

STATE MS.-DESOTO CO.
FILED

MAR 26 3 41 PM '03

BK 1684 PG 127
W.E. DAVIS CH. CLK.

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

LexisNexis Document Solutions
801 Adlai Stevenson Drive
Springfield, IL 62703

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME			
GENUINE PARTS COMPANY			
OR	1b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
2999 CIRCLE 75 PARKWAY		ATLANTA	GA 30339 USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION
	CO		GA
			1g. ORGANIZATIONAL ID #, if any
			GA-J505042 <input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME			
OR	2b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
2c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
			2g. ORGANIZATIONAL ID #, if any
			<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME			
SunTrust Bank, as Agent			
OR	3b. INDIVIDUAL'S LAST NAME		
	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
303 Peachtree Street		Atlanta	GA 30308 USA

4. This FINANCING STATEMENT covers the following collateral:
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.

4 Additional Pages.

5. ALTERNATIVE DESIGNATION (if applicable)	<input checked="" type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOB	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. <input checked="" type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum	<input type="checkbox"/> (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE)	<input type="checkbox"/> (optional)	All Debtors	Debtor 1	Debtor 2

8. OPTIONAL FILER REFERENCE DATA [Olive Branch]
MS-De Soto County T1775083-2 9844387-76

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT		
9a. ORGANIZATION'S NAME		
GENUINE PARTS COMPANY		
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME
		MIDDLE NAME, SUFFIX

10. MISCELLANEOUS: MS-De Soto County

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11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> name (11a or 11b) - do not abbreviate or combine names				
11a. ORGANIZATION'S NAME				
CR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

12. ADDITIONAL SECURED PARTY'S <u>or</u> <input checked="" type="checkbox"/> ASSIGNOR S/P'S NAME - insert only <u>one</u> name (12a or 12b)				
12a. ORGANIZATION'S NAME				
Atlantic Financial Group, Ltd.				
CR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
2808 Fairmount		Dallas	TX	75201
				COUNTRY
				USA

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:
See Exhibit A attached.

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

Atlantic Financial Group, Ltd.
2808 Fairmount
Dallas, TX 75201

16. Additional collateral description.

17. Check only if applicable and check only one box.Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate18. Check only if applicable and check only one box. Debtor is a TRANSMITTING UTILITY Filled in connection with a Manufactured-Home Transaction -- effective 30 years Filled in connection with a Public-Finance Transaction -- effective 30 years

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.

2808 Fairmont
Suite 250
Dallas, Texas 75201
Tax ID No.: 75-2637939

Name and Address of
Assignee:

SunTrust Bank, as Agent
303 Peachtree Street
Atlanta, Georgia 30308
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).

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.

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.

2808 Fairmont
Suite 250
Dallas, Texas 75201
Tax ID No.: 75-2637939

Name and Address of
Assignee:

SunTrust Bank, as Agent
303 Peachtree Street
Atlanta, Georgia 30308
Tax ID No.: 58-0466330

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

EXHIBIT - A

THE REAL PROPERTY DESCRIBED HEREIN IS SITUATED IN OLIVE BRANCH, DESOTO COUNTY, MISSISSIPPI, AS RECORDED IN PLAT BOOK 81, PAGE 25, IN THE OFFICE OF THE CLERK OF CHANCERY COURT OF DESOTO COUNTY, MISSISSIPPI, AND MORE SPECIFICALLY DESCRIBED AS FOLLOWS:

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 PROPOSED DAVIDSON OAKS COMMERCIAL SUBDIVISION (UNRECORDED), AND DESCRIBED AS FOLLOWS:

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 MARKER FOUND IN THE SOUTHERLY LINE OF GOODMAN ROAD (HIGHWAY 302 RIGHT-OF-WAY VARIES), SAID MARKER BEING THE TRUE POINT OF BEGINNING;

THENCE ON A BEARING OF NORTH 85 DEGREES 33 MINUTES 51 SECONDS EAST ALONG THE SOUTHERLY LINE OF SAID GOODMAN ROAD, A DISTANCE OF 128.03 FEET TO A ½ INCH REBAR SET, SAID POINT ALSO BEING THE NORTHWESTERLY CORNER OF LOT 2 OF PROPOSED DAVIDSON OAKS COMMERCIAL SUBDIVISION (UNRECORDED);

THENCE ON A BEARING OF SOUTH 00 DEGREES 13 MINUTES 33 SECONDS EAST (CALL=NORTH 00 DEGREES 15 MINUTES 27 SECONDS WEST) ALONG THE WESTERLY LINE OF SAID LOT 2 OF PROPOSED DAVIDSON OAKS COMMERCIAL SUBDIVISION, A DISTANCE OF 255.34 FEET TO A ½ INCH REBAR SET IN THE NORTHERLY LINE OF LOT 10 OF SAID PROPOSED DAVIDSON OAKS COMMERCIAL SUBDIVISION;

THENCE ON A BEARING OF NORTH 89 DEGREES 52 MINUTES 51 SECONDS WEST (CALL=NORTH 89 DEGREES 53 MINUTES 07 SECONDS WEST) ALONG THE NORTHERLY LINE OF SAID LOT 10 OF PROPOSED DAVIDSON OAKS COMMERCIAL SUBDIVISION, A DISTANCE OF 170.00 FEET TO A ½ INCH REBAR SET IN THE EASTERLY LINE OF DAVIDSON ROAD (80.00 FT. RIGHT-OF-WAY);

THENCE ON A BEARING OF NORTH 00 DEGREES 13 MINUTES 28 SECONDS WEST (CALL=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 MARKER FOUND;

THENCE ON A BEARING OF NORTH 38 DEGREES 57 MINUTES 23 SECONDS EAST
(CALL=NORTH 38 DEGREES 55 MINUTES 50 SECONDS EAST), A DISTANCE OF 66.97
FEET TO THE POINT OF BEGINNING;

CONTAINING 0.946 ACRES OR 41,223.528 SQUARE FEET, AS SHOWN ON PLAT OF
SURVEY PREPARED BY ASHWORTH ENGINEERING, INC., DANNY METTS,
MISSISSIPPI CERTIFICATE NUMBER 2527.

Location: 9071 East Goodman Road
Olive Branch, Mississippi

Real Estate Parcel # 1069-3100.0-00019.02