVISION, THENCE NORTH $29^{\circ}12'30''$ WEST A DISTANCE OF 199.15 FEET TO THE POINT OF BEGINNING CONTAINING 1.08 ACRES MORE OR LESS. SUBJECT TO ALL RIGHTS OF WAY AND EASEMENTS OF RECORD AND SUBDIVISION REGULATIONS IN EFFECT FOR THE CITY OF SOUTHAVEN.

SCHEDULE II TO
UNIFORM COMMERCIAL CODE
FINANCING STATEMENT

Signature of the Debtor

GENUINE PARTS COMPANY, a Georgia corporation

By: 
Name: SCOTT C. SMITH
Title: VICE PRESIDENT



SCHEDULE III TO
UNIFORM COMMERCIAL CODE
FINANCING STATEMENT

Signature of the Secured Party

ATLANTIC FINANCIAL GROUP, LTD., a
Texas limited partnership, as Grantor

By: ATLANTIC FINANCIAL MANAGERS,
INC., a Texas corporation, its authorized
General Partner

By: 

Name: Stephen S. Brookshire

Title: President

UNIFORM COMMERCIAL CODE FINANCING STATEMENT UCC-1
ACKNOWLEDGMENT BY NOTARY

STATE OF GEORGIA

COUNTY OF COBB

PERSONALLY appeared before me, the undersigned authority in and for the County and State aforesaid, on this 23rd day of August, 1999, within my jurisdiction, the within named SCOTT C. SMITH, who acknowledged that he is a Vice President of GENUINE PARTS COMPANY, Georgia corporation, and for and on behalf of the said corporation, and as its act and deed, he executed and delivered the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Diane D. Wharton

Notary Public

(NOTARIAL SEAL)

My commission expires

Notary Public, Paulding County, Georgia
My Commission Expires February 20, 2000

