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## **FORM 10-K**

**GENUINE PARTS CO - GPC**

**Filed: February 26, 2015 (period: December 31, 2014)**

Annual report with a comprehensive overview of the company

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**Form 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2014

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 1-5690

**GENUINE PARTS COMPANY**

(Exact name of registrant as specified in its charter)

**Georgia**

(State or other jurisdiction of incorporation or organization)

**58-0254510**

(I.R.S. Employer Identification No.)

**2999 Circle 75 Parkway, Atlanta, Georgia**

(Address of principal executive offices)

**30339**

(Zip Code)

**770-953-1700**

(Registrant's telephone number, including area code)  
Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$1 par value per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2014, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$13,051,345,000 based on the closing sale price as reported on the New York Stock Exchange.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding at February 17, 2015</u>
Common Stock, \$1 par value per share	152,699,446 shares

Specifically identified portions of the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held on April 27, 2015 are incorporated by reference into Part III of this Form 10-K.

**PART I.**

**ITEM 1. BUSINESS.**

Genuine Parts Company, a Georgia corporation incorporated on May 7, 1928, is a service organization engaged in the distribution of automotive replacement parts, industrial replacement parts, office products and electrical/electronic materials through our four operating segments, each described in more detail below. In 2014, business was conducted from approximately 2,600 locations throughout the United States, Canada, Mexico, Australia and New Zealand. As of December 31, 2014, the Company employed approximately 39,000 persons.

As used in this report, the “Company” refers to Genuine Parts Company and its subsidiaries, except as otherwise indicated by the context; and the terms “automotive parts” and “industrial parts” refer to replacement parts in each respective category.

*Financial Information about Segments.* For financial information regarding segments as well as our geographic areas of operation, refer to Note 10 of Notes to Consolidated Financial Statements beginning on page F-1.

*Available Information.* The Company’s internet website can be found at [www.genpt.com](http://www.genpt.com). The Company makes available, free of charge through its internet website, access to the Company’s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and other reports, and any amendments to these documents, as soon as reasonably practicable after such material is filed with or furnished to the Securities and Exchange Commission (“SEC”). Additionally, our corporate governance guidelines, codes of conduct and ethics, and charters of the Audit Committee and the Compensation, Nominating and Governance Committee of our Board of Directors, as well as information regarding our procedure for shareholders and other interested parties to communicate with our Board of Directors, are available on our website.

In Part III of this Form 10-K, we incorporate certain information by reference to our proxy statement for our 2015 annual meeting of shareholders. We expect to file that proxy statement with the SEC on or about February 26, 2015, and we will make it available online at the same time at <http://www.proxydocs.com/gpc>. Please refer to the proxy statement for the information incorporated by reference into Part III of this Form 10-K when it is available.

**AUTOMOTIVE PARTS GROUP**

The Automotive Parts Group, the largest division of the Company, distributes automotive parts and accessory items. In addition to nearly 459,000 available part numbers, the Company offers complete inventory, cataloging, marketing, training and other programs in the automotive aftermarket. The Company is the sole member of the National Automotive Parts Association (“NAPA”), a voluntary trade association formed in 1925 to provide nationwide distribution of automotive parts.

During 2014, the Company’s Automotive Parts Group included NAPA automotive parts distribution centers and automotive parts stores (“auto parts stores” or “NAPA AUTO PARTS stores”) owned and operated in the United States by the Company; NAPA and Traction automotive parts distribution centers and auto parts stores in the United States and Canada owned and operated by the Company and NAPA Canada/UAP Inc. (“NAPA Canada/UAP”), a wholly-owned subsidiary of the Company; auto parts stores and distribution centers in the United States operated by corporations in which the Company owned either a noncontrolling or controlling interest; auto parts stores in Canada operated by corporations in which UAP owns a 50% interest; Repco and other automotive parts distribution centers, branches and auto parts stores in Australia and New Zealand owned and operated by GPC Asia Pacific, a wholly-owned subsidiary of the Company; import automotive parts distribution centers in the United States owned by the Company and operated by its Altrom America division; import automotive parts distribution centers in Canada owned and operated by Altrom Canada Corporation (“Altrom Canada”), a wholly-owned subsidiary of the Company; distribution centers in the United States owned by Balkamp, Inc. (“Balkamp”), a wholly-owned subsidiary of the Company; distribution facilities in the United States owned by the Company and operated by its Rayloc division; and automotive parts distribution centers and automotive parts stores in Mexico, owned and operated by Grupo Auto Todo, S.A. de C.V. (“Auto Todo”), a wholly-owned subsidiary of the Company.

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## [Index to Financial Statements](#)

Also in 2014, the Company expanded its operations in Mexico to include Autopartes NAPA Mexico (“NAPA Mexico”), a wholly-owned subsidiary of the Company. NAPA Mexico opened its first automotive parts distribution center in October 2014 and will serve the automotive aftermarket in Mexico through a combination of Company owned and independently owned auto parts stores.

Additionally, the GPC Asia Pacific automotive business acquired RDA Brakes and PJJ Diesel Electric in April and September, 2014, respectively. RDA Brakes is a leader in the Australian brake rotor market and PJJ specializes in the distribution of automotive electrical products.

The Company has a 15% interest in Mitchell Repair Information (“MRIC”), a subsidiary of Snap-on Incorporated. MRIC is a leading automotive diagnostic and repair information company with over 40,000 North American subscribers linked to its services and information databases. MRIC’s core product, “Mitchell ON-DEMAND”, is a premier electronic repair information source in the automotive aftermarket.

The Company’s NAPA automotive parts distribution centers distribute replacement parts (other than body parts) for substantially all motor vehicle makes and models in service in the United States, including imported vehicles, trucks, SUVs, buses, motorcycles, recreational vehicles and farm vehicles. In addition, the Company distributes replacement parts for small engines, farm equipment and heavy duty equipment. The Company’s inventories also include accessory items for such vehicles and equipment, and supply items used by a wide variety of customers in the automotive aftermarket, such as repair shops, service stations, fleet operators, automobile and truck dealers, leasing companies, bus and truck lines, mass merchandisers, farms, industrial concerns and individuals who perform their own maintenance and parts installation. Although the Company’s domestic automotive operations purchase from approximately 100 different suppliers, approximately 49% of 2014 automotive parts inventories were purchased from 10 major suppliers. Since 1931, the Company has had return privileges with most of its suppliers, which have protected the Company from inventory obsolescence.

***Distribution System.*** In 2014, the Company operated 60 domestic NAPA automotive parts distribution centers located in 40 states and approximately 1,100 domestic company-owned NAPA AUTO PARTS stores located in 45 states. The Company also operated one domestic TW distribution center and 14 Traction Heavy Duty parts stores located in four states. Traction is a supplier of parts to small and large fleet owners and operators. At December 31, 2014, the Company owned either a noncontrolling or controlling interest in six corporations, which operated approximately 114 auto parts stores in nine states.

NAPA Canada/UAP, founded in 1926, is a Canadian leader in the distribution and marketing of replacement parts and accessories for automobiles and trucks. NAPA Canada/UAP employs approximately 3,900 people and operates a network of 12 distribution centers supplying approximately 594 NAPA stores and 107 Traction wholesalers. The NAPA stores and Traction wholesalers are significant suppliers to the mining and forestry industries. The NAPA stores and Traction wholesalers in Canada include approximately 183 company owned stores, 12 joint ventures and 25 progressive owners in which NAPA Canada/UAP owns a 50% interest and approximately 481 independently owned stores. NAPA and Traction operations supply bannered installers and independent installers in all provinces of Canada, as well as networks of service stations and repair shops operating under the banners of national accounts. UAP is a licensee of the NAPA® name in Canada.

In Canada, Altrom Canada operates three import automotive parts distribution centers and 10 branches. In the United States, Altrom America operates two import automotive parts distribution centers.

In Australia and New Zealand, GPC Asia Pacific, originally established in 1922, is a leading distributor of automotive replacement parts and accessories. GPC Asia Pacific operates eight distribution centers, 405 Repco stores and 76 branches associated with the Ashdown Ingram, Motospecs, McLeod and RDA Brakes operations.

In Mexico, Auto Todo owns and operates 10 distribution centers, four auto parts stores and four tire centers. NAPA Mexico owns and operates one distribution center and seven auto parts stores. Auto Todo and NAPA Mexico are licensees of the NAPA® name in Mexico.

The Company’s domestic distribution centers serve approximately 4,900 independently owned NAPA AUTO PARTS stores located throughout the United States. NAPA AUTO PARTS stores, in turn, sell to a wide variety of customers in the automotive aftermarket. Collectively, these independent automotive parts stores

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## [Index to Financial Statements](#)

account for approximately 64% of the Company's total U.S. Automotive sales and 25% of the Company's total sales, with no automotive parts store or group of automotive parts stores with individual or common ownership accounting for more than 0.25% of the total sales of the Company.

***Products.*** Distribution centers have access to approximately 459,000 different parts and related supply items. Each item is cataloged and numbered for identification and accessibility. Significant inventories are carried to provide for fast and frequent deliveries to customers. Most orders are filled and shipped the same day as they are received. The majority of sales are paid from statements with varied terms and conditions. The Company does not manufacture any of the products it distributes. The majority of products are distributed under the NAPA® name, a mark licensed to the Company by NAPA, which is important to the sales and marketing of these products. Traction sales also include products distributed under the HD Plus name, a proprietary line of automotive parts for the heavy duty truck market.

***Related Operations.*** Balkamp, a wholly-owned subsidiary of the Company, distributes a wide variety of replacement parts and accessory items for passenger cars, heavy-duty vehicles, motorcycles and farm equipment. In addition, Balkamp distributes service items such as testing equipment, lubricating equipment, gauges, cleaning supplies, chemicals and supply items used by repair shops, fleets, farms and institutions. Balkamp packages many of the 40,000 products, which constitute the "Balkamp" line of products that are distributed through the NAPA system. These products are categorized into over 230 different product categories purchased from approximately 400 domestic suppliers and over 100 foreign manufacturers. Balkamp has two distribution centers located in Plainfield, Indiana, and West Jordan, Utah. In addition, Balkamp operates two redistribution centers that provide the NAPA system with over 1,150 SKUs of oils and chemicals. BALKAMP®, a federally registered trademark, is important to the sales and marketing promotions of the Balkamp organization.

The Company, through its Rayloc division, operates four facilities where certain small automotive parts are distributed through the NAPA system under the NAPA® brand name. Rayloc® is a mark licensed to the Company by NAPA.

The Company's Heavy Vehicle Parts Group operates as TW Distribution, with one warehouse location in Atlanta, Georgia, which serves 21 Traction Heavy Duty parts stores in the United States, of which 14 are company-owned and eight are independently owned. This group distributes heavy vehicle parts through the NAPA system and direct to small fleet owners and operators.

***Segment Data.*** In the years ended December 31, 2014 and 2013, sales from the Automotive Parts Group were approximately 53% of the Company's net sales, as compared to 49% in 2012. For additional segment information, see Note 10 of Notes to Consolidated Financial Statements beginning on page F-1.

***Service to NAPA AUTO PARTS Stores.*** The Company believes that the quality and the range of services provided to its automotive parts customers constitute a significant advantage for its automotive parts distribution system. Such services include fast and frequent delivery, parts cataloging (including the use of electronic NAPA AUTO PARTS catalogs) and stock adjustment through a continuing parts classification system which, as initiated by the Company from time to time, allows independent retailers ("jobbers") to return certain merchandise on a scheduled basis. The Company offers its NAPA AUTO PARTS store customers various management aids, marketing aids and service on topics such as inventory control, cost analysis, accounting procedures, group insurance and retirement benefit plans, as well as marketing conferences and seminars, sales and advertising manuals and training programs. Point of sale/inventory management is available through TAMS® (Total Automotive Management Systems), a computer system designed and developed by the Company for the NAPA AUTO PARTS stores.

The Company has developed and refined an inventory classification system to determine optimum distribution center and auto parts store inventory levels for automotive parts stocking based on automotive registrations, usage rates, production statistics, technological advances and other similar factors. This system, which undergoes continuous analytical review, is an integral part of the Company's inventory control procedures and comprises an important feature of the inventory management services that the Company makes available to its NAPA AUTO PARTS store customers. Over the last 20 years, losses to the Company from obsolescence have been insignificant and the Company attributes this to the successful operation of its classification system, which involves product return privileges with most of its suppliers.

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## [Index to Financial Statements](#)

**Competition.** The automotive parts distribution business is highly competitive. The Company competes with automobile manufacturers (some of which sell replacement parts for vehicles built by other manufacturers as well as those that they build themselves), automobile dealers, warehouse clubs and large automotive parts retail chains. In addition, the Company competes with the distributing outlets of parts manufacturers, oil companies, mass merchandisers (including national retail chains), and with other parts distributors and retailers. The Automotive Parts Group competes primarily on product offering, service, brand recognition and price. Further information regarding competition in the industry is set forth in “Item 1A. Risk Factors — We Face Substantial Competition in the Industries in Which We Do Business.”

**NAPA.** The Company is the sole member of the National Automotive Parts Association, a voluntary association formed in 1925 to provide nationwide distribution of automotive parts. NAPA, which neither buys nor sells automotive parts, functions as a trade association and whose sole member in 2014 owned and operated 60 distribution centers located throughout the United States. NAPA develops marketing concepts and programs that may be used by its members which, at December 31, 2014, includes only the Company. It is not involved in the chain of distribution.

Among the automotive products purchased by the Company from its manufacturers for distribution are certain lines designated, cataloged, advertised and promoted as “NAPA” lines. The Company is not required to purchase any specific quantity of parts so designated and may, and does, purchase competitive lines from the same as well as other supply sources.

The Company uses the federally registered trademark NAPA® as part of the trade name of its distribution centers and parts stores. The Company contributes to NAPA’s national advertising program, which is designed to increase public recognition of the NAPA name and to promote NAPA product lines.

The Company is a party, together with the former members of NAPA, to a consent decree entered by the Federal District Court in Detroit, Michigan, on May 4, 1954. The consent decree enjoins certain practices under the federal antitrust laws, including the use of exclusive agreements with manufacturers of automotive parts, allocation or division of territories among the Company and former NAPA members, fixing of prices or terms of sale for such parts among such members, and agreements to adhere to any uniform policy in selecting parts customers or determining the number and location of, or arrangements with, auto parts customers.

### **INDUSTRIAL PARTS GROUP**

The Industrial Parts Group is operated as Motion Industries, Inc. (“Motion”), a wholly-owned subsidiary of the Company headquartered in Birmingham, Alabama. Motion distributes industrial replacement parts and related supplies such as bearings, mechanical and electrical power transmission, industrial automation, hose, hydraulic and pneumatic components, industrial supplies and material handling products to MRO (maintenance, repair and operation) and OEM (original equipment manufacturer) customers throughout the United States, Canada and Mexico.

In Canada, industrial parts are distributed by Motion Industries (Canada), Inc. (“Motion Canada”). The Mexican market is served by Motion Mexico S de RL de CV (“Motion Mexico”). These organizations operate in the Company’s North American structure.

In 2014, the Industrial Parts Group served more than 150,000 customers in all types of industries located throughout North America, including the food and beverage, forest products, primary metal, pulp and paper, mining, automotive, oil and gas, petrochemical and pharmaceutical industries; as well as strategically targeted specialty industries such as power generation, wastewater treatment facilities, wind power generation, solar power, government projects, pipelines, railroad, ports, and others. Motion services all manufacturing and processing industries with access to a database of 5.9 million parts. Additionally, Motion provides U.S. government agencies access to approximately 400,000 products and replacement parts through a Government Services Administration (GSA) schedule.

Effective January 31, 2014, Motion Canada acquired Commercial Solutions Inc. (“CSI”), which at that time was a public company traded on the Toronto Stock Exchange under the ticker symbol “CSA.” CSI’s shares were

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## Index to Financial Statements

delisted following the acquisition. Headquartered in Edmonton, Alberta, CSI is an independent national distributor of industrial supplies, including bearings and power transmission products, complete solutions for drilling rigs and industrial and safety supplies. Its customers represent a broad cross-section of industries and are served from 22 locations across Canada and one in the U.S., generating approximately \$100 million in annual revenues.

Effective February 2, 2015, Motion acquired Miller Bearings, a regional industrial distributor of bearings, power transmission products, industrial supplies, hydraulic and pneumatic components. Headquartered in Orlando, Florida, Miller operates 17 branch locations throughout the state and one distribution center. In addition, Miller has an export office providing industrial MRO products to Puerto Rico, the Dominican Republic and other Caribbean customers. Miller is expected to generate approximately \$40 million in annual revenues.

The Industrial Parts Group provides customers with supply chain efficiencies achieved through the company's Inventory Management Solutions offering. This service provides inventory management, asset repair and tracking, vendor managed inventory commonly referred to as VMI, as well as RFID asset management of the customer's inventory. Motion's Energy Services Team routinely performs in-plant surveys and assessments, helping customers reduce their energy consumption and finding opportunities for improved sustainability, ultimately helping customers operate more profitably. Motion also provides a wide range of services and repairs such as: gearbox and fluid power assembly repair, process pump assembly and repair, hydraulic drive shaft repair, electrical panel assembly and repair, hose and gasket manufacture and assembly, as well as many other value-added services. A highly developed supply chain with vendor partnerships and connectivity are enhanced by Motion's leading e-business capabilities, such as MiSupplierConnect, which provides integration between the Company's information technology network and suppliers' systems, creating numerous benefits for both the supplier and customer. These services and supply chain efficiencies assist Motion in meeting the cost savings that many of its customers require and expect.

*Distribution System.* In North America, the Industrial Parts Group operated 523 branches, 15 distribution centers and 39 service centers as of December 31, 2014. The distribution centers stock and distribute more than 260,000 different items purchased from more than 1,100 different suppliers. The service centers provide hydraulic, hose and mechanical repairs for customers. Approximately 38% of 2014 total industrial product purchases were made from 10 major suppliers. Sales are generated from the Industrial Parts Group's branches located in 49 states, Puerto Rico, nine provinces in Canada, and Mexico. Each branch has warehouse facilities that stock significant amounts of inventory representative of the products used by customers in the respective market area served.

*Products.* The Industrial Parts Group distributes a wide variety of parts and products to its customers, which are primarily industrial concerns. Products include such items as hoses, belts, bearings, pulleys, pumps, valves, chains, gears, sprockets, speed reducers, electric motors, and industrial supplies. In recent years, Motion expanded its offering to include systems and automation products in response to the increasing sophistication of motion control and process automation for full systems integration of plant equipment. Manufacturing trends and government policies have led to opportunities in the "green" and energy-efficient product markets, focusing on product offerings such as energy-efficient motors and drives, recyclable and environmentally friendly parts and supplies. The nature of this group's business demands the maintenance of adequate inventories and the ability to promptly meet demanding delivery requirements. Virtually all of the products distributed are installed by the customer or used in plant and facility maintenance activities. Most orders are filled immediately from existing stock and deliveries are normally made within 24 hours of receipt of order. The majority of all sales are on open account. Motion has ongoing purchase agreements with existing customers that represent approximately 50% of the annual sales volume.

*Supply Agreements.* Non-exclusive distributor agreements are in effect with most of the Industrial Parts Group's suppliers. The terms of these agreements vary; however, it has been the experience of the Industrial Parts Group that the custom of the trade is to treat such agreements as continuing until breached by one party or until terminated by mutual consent. Motion has return privileges with most of its suppliers, which has protected the Company from inventory obsolescence.

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## [Index to Financial Statements](#)

**Segment Data.** In the years ended December 31, 2014 and 2013, sales from the Company's Industrial Parts Group approximated 31% of the Company's net sales, as compared to 34% in 2012. For additional segment information, see Note 10 of Notes to Consolidated Financial Statements beginning on page F-1.

**Competition.** The industrial parts distribution business is highly competitive. The Industrial Parts Group competes with other distributors specializing in the distribution of such items, general line distributors and others who provide similar services. To a lesser extent, the Industrial Parts Group competes with manufacturers that sell directly to the customer. The Industrial Parts Group competes primarily on the breadth of product offerings, service and price. Further information regarding competition in the industry is set forth in "Item 1A. Risk Factors — We Face Substantial Competition in the Industries in Which We Do Business."

### **OFFICE PRODUCTS GROUP**

The Office Products Group, operated through S. P. Richards Company ("S. P. Richards"), a wholly-owned subsidiary of the Company, is headquartered in Atlanta, Georgia. S. P. Richards is engaged in the wholesale distribution of a broad line of office and other business related products through a diverse customer base of resellers. These products are used in homes, businesses, schools, offices, and other institutions. Office products fall into the general categories of office furniture, technology products, general office and school supplies, cleaning, janitorial, and breakroom supplies, safety and security items, healthcare products and disposable food service products.

The Office Products Group is represented in Canada through S. P. Richards Canada, a wholly-owned subsidiary of the Company headquartered near Toronto, Ontario. S. P. Richards Canada services office product resellers throughout Canada from locations in Vancouver, Toronto, Calgary, Edmonton and Winnipeg.

Effective February 1, 2014, S. P. Richards acquired the assets of Garland C. Norris Company, Inc. ("GCN"), headquartered in Apex, North Carolina. GCN is a regional wholesale distributor of food service disposables and janitorial and cleaning supplies, with annual revenues of approximately \$35 million.

Effective July 1, 2014, S. P. Richards acquired Impact Products, LLC ("Impact"), headquartered in Toledo, Ohio. Impact is a leading value-added provider of facility, janitorial and safety supplies, with annual revenues of approximately \$85 million. Its broad customer base is served from distribution centers in Toledo and Walnut, California.

Effective January 2, 2015, S. P. Richards acquired JAL Associates Inc ("JAL"). JAL is a regional wholesaler of office furniture with locations in Landover, Maryland and Philadelphia, Pennsylvania, and expected annual revenues of approximately \$12 million.

**Distribution System.** The Office Products Group distributes more than 61,000 items to over 5,200 resellers and distributors throughout the United States and Canada from a network of 44 distribution centers. This group's network of strategically located distribution centers provides overnight delivery of the Company's comprehensive product offering. In September of 2014, the Company relocated its Sacramento, California distribution center to a larger, state of the art facility. Approximately 41% of the Company's 2014 total office products purchases were made from 10 major suppliers.

The Office Products Group sells to a wide variety of resellers. These resellers include independently owned office product dealers, national office product superstores and mass merchants, large contract stationers, mail order companies, Internet resellers, college bookstores, military base stores, office furniture dealers, value-added technology resellers, business machine dealers, janitorial and sanitation supply distributors, safety product resellers and food service distributors. Resellers are offered comprehensive marketing programs, which include print and electronic catalogs and flyers, digital content and email campaigns for reseller websites, and education and training resources. In addition, world class market analytics programs are made available to qualified resellers.

**Products.** The Office Products Group distributes technology products and consumer electronics including storage media, printer supplies, iPad, iPhone and computer accessories, calculators, shredders, laminators, copiers, printers, fitness bracelets and digital cameras; office furniture including desks, credenzas, chairs, chair mats,



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## [Index to Financial Statements](#)

office suites, panel systems, file, mobile and storage cabinets and computer workstations; general office supplies including desk accessories, business forms, accounting supplies, binders, filing supplies, report covers, writing instruments, envelopes, note pads, copy paper, mailroom and shipping supplies, drafting and audiovisual supplies; school supplies including bulletin boards, teaching aids and art supplies; healthcare products including first aid supplies, gloves, exam room supplies and furnishings, cleaners and waste containers; janitorial and cleaning supplies; safety supplies; disposable food service products; and breakroom supplies including napkins, utensils, snacks and beverages. S. P. Richards has return privileges with most of its suppliers, which have protected the Company from inventory obsolescence.

While the Company's inventory includes products from nearly 700 of the industry's leading manufacturers worldwide, S. P. Richards also markets products under its nine proprietary brands. These brands include: Sparco™, an economical line of office supply basics; Compucessory®, a line of computer accessories; Lorell®, a line of office furniture; NatureSaver®, an offering of recycled products; Elite Image®, a line of new and remanufactured toner cartridges, premium papers and labels; Integra™, a line of writing instruments; Genuine Joe®, a line of cleaning and breakroom products; Business Source®, a line of basic office supplies available only to independent resellers; and Lighthouse, a brand of janitorial and cleaning products offered through the GCN business. The Company's Impact business also offers an additional series of proprietary brands that are product based and solution-specific oriented. Through the Company's FurnitureAdvantage™ program, S. P. Richards provides resellers with an additional 11,000 furniture items made available to consumers in 7 to 10 business days.

**Segment Data.** In the year ended December 31, 2014, sales from the Company's Office Products Group approximated 11% of the Company's net sales, as compared to 12% in 2013 and 13% in 2012. For additional segment information, see Note 10 of Notes to Consolidated Financial Statements beginning on page F-1.

**Competition.** The office products distribution business is highly competitive. In the distribution of its product offering to resellers, S. P. Richards competes with many other wholesale distributors, as well as with certain manufacturers of office products. S. P. Richards competes primarily on product offerings, service, marketing programs, brand recognition and price. Further information regarding competition in the industry is set forth in "Item 1A. Risk Factors — We Face Substantial Competition in the Industries in Which We Do Business."

### **ELECTRICAL/ELECTRONIC MATERIALS GROUP**

The Electrical/Electronic Materials Group, operated as EIS, Inc. ("EIS"), a wholly-owned subsidiary of the Company, is headquartered in Atlanta, Georgia. EIS distributes materials to more than 20,000 electrical and electronic manufacturers, as well as industrial assembly and specialty wire and cable markets in North America. With 49 branch locations in the United States, Puerto Rico, the Dominican Republic, Mexico and Canada, EIS distributes over 100,000 items including wire and cable, insulating and conductive materials, assembly tools and test equipment. EIS also has seven manufacturing facilities that provide custom fabricated parts and custom coated materials.

Effective February 1, 2014, EIS acquired the assets of Electro-Wire, Inc. ("Electro-Wire"). Headquartered in Schaumburg, Illinois, Electro-Wire is a North American distributor and contract manufacturer of specialty wire and cable products with four locations in the U.S. and primarily serving the telecom and transit markets. Electro-Wire generates approximately \$100 million in annual revenues.

Effective August 1, 2014, EIS acquired the assets of Insulation and Wires, Inc. ("IWI"), based in Oklahoma City, Oklahoma. IWI is an electrical distribution company with estimated annual revenues of \$15 million.

**Distribution System.** The Electrical/Electronic Materials Group provides distribution services to OEM's, motor repair shops, specialty wire and cable users and a broad variety of industrial assembly markets. EIS actively utilizes its e-commerce Internet site to present its products to customers while allowing these on-line visitors to conveniently purchase from a large product assortment.

Electrical and electronic, industrial assembly, and wire and cable products are distributed from warehouse locations in major user markets throughout the United States, as well as in Mexico, Canada, Puerto Rico, and the Dominican Republic. EIS has return privileges with some of its suppliers, which have protected the Company from inventory obsolescence.

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## [Index to Financial Statements](#)

**Products.** The Electrical/Electronic Materials Group distributes a wide variety of products to customers from over 400 vendors. These products include custom fabricated flexible materials that are used as components within a customer's manufactured finished product in a variety of market segments. Among the products distributed and fabricated are such items as magnet wire, conductive materials, electrical wire and cable, insulating and shielding materials, assembly tools, test equipment, adhesives and chemicals, pressure sensitive tapes, solder, anti-static products, thermal management products and coated films. To meet the prompt delivery demands of its customers, this Group maintains large inventories. The majority of sales are on open account. Approximately 55% of 2014 total Electrical/Electronic Materials Group purchases were made from 10 major suppliers.

**Integrated Supply.** The Electrical/Electronic Materials Group's integrated supply programs are a part of the marketing strategy, as a greater number of customers — especially national accounts — are given the opportunity to participate in this low-cost, high-service capability. EIS has developed AIMS™ (Advanced Inventory Management Solutions System), a totally integrated, highly automated solution for inventory management. EIS' Integrated Supply offering also includes AIMS EASI, an electronic vending dispenser used to eliminate costly tool cribs, or in-house stores, at customer warehouse facilities.

**Segment Data.** In the year ended December 31, 2014, sales from the Company's Electrical/Electronic Materials Group approximated 5% of the Company's net sales, as compared to 4% in 2013 and 2012. For additional segment information, see Note 10 of Notes to Consolidated Financial Statements beginning on page F-1.

**Competition.** The electrical and electronics distribution business is highly competitive. The Electrical/Electronic Materials Group competes with other distributors specializing in the distribution of electrical and electronic products, general line distributors and, to a lesser extent, manufacturers that sell directly to customers. EIS competes primarily on factors of price, product offerings, service and engineered solutions. Further information regarding competition in the industry is set forth in "Item 1A. Risk Factors — We Face Substantial Competition in the Industries in Which We Do Business."

### **ITEM 1A. RISK FACTORS.**

#### **FORWARD-LOOKING STATEMENTS**

Some statements in this report, as well as in other materials we file with the SEC or otherwise release to the public and in materials that we make available on our website, constitute forward-looking statements that are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Senior officers may also make verbal statements to analysts, investors, the media and others that are forward-looking. Forward-looking statements may relate, for example, to future operations, prospects, strategies, financial condition, economic performance (including growth and earnings), industry conditions and demand for our products and services. The Company cautions that its forward-looking statements involve risks and uncertainties, and while we believe that our expectations for the future are reasonable in view of currently available information, you are cautioned not to place undue reliance on our forward-looking statements. Actual results or events may differ materially from those indicated in our forward-looking statements as a result of various important factors. Such factors include, but are not limited to, those discussed below.

Forward-looking statements are only as of the date they are made, and the Company undertakes no duty to update its forward-looking statements except as required by law. You are advised, however, to review any further disclosures we make on related subjects in our subsequent Forms 10-Q, Form 8-K and other reports to the SEC.

Set forth below are the material risks and uncertainties that, if they were to occur, could materially and adversely affect our business or could cause our actual results to differ materially from the results contemplated by the forward-looking statements in this report and in the other public statements we make. Please be aware that these risks may change over time and other risks may prove to be important in the future. New risks may emerge at any time, and we cannot predict such risks or estimate the extent to which they may affect our business, financial condition, results of operations or the trading price of our securities.

***We may not be able to successfully implement our business initiatives in each of our four business segments to grow our sales and earnings, which could adversely affect our business, financial condition, results of operations and cash flows.***

We have implemented numerous initiatives in each of our four business segments to grow sales and earnings, including the introduction of new and expanded product lines, strategic acquisitions, geographic expansion (including through acquisitions), sales to new markets, enhanced customer marketing programs and a variety of gross margin and cost savings initiatives. If we are unable to implement these initiatives efficiently and effectively, or if these initiatives are unsuccessful, our business, financial condition, results of operations and cash flows could be adversely affected.

Successful implementation of these initiatives also depends on factors specific to the automotive parts industry and the other industries in which we operate and numerous other factors that may be beyond our control. In addition to the other risk factors contained in this "Item 1A. Risk Factors", adverse changes in the following factors could undermine our business initiatives and have a material adverse effect on our business, financial condition, results of operations and cash flows:

- the competitive environment in our end markets may force us to reduce prices below our desired pricing level or to increase promotional spending;
- our ability to anticipate changes in consumer preferences and to meet customers' needs for our products in a timely manner;
- our ability to successfully enter new markets, including by successfully identifying and acquiring suitable acquisition targets in these new markets;
- our ability to effectively manage our costs;
- our ability to continue to grow through acquisitions and successfully integrate acquired businesses in our existing operations;
- our ability to identify and successfully implement appropriate technological improvements; and
- the economy in general.

***Our business will be adversely affected if demand for our products slows.***

Our business depends on customer demand for the products that we distribute. Demand for these products depends on many factors.

With respect to our automotive group, the primary factors are:

- the number of miles vehicles are driven annually, as higher vehicle mileage increases the need for maintenance and repair;
- the number of vehicles in the automotive fleet, a function of new vehicle sales and vehicle scrappage rates, as a steady or growing total vehicle population supports the continued demand for maintenance and repair;
- the quality of the vehicles manufactured by the original vehicle manufacturers and the length of the warranty or maintenance offered on new vehicles;
- the number of vehicles in current service that are six years old and older, as these vehicles are typically no longer under the original vehicle manufacturers' warranty and will need more maintenance and repair than newer vehicles;
- gas prices, as increases in gas prices may deter consumers from using their vehicles;
- changes in travel patterns, which may cause consumers to rely more on other transportation;

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## Index to Financial Statements

- restrictions on access to diagnostic tools and repair information imposed by the original vehicle manufacturers or by governmental regulation, as consumers may be forced to have all diagnostic work, repairs and maintenance performed by the vehicle manufacturers' dealer networks; and
- the economy generally, which in declining conditions may cause consumers to defer vehicle maintenance and repair and defer discretionary spending.

With respect to our industrial parts group, the primary factors are:

- the level of industrial production and manufacturing capacity utilization, as these indices reflect the need for industrial replacement parts;
- changes in manufacturing reflected in the level of the Institute for Supply Management's Purchasing Managers Index, as an index reading of 50 or more implies an expanding manufacturing economy, while a reading below 50 implies a contracting manufacturing economy;
- the consolidation of certain of our manufacturing customers and the trend of manufacturing operations being moved overseas, which subsequently reduces demand for our products; and
- the economy in general, which in declining conditions may cause reduced demand for industrial output.

With respect to our office products group, the primary factors are:

- the increasing digitization of the workplace, as this negatively impacts the need for certain office products;
- the level of unemployment, especially as it relates to white collar and service jobs, as high unemployment reduces the need for office products;
- The level of office vacancy rates, as high vacancy rates reduces the need for office products; and
- the economy in general, which in declining conditions may cause reduced demand for office products consumption.

With respect to our electrical/electronic materials group, the primary factors are:

- changes in manufacturing reflected in the level of the Institute for Supply Management's Purchasing Managers Index, as an index reading of 50 or more implies an expanding manufacturing economy, while a reading below 50 implies a contracting manufacturing economy; and
- the economy in general, which in declining conditions may cause reduced demand for industrial output.

***Uncertainty and/or deterioration in general macro-economic conditions, including unemployment, inflation or deflation, changes in energy costs, uncertain credit markets, or other economic conditions, could have a negative impact on our business, financial condition, results of operations and cash flows.***

Our business and operating results have been and may in the future be adversely affected by uncertain global economic conditions, including domestic outputs, employment rates, inflation or deflation, instability in credit markets, declining consumer and business confidence, fluctuating commodity prices, interest rates, volatile exchange rates, and other challenges that could affect the global economy. Both our commercial and retail customers may experience deterioration of their financial resources, which could result in existing or potential customers delaying or canceling plans to purchase our products. Our vendors could experience similar conditions, which could impact their ability to fulfill their obligations to us. Future weakness in the global economy could adversely affect our business, results of operations, financial condition and cash flows in future periods.

***We face substantial competition in the industries in which we do business.***

The sale of automotive and industrial parts, office products and electrical materials is highly competitive and impacted by many factors, including name recognition, product availability, customer service, changing customer preferences, store location, and pricing pressures. Because we seek to offer competitive prices, if our competitors reduce their prices, we may be forced to reduce our prices, which could result in a material decline in

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## [Index to Financial Statements](#)

our revenues and earnings. Increased competition among distributors of automotive and industrial parts, office products and electronic materials, including internet-related initiatives, could cause a material adverse effect on our results of operations. The Company anticipates no decline in competition in any of its four business segments in the foreseeable future.

In particular, the market for replacement automotive parts is highly competitive and subjects us to a wide variety of competitors. We compete primarily with national and regional auto parts chains, independently owned regional and local automotive parts and accessories stores, automobile dealers that supply manufacturer replacement parts and accessories, mass merchandisers and wholesale clubs that sell automotive products and regional and local full service automotive repair shops, both new and established. Furthermore, the automotive aftermarket has experienced consolidation in recent years. Consolidation among our competitors could further enhance their financial position, provide them with the ability to provide more competitive prices to customers for whom we compete, and allow them to achieve increased efficiencies in their consolidated operations that enable them to more effectively compete for customers. If we are unable to continue to develop successful competitive strategies or if our competitors develop more effective strategies, we could lose customers and our sales and profits may decline.

***We depend on our relationships with our vendors, and a disruption of our vendor relationships or a disruption in our vendors' operations could harm our business.***

As a distributor of automotive parts, industrial parts, office products and electrical/electronic materials, our business depends on developing and maintaining close and productive relationships with our vendors. We depend on our vendors to sell us quality products at favorable prices. Many factors outside our control, including, without limitation, raw material shortages, inadequate manufacturing capacity, labor disputes, transportation disruptions or weather conditions, could adversely affect our vendors' ability to deliver to us quality merchandise at favorable prices in a timely manner. Furthermore, financial or operational difficulties with a particular vendor could cause that vendor to increase the cost of the products or decrease the quality of the products we purchase from it. Vendor consolidation could also limit the number of suppliers from which we may purchase products and could materially affect the prices we pay for these products. In our automotive business, the number of vendors could decrease considerably, and the prices charged to us by the remaining vendors could increase, to the extent that vehicle production slows due to a decline in consumer spending or other economic factor. In addition, we would suffer an adverse impact if our vendors limit or cancel the return privileges that currently protect us from inventory obsolescence.

***If we experience a security breach, if our internal information systems fail to function properly or if we are unsuccessful in implementing, integrating or upgrading our information systems, our business operations could be materially affected.***

We depend on information systems to process customer orders, manage inventory and accounts receivable collections, purchase products, manage accounts payable processes, ship products to customers on a timely basis, maintain cost effective operations, provide superior service to customers and accumulate financial results. Despite our implementation of security measures, our IT systems are vulnerable to damages from computer viruses, natural disasters, unauthorized physical or electronic access, power outages, computer system or network failures, cyber-attacks and other similar disruptions. Maintaining and operating these measures requires continuous investments, which the Company has made and will continue to make. A security breach could result in sensitive data being lost, manipulated or exposed to unauthorized persons or to the public.

A serious prolonged disruption of our information systems for any of the above reasons could materially impair fundamental business processes and increase expenses, decrease sales or otherwise reduce earnings. Furthermore, such a breach may harm our reputation and business prospects and subject us to legal claims if there is loss, disclosure or misappropriation of or access to our customers' information. As threats related to cyber security breaches develop and grow, we may also find it necessary to make further investments to protect our data and infrastructure.

***Because we are involved in litigation from time to time and are subject to numerous laws and governmental regulations, we could incur substantial judgments, fines, legal fees and other costs.***

We are sometimes the subject of complaints or litigation from customers, employees or other third parties for various actions. The damages sought against us in some of these litigation proceedings are substantial. Although we maintain liability insurance for some litigation claims, if one or more of the claims were to greatly exceed our insurance coverage limits or if our insurance policies do not cover a claim, this could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Additionally, we are subject to numerous federal, state and local laws and governmental regulations relating to taxes, environmental protection, product quality standards, building and zoning requirements, as well as employment law matters. If we fail to comply with existing or future laws or regulations, we may be subject to governmental or judicial fines or sanctions, while incurring substantial legal fees and costs. In addition, our capital expenses could increase due to remediation measures that may be required if we are found to be noncompliant with any existing or future laws or regulations.

***We recognize the growing demand for business-to-business and business-to-customer e-commerce options, and we could lose business if we fail to provide the e-commerce options our customers wish to use.***

Our success in e-commerce depends on our ability to accurately identify the products to make available through e-commerce platforms across our business segments, and to establish and maintain such platforms to provide the highest level of data security to our customers on and through the platforms our customers wish to use (including mobile) with rapidly changing technology in a highly competitive environment.

***We are dependent on key personnel and the loss of one or more of those key personnel could harm our business.***

Our future success significantly depends on the continued services and performance of our key management personnel. We believe our management team's depth and breadth of experience in our industry is integral to executing our business plan. We also will need to continue to attract, motivate and retain other key personnel. The loss of services of members of our senior management team or other key employees, the inability to attract additional qualified personnel as needed or failure to plan for the succession of senior management and key personnel could have a material adverse effect on our business.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

Not applicable.

**ITEM 2. PROPERTIES.**

The Company's headquarters and Automotive Parts Group headquarters are located in two office buildings owned by the Company in Atlanta, Georgia.

The Company's Automotive Parts Group currently operates 60 NAPA Distribution Centers in the United States distributed among ten geographic divisions. Approximately 90% of the distribution center properties are owned by the Company. At December 31, 2014, the Company operated approximately 1,100 NAPA AUTO PARTS stores located in 45 states, and the Company owned either a noncontrolling or controlling interest in 114 additional auto parts stores in nine states. Other than NAPA AUTO PARTS stores located within Company owned distribution centers, the majority of the automotive parts stores in which the Company has an ownership interest are operated in leased facilities. In addition, NAPA Canada/UAP operates 12 distribution centers and approximately 195 automotive parts and Traction stores in Canada. In Mexico, Auto Todo operates 10 distribution centers and eight automotive parts stores and tire centers, and NAPA Mexico operates one distribution center and seven automotive parts stores. These operations in both Canada and Mexico are conducted in leased facilities. GPC Asia Pacific operates throughout Australia and New Zealand with eight distribution centers, 405 Repco stores and 76 branches associated with the Ashdown Ingram, Motospecs, McLeod and RDA Brakes operations. These distribution center, store and branch operations are conducted in leased facilities.

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## [Index to Financial Statements](#)

The Company's Automotive Parts Group also operates four Balkamp distribution and redistribution centers, four Rayloc distribution facilities and two transfer and shipping facilities. Nearly all of the Balkamp and Rayloc operations are conducted in facilities owned by the Company. Altrom Canada operates 13 import parts distribution centers and branches, and Altrom America operates two import parts distribution centers. The Heavy Vehicle Parts Group operates one TW distribution center, which serves 21 Traction stores of which 14 are company owned and located in the U.S. These operations are conducted in leased facilities.

The Company's Industrial Parts Group, operating through Motion and Motion Canada, operates 15 distribution centers, 39 service centers and 523 branches. Approximately 90% of these locations are operated in leased facilities.

The Company's Office Products Group operates 39 facilities in the United States and five facilities in Canada distributed among the Group's five geographic divisions. Approximately 75% of these facilities are operated in leased buildings.

The Company's Electrical/Electronic Materials Group operates in 50 locations in the United States, one location in Puerto Rico, one location in the Dominican Republic, three locations in Mexico and one location in Canada. All of this Group's 56 facilities are operated in leased buildings.

We believe that our facilities on the whole are in good condition, are adequately insured, are fully utilized and are suitable and adequate for the conduct of our current operations.

For additional information regarding rental expense on leased properties, see Note 4 of Notes to Consolidated Financial Statements beginning on page F-1.

### **ITEM 3. LEGAL PROCEEDINGS.**

The Company is subject to various legal and governmental proceedings, many involving routine litigation incidental to the businesses, including approximately 3,000 product liability lawsuits resulting from its national distribution of automotive parts and supplies. Many of these involve claims of personal injury allegedly resulting from the use of automotive parts distributed by the Company. While litigation of any type contains an element of uncertainty, the Company believes that its defense and ultimate resolution of pending and reasonably anticipated claims will continue to occur within the ordinary course of the Company's business and that resolution of these claims will not have a material effect on the Company's business, results of operations or financial condition.

### **ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

**PART II.**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

**Market Information Regarding Common Stock**

The Company's common stock is traded on the New York Stock Exchange under the ticker symbol "GPC". The following table sets forth the high and low sales prices for the common stock per quarter as reported on the New York Stock Exchange and dividends per share of common stock paid during the last two fiscal years:

<b><u>Quarter</u></b>	<b>Sales Price of Common Shares</b>			
	<b>2014</b>		<b>2013</b>	
	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
First	<b>\$ 90.00</b>	<b>\$76.50</b>	\$78.12	\$64.43
Second	<b>89.05</b>	<b>83.43</b>	84.27	71.87
Third	<b>90.20</b>	<b>82.15</b>	85.41	77.80
Fourth	<b>109.00</b>	<b>84.99</b>	84.89	76.26

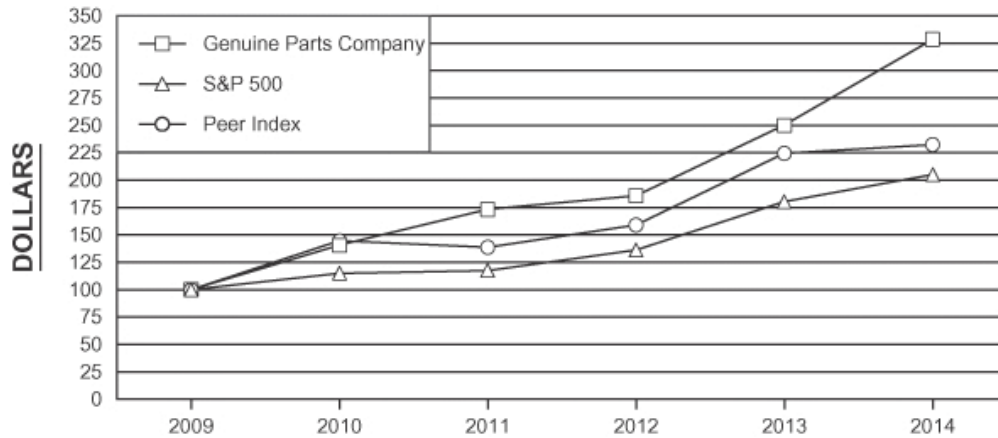
<b><u>Quarter</u></b>	<b>Dividends Declared per Share</b>	
	<b>2014</b>	<b>2013</b>
	First	<b>\$0.5750</b>
Second	<b>0.5750</b>	0.5375
Third	<b>0.5750</b>	0.5375
Fourth	<b>0.5750</b>	0.5375



**Stock Performance Graph**

Set forth below is a line graph comparing the yearly dollar change in the cumulative total shareholder return on the Company’s Common Stock against the cumulative total shareholder return of the Standard and Poor’s 500 Stock Index and a peer group composite index structured by the Company as set forth below for the five year period that commenced December 31, 2009 and ended December 31, 2014. This graph assumes that \$100 was invested on December 31, 2009 in Genuine Parts Company Common Stock, the S&P 500 Stock Index (the Company is a member of the S&P 500, and its cumulative total shareholder return went into calculating the S&P 500 results set forth in the graph) and the peer group composite index as set forth below and assumes reinvestment of all dividends.

**Comparison of five year cumulative total shareholder return**



Genuine Parts Company, S&P 500 Index and peer group composite index

Cumulative Total Shareholder Returns at Fiscal Year End	2009	2010	2011	2012	2013	2014
Genuine Parts Company	100.00	140.54	173.21	185.79	250.00	328.51
S&P 500	100.00	115.06	117.49	136.29	180.43	205.13
Peer Index	100.00	144.77	138.70	158.95	224.44	232.47

In constructing the peer group composite index (“Peer Index”) for use in the stock performance graph above, the Company used the shareholder returns of various publicly held companies (weighted in accordance with each company’s stock market capitalization at December 31, 2009 and including reinvestment of dividends) that compete with the Company in three industry segments: automotive parts, industrial parts and office products (each group of companies included in the Peer Index as competing with the Company in a separate industry segment is hereinafter referred to as a “Peer Group”). Included in the automotive parts Peer Group are those companies making up the Dow Jones U.S. Auto Parts Index (the Company is a member of such industry group, and its individual shareholder return was included when calculating the Peer Index results set forth in the performance graph). Included in the industrial parts Peer Group are Applied Industrial Technologies, Inc. and Kaman Corporation and included in the office products Peer Group is United Stationers Inc. The Peer Index does not break out a separate electrical/electronic peer group due to the fact that there is currently no true market comparative to EIS. The electrical/electronic component of sales is redistributed to the Company’s other segments on a pro rata basis to calculate the final Peer Index.

## Index to Financial Statements

In determining the Peer Index, each Peer Group was weighted to reflect the Company's annual net sales in each industry segment. Each industry segment of the Company comprised the following percentages of the Company's net sales for the fiscal years shown:

<u>Industry Segment</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
Automotive Parts	52%	50%	49%	49%	53%	53%
Industrial Parts	29%	31%	33%	34%	31%	31%
Office Products	16%	15%	14%	13%	12%	11%
Electrical/Electronic Materials	3%	4%	4%	4%	4%	5%

## Holders

As of December 31, 2014, there were 4,962 holders of record of the Company's common stock. The number of holders of record does not include beneficial owners of the common stock whose shares are held in the names of various dealers, clearing agencies, banks, brokers and other fiduciaries.

## Issuer Purchases of Equity Securities

The following table provides information about the purchases of shares of the Company's common stock during the three month period ended December 31, 2014:

<u>Period</u>	<u>Total Number of Shares Purchased(1)</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2)</u>	<u>Maximum Number of Shares That May Yet be Purchased Under the Plans or Programs</u>
October 1, 2014 through October 31, 2014	195,555	\$ 93.94	200	9,537,149
November 1, 2014 through November 30, 2014	191,680	\$ 99.76	—	9,537,149
December 1, 2014 through December 31, 2014	55,080	\$ 104.88	3,626	9,533,523
Totals	442,315	\$ 97.83	3,826	9,533,523

- (1) Includes shares surrendered by employees to the Company to satisfy tax withholding obligations in connection with the vesting of shares of restricted stock, the exercise of stock options and/or tax withholding obligations.
- (2) On November 17, 2008, the Board of Directors announced that it had authorized the repurchase of 15 million shares. The authorization for this repurchase plan continues until all such shares have been repurchased or the repurchase plan is terminated by action of the Board of Directors. Approximately 9.5 million shares authorized in the 2008 plan remain available to be repurchased by the Company. There were no other publicly announced plans as of December 31, 2014.

**ITEM 6. SELECTED FINANCIAL DATA.**

The following table sets forth certain selected historical financial and operating data of the Company as of the dates and for the periods indicated. The following selected financial data are qualified by reference to, and should be read in conjunction with, the consolidated financial statements, related notes and other financial information beginning on page F-1, as well as in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this report.

<u>Year Ended December 31,</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
	<i>(In thousands, except per share data)</i>				
Net sales	<b>\$15,341,647</b>	\$ 14,077,843	\$ 13,013,868	\$ 12,458,877	\$ 11,207,589
Cost of goods sold	<b>10,747,886</b>	9,857,923	9,235,777	8,852,837	7,954,645
Operating and non-operating expenses, net	<b>3,476,022</b>	3,175,616	2,759,159	2,715,234	2,491,161
Income before taxes	<b>1,117,739</b>	1,044,304	1,018,932	890,806	761,783
Income taxes	<b>406,453</b>	359,345	370,891	325,690	286,272
Net income	<b>\$ 711,286</b>	\$ 684,959	\$ 648,041	\$ 565,116	\$ 475,511
Weighted average common shares outstanding during year —					
assuming dilution	<b>154,375</b>	155,714	156,420	157,660	158,461
Per common share:					
Diluted net income	<b>\$ 4.61</b>	\$ 4.40	\$ 4.14	\$ 3.58	\$ 3.00
Dividends declared	<b>2.30</b>	2.15	1.98	1.80	1.64
December 31 closing stock price	<b>106.57</b>	83.19	63.58	61.20	51.34
Total debt, less current maturities	<b>500,000</b>	500,000	250,000	500,000	250,000
Total equity	<b>3,312,364</b>	3,358,768	3,008,179	2,753,591	2,763,486
Total assets	<b>\$ 8,246,238</b>	\$ 7,680,297	\$ 6,807,061	\$ 6,202,774	\$ 5,788,227

**ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

**OVERVIEW**

Genuine Parts Company is a service organization engaged in the distribution of automotive parts, industrial parts, office products and electrical/electronic materials. We have a long tradition of growth dating back to 1928, the year we were founded in Atlanta, Georgia. The Company conducted business in 2014 throughout the United States, Canada, Australia, New Zealand, Mexico and Puerto Rico from approximately 2,600 locations.

We recorded consolidated net sales of \$15.3 billion for the year ended December 31, 2014, an increase of 9% compared to \$14.1 billion in 2013. Consolidated net income for the year ended December 31, 2014 was \$711 million, up 4% from \$685 million in 2013. Before the one-time income adjustment in 2013 related to the acquisition of GPC Asia Pacific, net income was up 9%. The Company’s internal growth initiatives, including the positive impact of acquisitions, as well as effective cost management, which we discuss further below, served to drive our solid financial performance for the year. Each of our four business segments positively contributed to both our sales and earnings growth in 2014.

The 9% sales growth in 2014 follows an 8% revenue increase in 2013 and a 4.5% increase in revenues in 2012. The increase in net income in 2014 follows a 6% increase in net income in 2013 and a 15% increase in net income in 2012. In 2012, we experienced a relatively challenging sales environment and, in 2013, we continued to experience difficult market conditions in the Industrial, Electrical/Electronic and Office industries, while the Automotive business performed reasonably well. Over the three year period of 2012 through 2014, our financial performance was positively impacted by a variety of initiatives we implemented to grow sales and earnings in each of our four businesses. Examples of such initiatives include strategic acquisitions, the introduction of new

## [Index to Financial Statements](#)

and expanded product lines, geographic expansion, sales to new markets, enhanced customer marketing programs and a variety of gross margin and cost savings initiatives. We discuss these initiatives further below.

With regard to the December 31, 2014 consolidated balance sheet, the Company's cash balance of \$138 million compares to cash of \$197 million at December 31, 2013. The Company continues to maintain a strong cash position, supported by the increase in net income and effective asset management in 2014. Accounts receivable increased by approximately 12%, which compares to a 9% sales increase in the fourth quarter of the year, and inventory was up by approximately 3%, or 1% before the impact of acquisitions. Accounts payable increased \$285 million or 13% from the prior year, due primarily to improved payment terms with certain suppliers. Total debt outstanding at December 31, 2014 was \$765 million, consistent with total debt at December 31, 2013.

### **RESULTS OF OPERATIONS**

Our results of operations are summarized below for the three years ended December 31, 2014, 2013 and 2012.

	Year Ended December 31,		
	2014	2013	2012
	(In thousands except per share data)		
Net Sales	\$ 15,341,647	\$ 14,077,843	\$ 13,013,868
Gross Profit	4,593,761	4,219,920	3,778,091
Net Income	711,286	684,959	648,041
Diluted Earnings Per Share	4.61	4.40	4.14

#### *Net Sales*

Consolidated net sales for the year ended December 31, 2014 totaled \$15.3 billion, a 9% increase from 2013 and driven by revenue growth in each of our four business segments. The increase in sales volume and acquisitions across our four businesses each contributed 5% to our total sales growth, while currency negatively impacted total sales by 1%. The impact of product inflation varied by business in 2014 and, cumulatively, prices were flat in the Automotive segment, up approximately 1.5% in the Industrial segment, up approximately 1.4% in the Office segment and up approximately 0.3% in the Electrical/Electronic segment. The Company is well positioned to improve sales in 2015.

Consolidated net sales for the year ended December 31, 2013 totaled \$14.1 billion, an 8% increase from 2012 driven by an 18.5% increase in the Automotive segment and offset by a 1% sales decrease in our non-automotive businesses. Acquisitions, primarily in Automotive, but also in the Industrial and Electrical/Electronic businesses, contributed 7% to our total sales growth and increased sales volume accounted for the remaining 1%. The impact of product inflation varied by business in 2013 and, cumulatively, prices were flat in the Automotive segment, up approximately 1% in the Industrial and Electrical/Electronic segments and up approximately 0.5% in the Office segment.

#### *Automotive Group*

Net sales for the Automotive Group ("Automotive") were \$8.1 billion in 2014, an increase of 8% from 2013. The increase in sales for the year consists of a positive comparable store sales increase of approximately 6% and approximately 4% from acquisitions. These increases were offset by a 2% negative impact of currency associated with our automotive businesses in Canada, Australasia and Mexico. Automotive sales were not materially impacted by product inflation. In 2014, Automotive revenues were up 23% in the first quarter, up 5% in the second quarter and up 4% in the third and fourth quarters. The first quarter sales increase includes the impact of the GPC Asia Pacific acquisition, which was anniversaried on April 1, 2014. We believe that the underlying fundamentals in the automotive aftermarket, including the overall number and age of the vehicle population, remain solid and will serve to drive sustained demand for automotive aftermarket maintenance and supply items in 2015. Based on these fundamentals and the internal growth initiatives in our Automotive business, we expect to grow our sales for this group again in 2015.

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## [Index to Financial Statements](#)

Net sales for Automotive were \$7.5 billion in 2013, an increase of 18.5% from 2012. The increase in sales for the year was primarily due to the April 1, 2013 acquisition of GPC Asia Pacific, formerly Exego, and the May 1, 2012 acquisition of Quaker City Motor Parts Co. (“Quaker City”). Combined, these acquisitions contributed approximately 15% to sales. Additionally, Automotive achieved a positive comparable store sales increase of approximately 4%, offset slightly by the 0.5% negative impact of currency associated with our Canadian business. Automotive sales were not materially impacted by product inflation or the effect of currency associated with our Mexican businesses. In 2013, Automotive revenues were up 3% in the first quarter, then up 22% in the second and third quarters and up 25% in the fourth quarter.

### *Industrial Group*

Net sales for Motion Industries, our Industrial Group (“Industrial”), were \$4.8 billion in 2014, an increase of 8% from 2013. Sales volumes in Industrial were up approximately 4.5% from the prior year, while higher transaction values associated with product inflation added 1.5% and acquisitions contributed approximately 3% to sales in 2014. These items were offset by a 1% negative impact of currency associated with our Canadian business. Industrial revenues were up 4% in the first quarter of 2014, up 7% in the second quarter and up 10% in the third and fourth quarters. We expect the internal growth initiatives and relatively healthy industry conditions to provide us additional growth opportunities for our Industrial business in 2015.

Net sales for Industrial were \$4.4 billion in 2013, down slightly compared to 2012. Sales volumes in this business were down approximately 1% from the prior year, while higher transaction values associated with product inflation added 1% to sales in 2013. The slight positive impact on sales from acquisitions was offset by the slight negative impact of currency associated with our Canadian business. Industrial revenues were down 2% in the first quarter of 2013, down 1% in the second quarter, down 2.5% in the third quarter and up 3% in the fourth quarter of 2013.

### *Office Group*

Net sales for S. P. Richards, our Office Products Group (“Office”), were \$1.8 billion in 2014, an increase of 10% from 2013. The increase in sales reflects a 4% increase in sales volume, a 1.4% increase in higher transaction values associated with price inflation and a 5% contribution from acquisitions. These items were offset by the slight negative impact of currency associated with our Canadian operations. In 2014, Office experienced improving industry conditions, as evidenced by consistently stronger new jobs reports relative to 2013 as well as a strengthening U.S. GDP. These conditions combined with new business with a primary customer, effective July 1, 2014, served to drive the increased sales volume for the year. Sales were unchanged in the first quarter, up 4% in the second quarter, up 15% in the third quarter and up 22% in the fourth quarter of 2014. We will continue to focus on our growth initiatives, including the ongoing diversification of product and customer portfolios, market share gains and acquisitions to further improve the Office business in 2015.

Net sales for Office were \$1.6 billion in 2013, a 3% decrease in sales from 2012. The industry-wide weakness in office products consumption, driven by the ongoing elevated levels of white collar unemployment, and the declining demand for paper and paper-based office products due to workplace digitization, continued to pressure this segment throughout 2013. Overall, sales volume in Office declined by approximately 3.5% for the year, offset by the benefit of slightly higher transaction values associated with price inflation of 0.5%. Sales decreased by 1% in the first quarter, 3% in the second and third quarters and 4% in the fourth quarter of 2013.

### *Electrical/Electronic Group*

Net sales for EIS, our Electrical and Electronic Group (“Electrical/Electronic”), were \$739 million in 2014, an increase of 30% from 2013. The increase in sales consists of an increase in sales volume of approximately 1% and a 29% sales contribution from acquisitions. The benefit of higher transaction values associated with slight price inflation for the year was offset by the negative sales impact of copper pricing. Sales for Electrical/Electronic increased by 30% in the first quarter, 32% in the second quarter, 35% in the third quarter and 23% in the fourth quarter. We expect a gradually improving customer climate to support stronger underlying sales growth for the Electrical/Electronic business in 2015.

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## [Index to Financial Statements](#)

Net sales for Electrical/Electronic decreased to \$569 million in 2013, down 2% from 2012. The decrease in revenues was attributable to several factors, as sales volume was down by 5% and copper pricing negatively impacted sales by 1% relative to 2012. These items were partially offset by a 3% positive sales contribution from acquisitions and the benefit of higher transaction values associated with 1% price inflation for the year. Sales for Electrical/Electronic decreased by 5% in the first quarter, 4% in the second quarter and 5% in the third quarter and were up 6% in the fourth quarter.

### ***Cost of Goods Sold***

The Company includes in Cost of goods sold the actual cost of merchandise, which represents the vast majority of this line item. Other items in Cost of goods sold include warranty costs and in-bound freight from the supplier, net of any vendor allowances and incentives. Cost of goods sold was \$10.7 billion, \$9.9 billion and \$9.2 billion in 2014, 2013 and 2012, respectively. The 9% and 7% increases in cost of goods sold in 2014 from 2013 and 2013 from 2012, respectively, are directly related to the sales increase for the same periods, as product inflation was relatively insignificant and actual costs were relatively unchanged from the prior year. Cost of goods sold represented 70.1% of net sales in 2014, 70.0% of net sales in 2013 and 71.0% of net sales in 2012. Cost of goods sold as a percent of net sales in 2014 is relatively consistent with 2013. The 100 basis point decrease in cost of goods sold as a percent of net sales in 2013 from 2012 primarily reflects the positive gross margin impact of the 100% company owned store model at GPC Asia Pacific.

In 2014 and 2013, the Industrial, Office and Electrical/Electronic business segments experienced slight vendor price increases. In 2012, only the Industrial and Office business segments experienced vendor price increases. In any year where we experience price increases, we are able to work with our customers to pass most of these along to them.

### ***Operating Expenses***

The Company includes in Selling, administrative and other expenses ("SG&A"), all personnel and personnel-related costs at its headquarters, distribution centers and stores, which accounts for approximately 65% of total SG&A. Additional costs in SG&A include our facilities, delivery, marketing, advertising, legal and professional costs.

SG&A increased by \$286 million or approximately 9% to \$3.3 billion in 2014, representing 21.6% of net sales, which compares to 21.5% of net sales in 2013. The increase in SG&A expenses as a percentage of net sales from the prior year primarily reflects the \$54 million one-time gain, net of other expense adjustments, recorded to SG&A in the second quarter of 2013 as a purchase accounting adjustment associated with the April 1, 2013 acquisition of GPC Asia Pacific. Our management teams remain focused on properly managing the Company's expenses and continuing to assess the appropriate cost structure in our businesses. Depreciation and amortization expense was \$148 million in 2014, an increase of \$14 million or 11% from 2013. This increase relates to higher depreciation and the amortization associated with acquisitions in both 2014 and 2013. The provision for doubtful accounts was \$7 million in 2014, down from \$9 million in 2013. We believe the Company is adequately reserved for bad debts at December 31, 2014.

SG&A increased by \$371 million or approximately 14% to \$3.0 billion in 2013, representing 21.5% of net sales, which compares to 20.4% of net sales in 2012. Primarily, the increase in SG&A expenses as a percentage of net sales from the prior year is due to the 100% company owned store model at GPC Asia Pacific, which serves to increase both gross profit and SG&A expenses. Additionally, we experienced decreased expense leverage in 2013 associated with the weak sales environment in our non-automotive businesses throughout the year. These items were partially offset by a \$54 million one-time gain, net of other expense adjustments, recorded to SG&A in the second quarter of 2013 as a purchase accounting adjustment associated with the April 1, 2013 acquisition of GPC Asia Pacific. Depreciation and amortization expense was \$134 million in 2013, an increase of \$36 million or 36% from 2012. This increase primarily relates to the depreciation for higher levels of capital expenditures and the amortization associated with acquisitions during the year. The provision for doubtful accounts was \$9 million in 2013, an increase from \$8 million in 2012.

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## [Index to Financial Statements](#)

Total share-based compensation expense for the years ended December 31, 2014, 2013 and 2012 was \$16.2 million, \$12.6 million and \$10.7 million, respectively. Refer to Note 5 of the Consolidated Financial Statements for further information regarding share-based compensation.

### ***Non-Operating Expenses and Income***

Non-operating expenses consist primarily of interest. Interest expense was \$25 million in 2014, \$27 million in 2013 and \$20 million in 2012. The \$2 million decrease in interest expense in 2014 reflects the favorable interest rate on certain debt, which was renewed in November 2013. The \$7 million increase in interest expense in 2013 is due to higher debt levels incurred for the GPC Asia Pacific acquisition.

In "Other", the net benefit of interest income, equity method investment income, investment dividends and noncontrolling interests in 2014 was \$19 million, a decrease of \$3 million from the prior year due to lower interest income earned in 2014 relative to 2013. These items were \$22 million in 2013, down approximately \$2 million from 2012, as this line reflected the Company's equity income recorded in 2012 for its 30% investment interest in GPC Asia Pacific.

### ***Income Before Income Taxes***

Income before income taxes was \$1.1 billion in 2014, an increase of 7% from 2013. As a percentage of net sales, income before income taxes was 7.3% in 2014 compared to 7.4% in 2013. In 2013, income before income taxes of \$1.0 billion was up 2.5% from 2012 and as a percentage of net sales was 7.4% compared to 7.8% in 2012.

### ***Automotive Group***

Automotive income before income taxes as a percentage of net sales, which we refer to as operating margin, increased to 8.7% in 2014, a slight increase from 8.6% in 2013. The change in operating costs as a percentage of net sales positively impacted operating profit during the year. Looking forward, Automotive's initiatives to grow sales and control costs are intended to improve its operating margin in the years ahead.

Automotive's operating margin of 8.6% in 2013 was steady with the prior year. The changes in gross profit and operating costs as a percentage of net sales, which related primarily to the acquisition of GPC Asia Pacific, were relatively neutral to operating profit during the year.

### ***Industrial Group***

Industrial's operating margin improved to 7.8% in 2014 from 7.2% in 2013, as the combination of greater expense leverage associated with the increase in sales and generally improving gross margins, primarily related to the increase in volume incentives positively impacted operating profit in 2014. Industrial will continue to focus on its many sales initiatives and cost control measures to further improve its operating margin in 2015.

Industrial's operating margin decreased to 7.2% in 2013 from 7.9% in 2012. The decrease in operating margin in 2013 was due to the combination of reduced expense leverage associated with the slight decrease in sales relative to the prior year and the decline in volume incentives for the year. These items were partially offset by effective cost control measures.

### ***Office Group***

Office's operating margin decreased to 7.4% in 2014, down from 7.5% in 2013, primarily related to the lower operating margin generated by new business with a large primary customer. This was partially offset by greater expense leverage driven by this group's overall sales increase in 2014. Office will continue to focus on its sales initiatives and cost controls to maintain its operating margin in 2015.

Office's operating margin decreased to 7.5% in 2013 from 8.0% in 2012, primarily related to the reduced expense leverage associated with the decrease in sales for this segment relative to 2012.

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## [Index to Financial Statements](#)

### *Electrical/Electronic Group*

Electrical/Electronic's operating margin increased to 8.8% in 2014 from 8.4% in 2013, primarily due to greater expense leverage associated with this group's sales increase in 2014. Electrical/Electronic will continue to focus on its sales initiatives and cost controls to improve its operating margin in 2015.

Electrical/Electronic's operating margin was 8.4% in 2013, down from 8.7% in 2012. The decline in operating margin reflects the loss of expense leverage associated with the sales decrease for this segment in 2013 relative to 2012.

### **Income Taxes**

The effective income tax rate of 36.4% in 2014 increased from 34.4% in 2013. The increase in rate is primarily due to the favorable tax rate applied to the one-time gain associated with the GPC Asia Pacific acquisition recorded in 2013. Additionally, the Company's retirement asset valuation adjustment was less favorable in 2014 relative to 2013. The higher mix of U.S. earnings, taxed at a higher rate relative to our foreign operations, also contributed to the increase in the 2014 tax rate.

In 2013, the income tax rate of 34.4% was down from 36.4% in 2012. The decrease reflects the favorable impact of the lower Australian tax rate applied to the pre-tax earnings of GPC Asia Pacific, as well as the favorable tax rate applied to the one-time acquisition gain in 2013.

### **Net Income**

Net income was \$711 million in 2014, an increase of 4% from \$685 million in 2013. On a per share diluted basis, net income was \$4.61 in 2014 compared to \$4.40 in 2013, up 5%. Net income in 2014 was 4.6% of net sales compared to 4.9% of net sales in 2013.

In connection with the acquisition of GPC Asia Pacific, the Company recorded one-time positive purchase accounting adjustments of \$33 million or \$0.21 per diluted share in 2013. Before the impact of these adjustments, net income in 2014 was up 9% from 2013, and on a per share diluted basis, net income was up 10% from 2013.

Net income was \$685 million in 2013, an increase of 6% from \$648 million in 2012. On a per share diluted basis, net income was \$4.40 in 2013 compared to \$4.14 in 2012, up 6%. Net income in 2013 was 4.9% of net sales compared to 5.0% of net sales in 2012.

## **FINANCIAL CONDITION**

Our cash balance of \$138 million at December 31, 2014 compares to our cash balance of \$197 million at December 31, 2013. The Company's accounts receivable balance at December 31, 2014 increased by approximately 12% from the prior year, greater than the Company's 9% sales increase for the fourth quarter of 2014, however, we are satisfied with the quality and collectability of our accounts receivable. Inventory at December 31, 2014 increased by approximately 3% from December 31, 2013 and, excluding acquisitions, was up by approximately 1% from the prior year. Accounts payable increased \$285 million or approximately 13% from December 31, 2013 due primarily to improved payment terms with certain suppliers. Combined, goodwill and other intangible assets increased by \$97 million or 8% from December 31, 2013 due to the Company's acquisitions during the year. The change in our December 31, 2014 balances for deferred tax assets, which increased \$48 million, and pension and other post-retirement benefits liabilities, up \$189 million from December 31, 2013, is primarily due to changes in the discount rate, as well as recent changes in the mortality assumptions used for the Company's pension plans in 2014.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Company's sources of capital consist primarily of cash flows from operations, supplemented as necessary by private issuances of debt and bank borrowings. We have \$765 million of total debt outstanding at December 31, 2014, of which \$250 million matures in November 2016 and \$250 million matures in December 2023. In addition, the Company has a Syndicated Facility Agreement (the "Syndicated Facility") for



## [Index to Financial Statements](#)

\$850 million, of which approximately \$265 million was outstanding under the Syndicated Facility or line of credit at December 31, 2014 and 2013. Currently, we believe that our cash on hand and available short-term and long-term sources of capital are sufficient to fund the Company's operations, including working capital requirements, scheduled debt payments, interest payments, capital expenditures, benefit plan contributions, income tax obligations, dividends, share repurchases and contemplated acquisitions.

The ratio of current assets to current liabilities was 1.6 to 1 at December 31, 2014 and 2013. Our liquidity position remains solid. The Company's total debt outstanding at December 31, 2014 is unchanged from December 31, 2013.

### Sources and Uses of Net Cash

A summary of the Company's consolidated statements of cash flows is as follows:

Net Cash Provided by (Used in):	Year Ended December 31,			Percent Change	
	2014	2013	2012	2014 vs. 2013	2013 vs. 2012
	(In thousands)				
Operating Activities	\$ 790,145	\$1,056,731	\$ 906,438	(25)%	17%
Investing Activities	(386,715)	(825,579)	(651,867)	(53)%	27%
Financing Activities	(455,440)	(425,117)	(378,834)	7%	12%

#### *Net Cash Provided by Operating Activities:*

The Company continues to generate cash and in 2014 net cash provided by operating activities totaled \$790 million. This reflects a 25% decrease from 2013 due primarily to the change in trade accounts receivable, merchandise inventories and trade accounts payable, which, collectively, net to a \$34 million use of cash in 2014 compared to a \$278 million source of cash in 2013. Net cash provided by operating activities was \$1.1 billion in 2013, a 17% increase from 2012, as, collectively, trade accounts receivable, merchandise inventories and trade accounts payable represented a \$278 million source of cash in 2013 compared to a \$208 million source of cash in 2012. Additionally, net income and depreciation and amortization increased by \$37 million and \$36 million, respectively, in 2013.

#### *Net Cash Used in Investing Activities:*

Net cash flow used in investing activities was \$387 million in 2014 compared to \$826 million in 2013, a decrease of 53%. Cash used for acquisitions of businesses and other investing activities in 2014 was \$288 million, or \$424 million less than in 2013. Capital expenditures of \$108 million in 2014 decreased by \$16 million or 13% from 2013, and were slightly lower than our estimate of \$120 to \$130 million for the year. We estimate that cash used for capital expenditures in 2015 will be approximately \$125 to \$145 million. Net cash flow used in investing activities was \$826 million in 2013 compared to \$652 million in 2012, an increase of 27%. Cash used for acquisitions of businesses and other investing activities in 2013 was \$712 million, or \$154 million greater than in 2012. Additionally, capital expenditures of \$124 million in 2013 increased by \$22 million or 22% from 2012, which was within our estimate of \$115 to \$135 million for the year.

#### *Net Cash Used in Financing Activities:*

The Company used \$455 million of cash in financing activities in 2014, up 7% from the \$425 million used in financing activities in 2013. Cash used in financing activities in 2013 was up \$46 million or 12% from the \$379 million used in 2012. For the three years presented, net cash used in financing activities was primarily for dividends paid to shareholders and repurchases of the Company's common stock. The Company paid dividends to shareholders of \$347 million, \$326 million and \$301 million during 2014, 2013 and 2012, respectively. The Company expects this trend of increasing dividends to continue in the foreseeable future. During 2014, 2013 and 2012, the Company repurchased \$96 million, \$121 million and \$82 million, respectively, of the Company's common stock. We expect to remain active in our share repurchase program, but the amount and value of shares repurchased will vary.



## Index to Financial Statements

The Company guarantees the borrowings of certain independently owned automotive parts stores (independents) and certain other affiliates in which the Company has a noncontrolling equity ownership interest (affiliates). The Company's maximum exposure to loss as a result of its involvement with these independents and affiliates is generally equal to the total borrowings subject to the Company's guarantee. To date, the Company has had no significant losses in connection with guarantees of independents' and affiliates' borrowings. The following table shows the Company's approximate commercial commitments as of December 31, 2014:

### Other Commercial Commitments

Total Amounts Committed	Amount of Commitment Expiration per Period			
	Less Than 1 Year	1-3 Years	3-5 Years	Over 5 Years
	(In thousands)			
Line of credit	\$ —	\$ —	\$ —	\$ —
Standby letters of credit	62,515	62,515	—	—
Guaranteed borrowings of independents and affiliates	284,842	164,700	119,728	414
Total commercial commitments	<u>\$ 347,357</u>	<u>\$227,215</u>	<u>\$119,728</u>	<u>\$ 414</u>

In addition, the Company sponsors defined benefit pension plans that may obligate us to make contributions to the plans from time to time. Contributions in 2014 were \$53 million. We expect to make a \$50 million cash contribution to our qualified defined benefit plans in 2015, and contributions required for 2015 and future years will depend on a number of unpredictable factors including the market performance of the plans' assets and future changes in interest rates that affect the actuarial measurement of the plans' obligations.

### Share Repurchases

In 2014, the Company repurchased approximately 1.1 million shares and the Company had remaining authority to purchase approximately 9.5 million shares at December 31, 2014.

## CRITICAL ACCOUNTING POLICIES

### General

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of our consolidated financial statements requires management to make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, net sales and expenses and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We describe in this section certain critical accounting policies that require us to make significant estimates, assumptions and judgments. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are uncertain at the time the estimate is made and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the consolidated financial statements. Management believes the following critical accounting policies reflect its most significant estimates and assumptions used in the preparation of the consolidated financial statements. For further information on the critical accounting policies, see Note 1 of the Consolidated Financial Statements.

### Inventories — Provisions for Slow Moving and Obsolescence

The Company identifies slow moving or obsolete inventories and estimates appropriate provisions related thereto. Historically, these loss provisions have not been significant as the vast majority of the Company's

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## Index to Financial Statements

inventories are not highly susceptible to obsolescence and are eligible for return under various vendor return programs. While the Company has no reason to believe its inventory return privileges will be discontinued in the future, its risk of loss associated with obsolete or slow moving inventories would increase if such were to occur.

### Allowance for Doubtful Accounts — Methodology

The Company evaluates the collectability of trade accounts receivable based on a combination of factors. The Company estimates an allowance for doubtful accounts as a percentage of net sales based on historical bad debt experience and periodically adjusts this estimate when the Company becomes aware of a specific customer's inability to meet its financial obligations (e.g., bankruptcy filing) or as a result of changes in the overall aging of accounts receivable. While the Company has a large customer base that is geographically dispersed, a general economic downturn in any of the industry segments in which the Company operates could result in higher than expected defaults and, therefore, the need to revise estimates for bad debts. For the years ended December 31, 2014, 2013 and 2012, the Company recorded provisions for doubtful accounts of \$7.2 million, \$8.7 million, and \$8.0 million, respectively.

### Consideration Received from Vendors

The Company enters into agreements at the beginning of each year with many of its vendors that provide for inventory purchase incentives. Generally, the Company earns inventory purchase incentives upon achieving specified volume purchasing levels or other criteria. The Company accrues for the receipt of these incentives as part of its inventory cost based on cumulative purchases of inventory to date and projected inventory purchases through the end of the year. While management believes the Company will continue to receive consideration from vendors in 2015 and beyond, there can be no assurance that vendors will continue to provide comparable amounts of incentives in the future or that we will be able to achieve the specified volumes necessary to take advantage of such incentives.

### Impairment of Property, Plant and Equipment and Goodwill and Other Intangible Assets

At least annually, the Company evaluates property, plant and equipment, goodwill and other intangible assets for potential impairment indicators. The Company's judgments regarding the existence of impairment indicators are based on market conditions and operational performance, among other factors. Future events could cause the Company to conclude that impairment indicators exist and that assets associated with a particular operation are impaired. Evaluating for impairment also requires the Company to estimate future operating results and cash flows which require judgment by management. Any resulting impairment loss could have a material adverse impact on the Company's financial condition and results of operations.

### Employee Benefit Plans

The Company's benefit plan committees in the U.S. and Canada establish investment policies and strategies and regularly monitor the performance of the Company's pension plan assets. The pension plan investment strategy implemented by the Company's management is to achieve long-term objectives and invest the pension assets in accordance with the applicable pension legislation in the U.S. and Canada, as well as fiduciary standards. The long-term primary objectives for the pension plan funds are to provide for a reasonable amount of long-term growth of capital without undue exposure to risk, protect the assets from erosion of purchasing power and provide investment results that meet or exceed the pension plans' actuarially assumed long term rates of return. The Company's investment strategy with respect to pension plan assets is to generate a return in excess of the passive portfolio benchmark (49% S&P 500 Index, 5% Russell Mid Cap Index, 8% Russell 2000 Index, 5% MSCI EAFE Index, 5% DJ Global Moderate Index and 28% BarCap U.S. Govt/Credit).

We make several critical assumptions in determining our pension plan assets and liabilities and related pension expense. We believe the most critical of these assumptions are the expected rate of return on plan assets and the discount rate. Other assumptions we make relate to employee demographic factors such as rate of compensation increases, mortality rates, retirement patterns and turnover rates. Refer to Note 7 of the Consolidated Financial Statements for more information regarding these assumptions.

## [Index to Financial Statements](#)

Based on the investment policy for the pension plans, as well as an asset study that was performed based on the Company's asset allocations and future expectations, the Company's expected rate of return on plan assets for measuring 2015 pension expense or income is 7.84% for the plans. The asset study forecasted expected rates of return for the approximate duration of the Company's benefit obligations, using capital market data and historical relationships.

The discount rate is chosen as the rate at which pension obligations could be effectively settled and is based on capital market conditions as of the measurement date. We have matched the timing and duration of the expected cash flows of our pension obligations to a yield curve generated from a broad portfolio of high-quality fixed income debt instruments to select our discount rate. Based upon this cash flow matching analysis, we selected a weighted average discount rate for the plans of 4.26% at December 31, 2014.

Net periodic benefit (income) cost for our defined benefit pension plans was (\$9.6) million, \$51.1 million and \$26.8 million for the years ended December 31, 2014, 2013 and 2012, respectively. The income associated with the pension plans in 2014 reflects the impact of the 2012 amendment to freeze the U.S. defined benefit pension plan, effective December 31, 2013. Additionally, the increase in pension cost in 2013 from 2012 was primarily due to the curtailment gain recorded in connection with the 2012 amendment to the U.S. defined benefit pension plan. The 2012 amendment and related curtailment decreased benefit costs in 2012 and are discussed further below. Refer to Note 7 of the Consolidated Financial Statements for more information regarding employee benefit plans.

In December 2012, the Company's U.S. defined benefit plan was amended to reflect a hard freeze as of December 31, 2013. No further benefit accruals were provided after that date for additional credited service or earnings and all participants who are employed after December 31, 2013 became fully vested as of December 31, 2013. The Company recorded a \$23.5 million non-cash curtailment gain in December 2012 in connection with this amendment.

### QUARTERLY RESULTS OF OPERATIONS

The following is a summary of the quarterly results of operations for the years ended December 31, 2014 and 2013:

	Three Months Ended			
	March 31,	June 30,	Sept. 30,	Dec. 31,
	(In thousands except per share data)			
<b>2014</b>				
Net Sales	\$3,624,897	\$3,908,387	\$3,985,909	\$3,822,454
Gross Profit	1,084,630	1,179,168	1,183,422	1,146,541
Net Income	157,484	197,727	190,516	165,559
Earnings Per Share:				
Basic	1.02	1.29	1.25	1.08
Diluted	1.02	1.28	1.24	1.07
<b>2013</b>				
Net Sales	\$3,198,802	\$3,675,997	\$3,685,243	\$3,517,801
Gross Profit	921,748	1,105,108	1,100,923	1,092,141
Net Income	144,389	216,357	173,746	150,467
Earnings Per Share:				
Basic	.93	1.40	1.12	.98
Diluted	.93	1.39	1.12	.97

We recorded the quarterly earnings per share amounts as if each quarter was a discrete period. As a result, the sum of the basic and diluted earnings per share will not necessarily total the annual basic and diluted earnings per share.

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## [Index to Financial Statements](#)

The preparation of interim consolidated financial statements requires management to make estimates and assumptions for the amounts reported in the interim condensed consolidated financial statements. Specifically, the Company makes estimates and assumptions in its interim condensed consolidated financial statements for inventory adjustments, the accrual of bad debts, customer sales returns and volume incentives earned, among others. Inventory adjustments (including adjustments for a majority of inventories that are valued under the last-in, first-out (LIFO) method) are accrued on an interim basis and adjusted in the fourth quarter based on the annual book to physical inventory adjustment and LIFO valuation, which is performed each year-end. Reserves for bad debts and customer sales returns are estimated and accrued on an interim basis based upon historical experience. Volume incentives are estimated based upon cumulative and projected purchasing levels. The estimates and assumptions for interim reporting may change upon final determination at year-end, and such changes may be significant. The effect of these adjustments in 2014 and 2013 was not significant.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Although the Company does not face material risks related to interest rates and commodity prices, the Company is exposed to changes in foreign currency rates with respect to foreign currency denominated operating revenues and expenses.

#### **Foreign Currency**

The Company has translation gains or losses that result from translation of the results of operations of an operating unit's foreign functional currency into U.S. dollars for consolidated financial statement purposes. The Company's principal foreign currency exchange exposure is the Canadian dollar, the functional currency of our Canadian operations, the Australian dollar, the functional currency of our Australasian operations and, to a lesser extent, the Mexican peso, the functional currency of our Mexican operations. Foreign currency exchange exposure, particularly in regard to the Canadian and Australian dollar and, to a lesser extent, the Mexican peso, negatively impacted our results for the year ended December 31, 2014.

During 2014 and 2013, it was estimated that a 10% shift in exchange rates between those foreign functional currencies and the U.S. dollar would have impacted translated net sales by approximately \$258 million and \$255 million, respectively. A 15% shift in exchange rates between those functional currencies and the U.S. dollar would have impacted translated net sales by approximately \$388 million in 2014 and \$382 million in 2013.

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

The information required by this Item 8 is set forth in a separate section of this report. See "Index to Consolidated Financial Statements and Financial Statement Schedules" beginning on page F-1.

### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

### **ITEM 9A. CONTROLS AND PROCEDURES.**

#### **Management's conclusion regarding the effectiveness of disclosure controls and procedures**

As of the end of the period covered by this report, an evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the Company's disclosure controls and procedures, as such term is defined in SEC Rule 13a-15(e). Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective, as of the end of the period covered by this report, to provide reasonable assurance that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

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[Index to Financial Statements](#)

**Management's report on internal control over financial reporting**

A report of management's assessment of our internal control over financial reporting, as such term is defined in SEC Rule 13a-15(f), as of December 31, 2014 is set forth in a separate section of this report. See "Index to Consolidated Financial Statements and Financial Statement Schedules" beginning on page F-1.

The attestation report called for by Item 308(b) of Regulation S-K is incorporated herein by reference to the "Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting", which is set forth in a separate section of this report. See "Index to Consolidated Financial Statements and Financial Statement Schedules" beginning on page F-1.

**Changes in internal control over financial reporting**

There have been no changes in the Company's internal control over financial reporting during the Company's fourth fiscal quarter ended December 31, 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**ITEM 9B.      OTHER INFORMATION.**

None.

**PART III.**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**  
**EXECUTIVE OFFICERS OF THE COMPANY.**

Executive officers of the Company are elected by the Board of Directors and each serves at the pleasure of the Board of Directors until his successor has been elected and qualified, or until his earlier death, resignation, removal, retirement or disqualification. The current executive officers of the Company are:

*Thomas C. Gallagher*, age 67, has been Chief Executive Officer since August 2004 and Chairman of the Board since February 2005.

Mr. Gallagher served as President of the Company from 1990 until January 2012 and Chief Operating Officer of the Company from 1990 until August 2004.

*Paul D. Donahue*, age 58, has been a director of the Company since April 2012, was appointed President of the Company in January 2012, and has served as President of the Company's U.S. Automotive Parts Group since July 2009. Mr. Donahue served as Executive Vice President of the Company from August 2007 until his appointment as President in 2012. Previously, Mr. Donahue was President and Chief Operating Officer of S.P. Richards Company from 2004 to 2007 and was Executive Vice President-Sales and Marketing in 2003, the year he joined the Company.

*Carol B. Yancey*, age 51, was appointed Executive Vice President, Chief Financial Officer and Corporate Secretary of the Company in March 2013. Ms. Yancey was Senior Vice President — Finance and Corporate Secretary from 2005 until her appointment as Executive Vice President — Finance in November 2012. Previously, Ms. Yancey was named Vice President of the Company in 1999 and Corporate Secretary in 1995.

*James R. Neill*, age 53, was appointed Senior Vice President of Human Resources of the Company, effective April 1, 2014. Mr. Neill was Senior Vice President of Employee Development and HR Services from April 2013 until his appointment as Senior Vice President of Human Resources of the Company. Previously, Mr. Neill served as the Senior Vice President of Human Resources at Motion Industries from 2008 to 2013. Mr. Neill was Vice President of Human Resources at Motion from 2006 to 2007.

*William J. Stevens*, age 66, has been the Chairman of Motion Industries since 2013 and was Chairman and Chief Executive Officer from 2013 to 2014. Previously, Mr. Stevens was President and Chief Executive Officer from 1997 to 2013 and President and Chief Operating Officer from 1994 to 1997. In 1993, Mr. Stevens served as Executive Vice President. Mr. Stevens has announced his retirement as Chairman of Motion Industries effective March 1, 2015.

*Timothy P. Breen*, age 54, was appointed President and Chief Executive Officer of Motion Industries in November 2014. Mr. Breen was President and Chief Operating Officer from 2013 until his appointment as President and Chief Executive Officer. Previously, Mr. Breen was the Executive Vice President and Chief Operating Officer from 2012 to 2013. Mr. Breen was the Senior Vice President of Motion's US Operations from 2011 to 2012 and was Senior Vice President and Group Executive from 2008 to 2011. Mr. Breen served as Vice President of Motion Industries from 2000 to 2008.

Further information required by this item is set forth under the heading "Nominees for Director", under the heading "Corporate Governance — Code of Conduct and Ethics", under the heading "Corporate Governance — Board Committees — Audit Committee", under the heading "Corporate Governance — Director Nominating Process" and under the heading "Section 16(a) Beneficial Ownership Reporting Compliance" of the Proxy Statement and is incorporated herein by reference.

**ITEM 11. EXECUTIVE COMPENSATION.**

Information required by this item is set forth under the headings "Executive Compensation", "Additional Information Regarding Executive Compensation", "2014 Grants of Plan-Based Awards", "2014 Outstanding Equity Awards at Fiscal Year-End", "2014 Option Exercises and Stock Vested", "2014 Pension Benefits", "2014 Nonqualified Deferred Compensation", "Post Termination Payments and Benefits", "Compensation, Nominating



[Index to Financial Statements](#)

and Governance Committee Report”, “Compensation, Nominating and Governance Committee Interlocks and Insider Participation” and “Compensation of Directors” of the Proxy Statement and is incorporated herein by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

Certain information required by this item is set forth below. Additional information required by this item is set forth under the headings “Security Ownership of Certain Beneficial Owners” and “Security Ownership of Management” of the Proxy Statement and is incorporated herein by reference.

**Equity Compensation Plan Information**

The following table gives information as of December 31, 2014 about the common stock that may be issued under all of the Company’s existing equity compensation plans:

<u>Plan Category</u>	<u>(a) Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights(1)</u>	<u>(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights</u>	<u>(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</u>
Equity Compensation Plans Approved by Shareholders:	88,600(2)	\$ 44.12	—
	3,834,748(3)	\$ 64.93	2,717,947(5)
Equity Compensation Plans Not Approved by Shareholders:	80,283(4)	n/a	919,717
<b>Total</b>	4,003,631	—	3,637,664

- (1) Reflects the maximum number of shares issuable pursuant to the exercise or conversion of stock options, stock appreciation rights, restricted stock units and common stock equivalents. The actual number of shares issued upon exercise of stock appreciation rights is calculated based on the excess of fair market value of our common stock on date of exercise and the grant price of the stock appreciation rights.
- (2) Genuine Parts Company 1999 Long-Term Incentive Plan, as amended
- (3) Genuine Parts Company 2006 Long-Term Incentive Plan
- (4) Genuine Parts Company Director’s Deferred Compensation Plan, as amended
- (5) All of these shares are available for issuance pursuant to grants of full-value stock awards.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

Information required by this item is set forth under the headings “Corporate Governance — Independent Directors” and “Transactions with Related Persons” of the Proxy Statement and is incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

Information required by this item is set forth under the heading “Proposal 4. Ratification of Selection of Independent Auditors” of the Proxy Statement and is incorporated herein by reference.

**PART IV.**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

(a) Documents filed as part of this report

(1) Financial Statements

The following consolidated financial statements of Genuine Parts Company and subsidiaries are included in this Annual Report on Form 10-K. See, also, the Index to Consolidated Financial Statements on Page F-1.

Report of independent registered public accounting firm on internal control over financial reporting

Report of independent registered public accounting firm on the financial statements

Consolidated balance sheets — December 31, 2014 and 2013

Consolidated statements of income and comprehensive income — Years ended December 31, 2014, 2013 and 2012

Consolidated statements of equity — Years ended December 31, 2014, 2013 and 2012

Consolidated statements of cash flows — Years ended December 31, 2014, 2013 and 2012

Notes to consolidated financial statements — December 31, 2014

(2) Financial Statement Schedules

The following consolidated financial statement schedule of Genuine Parts Company and subsidiaries, set forth immediately following the consolidated financial statements of Genuine Parts Company and Subsidiaries, is filed pursuant to Item 15(c):

Schedule II — Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

(3) Exhibits.

The following exhibits are filed as part of or incorporated by reference in this report. Exhibits that are incorporated by reference to documents filed previously by the Company under the Securities Exchange Act of 1934, as amended, are filed with the Securities and Exchange Commission under File No. 1-5690. The Company will furnish a copy of any exhibit upon request to the Company's Corporate Secretary.

Exhibit 3.1	Amended and Restated Articles of Incorporation of the Company, as amended April 23, 2007. (Incorporated herein by reference from the Company's Current Report on Form 8-K, dated April 23, 2007.)
Exhibit 3.2	By-Laws of the Company, as amended and restated November 18, 2013. (Incorporated herein by reference from the Company's Current Report on Form 8-K, dated November 18, 2013.)
Exhibit 4.2	Specimen Common Stock Certificate. (Incorporated herein by reference from the Company's Registration Statement on Form S-1, Registration No. 33-63874.)

Instruments with respect to long-term debt where the total amount of securities authorized there under does not exceed 10% of the total assets of the Registrant and its subsidiaries on a consolidated basis have not been filed. The Registrant agrees to furnish to the Commission a copy of each such instrument upon request.

Exhibit 10.1*	The Genuine Parts Company Tax-Deferred Savings Plan, effective January 1, 1993. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated March 3, 1995.)
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## Index to Financial Statements

- Exhibit 10.2\* Amendment No. 1 to the Genuine Parts Company Tax-Deferred Savings Plan, dated June 1, 1996, effective June 1, 1996. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated March 7, 2005.)
- Exhibit 10.3\* Amendment No. 2 to the Genuine Parts Company Tax-Deferred Savings Plan, dated April 19, 1999, effective April 19, 1999. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated March 10, 2000.)
- Exhibit 10.4\* Amendment No. 3 to the Genuine Parts Company Tax-Deferred Savings Plan, dated November 28, 2001, effective July 1, 2001. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated March 7, 2002.)
- Exhibit 10.5\* Amendment No. 4 to the Genuine Parts Company Tax-Deferred Savings Plan, dated June 5, 2003, effective June 5, 2003. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated March 8, 2004.)
- Exhibit 10.6\* Amendment No. 5 to the Genuine Parts Company Tax-Deferred Savings Plan, dated December 28, 2005, effective January 1, 2006. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated March 3, 2006.)
- Exhibit 10.7\* Amendment No. 6 to the Genuine Parts Company Tax-Deferred Savings Plan, dated November 28, 2007, effective January 1, 2008. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 29, 2008.)
- Exhibit 10.8\* Amendment No. 7 to the Genuine Parts Company Tax-Deferred Savings Plan, dated November 16, 2010, effective January 1, 2011. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 25, 2011.)
- Exhibit 10.9\* Amendment No. 8 to the Genuine Parts Company Tax-Deferred Savings Plan, dated December 7, 2012, effective December 7, 2012. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 26, 2013.)
- Exhibit 10.10\* The Genuine Parts Company Original Deferred Compensation Plan, as amended and restated as of August 19, 1996. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated March 8, 2004.)
- Exhibit 10.11\* Amendment to the Genuine Parts Company Original Deferred Compensation Plan, dated April 19, 1999, effective April 19, 1999. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated March 10, 2000.)
- Exhibit 10.12\* Genuine Parts Company Supplemental Retirement Plan, as amended and restated as of January 1, 2009. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 27, 2009.)
- Exhibit 10.13\* Amendment No. 1 to the Genuine Parts Company Supplemental Retirement Plan, as amended and restated as of January 1, 2009, dated August 16, 2010, effective August 16, 2010. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 25, 2011.)
- Exhibit 10.14\* Amendment No. 2 to the Genuine Parts Company Supplemental Retirement Plan, as amended and restated as of January 1, 2009, dated November 16, 2010, effective January 1, 2011. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 25, 2011.)
- Exhibit 10.15\* Amendment No. 3 to the Genuine Parts Company Supplemental Retirement Plan, as amended and restated as of January 1, 2009, dated December 7, 2012, effective December 31, 2013. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 26, 2013.)
- Exhibit 10.16\* Genuine Parts Company Directors' Deferred Compensation Plan, as amended and restated effective January 1, 2003, and executed November 11, 2003. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated March 8, 2004.)

## Index to Financial Statements

Exhibit 10.17*	Amendment No. 1 to the Genuine Parts Company Directors' Deferred Compensation Plan, dated November 19, 2007, effective January 1, 2008. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 29, 2008.)
Exhibit 10.18*	Amendment No. 2 to the Genuine Parts Company Director's Deferred Compensation Plan, dated December 7, 2012, effective December 7, 2012. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 26, 2013.)
Exhibit 10.19*	Description of Director Compensation. (Incorporated herein by reference from the Company's Quarterly Report on Form 10-Q, dated May 7, 2014.)
Exhibit 10.20*	Genuine Parts Company 1999 Long-Term Incentive Plan, as amended and restated as of November 19, 2001. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated March 21, 2003.)
Exhibit 10.21*	Genuine Parts Company 2006 Long-Term Incentive Plan, effective April 17, 2006. (Incorporated herein by reference from the Company's Current Report on Form 8-K, dated April 18, 2006.)
Exhibit 10.22*	Amendment to the Genuine Parts Company 2006 Long-Term Incentive Plan, dated November 20, 2006, effective November 20, 2006. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 28, 2007.)
Exhibit 10.23*	Amendment No. 2 to the Genuine Parts Company 2006 Long-Term Incentive Plan, dated November 19, 2007, effective November 19, 2007. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 29, 2008.)
Exhibit 10.24*	Genuine Parts Company Performance Restricted Stock Unit Award Agreement. (Incorporated herein by reference from the Company's Quarterly Report on Form 10-Q, dated May 7, 2014.)
Exhibit 10.25*	Genuine Parts Company Restricted Stock Unit Award Agreement. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 29, 2008.)
Exhibit 10.26*	Genuine Parts Company Stock Appreciation Rights Agreement. (Incorporated herein by reference from the Company's Annual Report on Form 10-K, dated February 26, 2013.)
Exhibit 10.27*	Form of Executive Officer Change in Control Agreement.

\* Indicates management contracts and compensatory plans and arrangements.

Exhibit 21	Subsidiaries of the Company.
Exhibit 23	Consent of Independent Registered Public Accounting Firm.
Exhibit 31.1	Certification signed by Chief Executive Officer pursuant to SEC Rule 13a-14(a).
Exhibit 31.2	Certification signed by Chief Financial Officer pursuant to SEC Rule 13a-14(a).
Exhibit 32.1	Statement of Chief Executive Officer of Genuine Parts Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
Exhibit 32.2	Statement of Chief Financial Officer of Genuine Parts Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
Exhibit 101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets as of December 31, 2014 and 2013; (ii) the Consolidated Statements of Income and Comprehensive Income for the Years ended December 31, 2014, 2013 and 2012; (iii) the Consolidated Statements of Equity for the Years ended December 31, 2014, 2013 and 2012; (iv) the Consolidated Statements of Cash Flows for Years ended December 31, 2014, 2013 and 2012; (v) the Notes to the Consolidated Financial Statements, tagged as blocks of text; and (vi) Financial Statement Schedule II — Valuation and Qualifying Accounts.

### (b) Exhibits

See the response to Item 15(a)(3) above.

### (c) Financial Statement Schedules

See the response to Item 15(a)(2) above.



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[Index to Financial Statements](#)

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ Thomas C. Gallagher 2/16/15  
**Thomas C. Gallagher** (Date)  
Director  
Chairman and Chief Executive Officer (Principal Executive Officer)

/s/ Carol B. Yancey 2/16/15  
**Carol B. Yancey** (Date)  
Executive Vice President and Chief Financial and Accounting Officer (Principal Financial and Accounting Officer)

/s/ Dr. Mary B. Bullock 2/16/15  
**Dr. Mary B. Bullock** (Date)  
Director

/s/ Paul D. Donahue 2/16/15  
**Paul D. Donahue** (Date)  
Director

/s/ Jean Douville 2/16/15  
**Jean Douville** (Date)  
Director

/s/ Gary P. Fayard 2/16/15  
**Gary P. Fayard** (Date)  
Director

/s/ George C. Guynn 2/16/15  
**George C. Guynn** (Date)  
Director

/s/ John R. Holder 2/16/15  
**John R. Holder** (Date)  
Director

/s/ John D. Johns 2/16/15  
**John D. Johns** (Date)  
Director

/s/ Michael M. E. Johns 2/16/15  
**Michael M. E. Johns** (Date)  
Director

/s/ Robert C. Loudermilk, Jr. 2/16/15  
**Robert C. Loudermilk, Jr.** (Date)  
Director

/s/ Wendy B. Needham 2/16/15  
**Wendy B. Needham** (Date)  
Director

/s/ Jerry W. Nix 2/16/15  
**Jerry W. Nix** (Date)  
Director

/s/ Gary W. Rollins 2/16/15  
**Gary W. Rollins** (Date)  
Director

/s/ E. Jenner Wood, III 2/16/15  
**E. Jenner Wood, III** (Date)  
Director

ANNUAL REPORT ON FORM 10-K  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND  
FINANCIAL STATEMENT SCHEDULE

	<u>Page</u>
<a href="#">Report of Management</a>	F-2
<a href="#">Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting</a>	F-3
<a href="#">Report of Independent Registered Public Accounting Firm on the Financial Statements</a>	F-4
<a href="#">Consolidated Balance Sheets as of December 31, 2014 and 2013</a>	F-5
<a href="#">Consolidated Statements of Income and Comprehensive Income for the Years Ended December 31, 2014, 2013 and 2012</a>	F-6
<a href="#">Consolidated Statements of Equity for the Years Ended December 31, 2014, 2013 and 2012</a>	F-7
<a href="#">Consolidated Statements of Cash Flows for the Years Ended December 31, 2014, 2013 and 2012</a>	F-8
<a href="#">Notes to Consolidated Financial Statements</a>	F-9
<a href="#">Financial Statement Schedule II — Valuation and Qualifying Accounts</a>	S-1

## Report of Management

### Genuine Parts Company

#### Management's Responsibility for the Financial Statements

We have prepared the accompanying consolidated financial statements and related information included herein for the years ended December 31, 2014, 2013 and 2012. The opinion of Ernst & Young LLP, the Company's independent registered public accounting firm, on those consolidated financial statements is included herein. The primary responsibility for the integrity of the financial information included in this annual report rests with management. Such information was prepared in accordance with generally accepted accounting principles appropriate in the circumstances based on our best estimates and judgments and giving due consideration to materiality.

#### Management's Report on Internal Control over Financial Reporting

The management of Genuine Parts Company and its subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934.

The Company's internal control system was designed to provide reasonable assurance to the Company's management and to the board of directors regarding the preparation and fair presentation of the Company's published consolidated financial statements. The Company's internal control over financial reporting includes those policies and procedures that:

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

All internal control systems, no matter how well designed, have inherent limitations and may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management, including our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2014.

In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (COSO) in "Internal Control-Integrated Framework." Based on this assessment, management concluded that, as of December 31, 2014, the Company's internal control over financial reporting was effective.

Ernst & Young LLP has issued an audit report on the Company's operating effectiveness of internal control over financial reporting as of December 31, 2014. This report appears on page F-3.

#### Audit Committee Responsibility

The Audit Committee of Genuine Parts Company's Board of Directors is responsible for reviewing and monitoring the Company's financial reports and accounting practices to ascertain that they are within acceptable limits of sound practice in such matters. The membership of the Committee consists of non-employee Directors. At periodic meetings, the Audit Committee discusses audit and financial reporting matters and the internal audit function with representatives of financial management and with representatives from Ernst & Young LLP.

/s/ Carol B. Yancey

CAROL B. YANCEY

Executive Vice President and Chief Financial Officer

February 26, 2015



## Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting

### The Board of Directors and Shareholders of Genuine Parts Company and Subsidiaries

We have audited Genuine Parts Company and Subsidiaries' internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Genuine Parts Company and Subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting section of the accompanying Report of Management. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Genuine Parts Company and Subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Genuine Parts Company and Subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income and comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2014 of Genuine Parts Company and Subsidiaries and our report dated February 26, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Atlanta, Georgia  
February 26, 2015

**Report of Independent Registered Public Accounting Firm on the Financial Statements**

**The Board of Directors and Shareholders of Genuine Parts Company and Subsidiaries**

We have audited the accompanying consolidated balance sheets of Genuine Parts Company and Subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income and comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2014. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Genuine Parts Company and Subsidiaries at December 31, 2014 and 2013, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Genuine Parts Company and Subsidiaries' internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 26, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Atlanta, Georgia  
February 26, 2015

**Genuine Parts Company and Subsidiaries**  
**Consolidated Balance Sheets**

	December 31	
	2014	2013
	(In Thousands, Except Share Data and per Share Amounts)	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 137,730	\$ 196,893
Trade accounts receivable, net	1,872,365	1,664,819
Merchandise inventories, net	3,043,848	2,946,021
Prepaid expenses and other current assets	538,582	413,758
Total current assets	5,592,525	5,221,491
Goodwill	839,075	789,971
Other intangible assets, less accumulated amortization	547,515	499,385
Deferred tax assets	145,331	97,555
Other assets	451,690	401,834
Property, plant, and equipment:		
Land	87,651	87,658
Buildings, less accumulated depreciation (2014 — \$270,946; 2013 — \$251,541)	281,824	281,408
Machinery and equipment, less accumulated depreciation (2014 — \$598,137; 2013 — \$555,895)	300,627	300,995
Net property, plant, and equipment	670,102	670,061
	<u>\$8,246,238</u>	<u>\$7,680,297</u>
<b>Liabilities and equity</b>		
Current liabilities:		
Trade accounts payable	\$2,554,759	\$2,269,671
Current portion of debt	265,466	264,658
Accrued compensation	165,291	145,052
Other accrued expenses	510,560	420,917
Dividends payable	88,039	82,746
Total current liabilities	3,584,115	3,183,044
Long-term debt	500,000	500,000
Pension and other post-retirement benefit liabilities	329,531	140,171
Deferred tax liabilities	72,479	83,316
Other long-term liabilities	447,749	414,998
Equity:		
Preferred stock, par value \$1 per share — authorized 10,000,000 shares; none issued	—	—
Common stock, par value \$1 per share — authorized 450,000,000 shares; issued and outstanding 153,113,042 in 2014 and 153,773,098 shares in 2013	153,113	153,773
Additional paid-in capital	26,414	14,935
Accumulated other comprehensive loss	(720,211)	(397,655)
Retained earnings	3,841,932	3,578,021
Total parent equity	3,301,248	3,349,074
Noncontrolling interests in subsidiaries	11,116	9,694
Total equity	3,312,364	3,358,768
	<u>\$8,246,238</u>	<u>\$7,680,297</u>

See accompanying notes.

**Genuine Parts Company and Subsidiaries**  
**Consolidated Statements of Income and Comprehensive Income**

	Year Ended December 31		
	2014	2013	2012
	(In Thousands, Except per Share Amounts)		
Net sales	\$ 15,341,647	\$ 14,077,843	\$ 13,013,868
Cost of goods sold	10,747,886	9,857,923	9,235,777
Gross margin	4,593,761	4,219,920	3,778,091
Operating expenses:			
Selling, administrative, and other expenses	3,314,030	3,028,028	2,656,530
Depreciation and amortization	148,313	133,957	98,383
Provision for doubtful accounts	7,192	8,691	8,047
Total operating expenses	3,469,535	3,170,676	2,762,960
Non-operating expenses (income):			
Interest expense	25,088	26,971	20,482
Other	(18,601)	(22,031)	(24,283)
Total non-operating expenses (income)	6,487	4,940	(3,801)
Income before income taxes	1,117,739	1,044,304	1,018,932
Income taxes	406,453	359,345	370,891
Net income	\$ 711,286	\$ 684,959	\$ 648,041
Basic net income per common share	\$ 4.64	\$ 4.43	\$ 4.17
Diluted net income per common share	\$ 4.61	\$ 4.40	\$ 4.14
Weighted average common shares outstanding	153,299	154,636	155,413
Dilutive effect of stock options and nonvested restricted stock awards	1,076	1,078	1,007
Weighted average common shares outstanding — assuming dilution	154,375	155,714	156,420
Net income	\$ 711,286	\$ 684,959	\$ 648,041
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustment	(149,379)	(168,703)	23,846
Pension and postretirement benefit adjustments, net of income taxes of 2014 — \$112,993, 2013 — (\$175,297), and 2012 — \$26,465	(173,177)	272,540	(43,300)
Other comprehensive (loss) income, net of tax	(322,556)	103,837	(19,454)
Comprehensive income	\$ 388,730	\$ 788,796	\$ 628,587

See accompanying notes.

**Genuine Parts Company and Subsidiaries**  
**Consolidated Statements of Equity**  
(In Thousands, Except Share and per Share Amounts)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total Parent Equity	Non- controlling Interests in Subsidiaries	Total Equity
	Shares	Amount						
Balance at January 1, 2012	155,651,116	\$155,651	\$ —	\$ (482,038)	\$3,070,394	\$2,744,007	\$ 9,584	\$2,753,591
Net income	—	—	—	—	648,041	648,041	—	648,041
Other comprehensive loss, net of tax	—	—	—	(19,454)	—	(19,454)	—	(19,454)
Cash dividends declared, \$1.98 per share	—	—	—	—	(307,603)	(307,603)	—	(307,603)
Stock options exercised, including tax benefit of \$11,018	551,779	552	3,423	—	—	3,975	—	3,975
Share-based compensation	—	—	10,747	—	—	10,747	—	10,747
Purchase of stock	(1,361,457)	(1,362)	(14,170)	—	(66,294)	(81,826)	—	(81,826)
Noncontrolling interest activities	—	—	—	—	—	—	708	708
Balance at December 31, 2012	154,841,438	154,841	—	(501,492)	3,344,538	2,997,887	10,292	3,008,179
Net income	—	—	—	—	684,959	684,959	—	684,959
Other comprehensive income, net of tax	—	—	—	103,837	—	103,837	—	103,837
Cash dividends declared, \$2.15 per share	—	—	—	—	(332,322)	(332,322)	—	(332,322)
Stock options exercised, including tax benefit of \$12,905	449,986	450	2,287	—	—	2,737	—	2,737
Share-based compensation	—	—	12,648	—	—	12,648	—	12,648
Purchase of stock	(1,518,326)	(1,518)	—	—	(119,154)	(120,672)	—	(120,672)
Noncontrolling interest activities	—	—	—	—	—	—	(598)	(598)
Balance at December 31, 2013	153,773,098	153,773	14,935	(397,655)	3,578,021	3,349,074	9,694	3,358,768
Net income	—	—	—	—	711,286	711,286	—	711,286
Other comprehensive loss, net of tax	—	—	—	(322,556)	—	(322,556)	—	(322,556)
Cash dividends declared, \$2.30 per share	—	—	—	—	(352,564)	(352,564)	—	(352,564)
Stock options exercised, including tax benefit of \$17,766	474,800	475	(4,760)	—	—	(4,285)	—	(4,285)
Share-based compensation	—	—	16,239	—	—	16,239	—	16,239
Purchase of stock	(1,134,856)	(1,135)	—	—	(94,811)	(95,946)	—	(95,946)
Noncontrolling interest activities	—	—	—	—	—	—	1,422	1,422
Balance at December 31, 2014	<u>153,113,042</u>	<u>\$153,113</u>	<u>\$ 26,414</u>	<u>\$ (720,211)</u>	<u>\$3,841,932</u>	<u>\$3,301,248</u>	<u>\$ 11,116</u>	<u>\$3,312,364</u>

See accompanying notes.

**Genuine Parts Company and Subsidiaries**  
**Consolidated Statements of Cash Flows**

	Year Ended December 31		
	2014	2013	2012
	(In Thousands)		
<b>Operating activities</b>			
Net income	\$ 711,286	\$ 684,959	\$ 648,041
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	148,313	133,957	98,383
Excess tax benefits from share-based compensation	(17,766)	(12,905)	(11,018)
Gain on sale of property, plant, and equipment	(3,719)	(4,729)	(3,943)
Deferred income taxes	54,319	(21,622)	14,751
Share-based compensation	16,239	12,648	10,747
Gain on GPC Asia Pacific equity investment	—	(59,000)	—
Changes in operating assets and liabilities:			
Trade accounts receivable, net	(225,178)	(116,080)	13,366
Merchandise inventories, net	(100,820)	(79,253)	(25,845)
Trade accounts payable	292,257	473,424	220,694
Other short-term assets and liabilities	15,616	(14,418)	(86,294)
Other long-term assets and liabilities	(100,402)	59,750	27,556
	<u>78,859</u>	<u>371,772</u>	<u>258,397</u>
Net cash provided by operating activities	790,145	1,056,731	906,438
<b>Investing activities</b>			
Purchases of property, plant and equipment	(107,681)	(124,063)	(101,987)
Proceeds from sale of property, plant, and equipment	8,866	10,657	8,504
Acquisition of businesses and other investing activities	(287,900)	(712,173)	(558,384)
Net cash used in investing activities	(386,715)	(825,579)	(651,867)
<b>Financing activities</b>			
Proceeds from debt	2,727,924	3,019,931	750,000
Payments on debt	(2,735,862)	(2,995,335)	(750,000)
Stock options exercised	(22,051)	(15,728)	(7,043)
Excess tax benefits from share-based compensation	17,766	12,905	11,018
Dividends paid	(347,271)	(326,217)	(300,983)
Purchase of stock	(95,946)	(120,673)	(81,826)
Net cash used in financing activities	(455,440)	(425,117)	(378,834)
Effect of exchange rate changes on cash	(7,153)	(12,237)	2,304
Net decrease in cash and cash equivalents	(59,163)	(206,202)	(121,959)
Cash and cash equivalents at beginning of year	196,893	403,095	525,054
Cash and cash equivalents at end of year	<u>\$ 137,730</u>	<u>\$ 196,893</u>	<u>\$ 403,095</u>
<b>Supplemental disclosures of cash flow information</b>			
Cash paid during the year for:			
Income taxes	<u>\$ 408,604</u>	<u>\$ 342,372</u>	<u>\$ 381,407</u>
Interest	<u>\$ 25,155</u>	<u>\$ 27,221</u>	<u>\$ 20,416</u>

See accompanying notes.

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**December 31, 2014**

**1. Summary of Significant Accounting Policies**

***Business***

Genuine Parts Company and all of its majority-owned subsidiaries (the Company) is a distributor of automotive replacement parts, industrial replacement parts, office products, and electrical/electronic materials. The Company serves a diverse customer base through approximately 2,600 locations in North America and Australasia and, therefore, has limited exposure from credit losses to any particular customer, region, or industry segment. The Company performs periodic credit evaluations of its customers' financial condition and generally does not require collateral. The Company has evaluated subsequent events through the date the financial statements were issued.

***Principles of Consolidation***

The consolidated financial statements include all of the accounts of the Company. The net income attributable to noncontrolling interests is not material to the Company's consolidated net income. Intercompany accounts and transactions have been eliminated in consolidation.

***Use of Estimates***

The preparation of the consolidated financial statements, in conformity with U.S. generally accepted accounting principles, requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results may differ from those estimates and the differences could be material.

***Revenue Recognition***

The Company records revenue when the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred, the Company's price to the customer is fixed and determinable and collectability is reasonably assured. Delivery is not considered to have occurred until the customer assumes the risks and rewards of ownership.

***Foreign Currency Translation***

The consolidated balance sheets and statements of income and comprehensive income of the Company's foreign subsidiaries have been translated into U.S. dollars at the current and average exchange rates, respectively. The foreign currency translation adjustment is included as a component of accumulated other comprehensive loss.

***Cash and Cash Equivalents***

The Company considers all highly liquid investments with original maturities of three months or less when purchased to be cash equivalents.

***Trade Accounts Receivable and the Allowance for Doubtful Accounts***

The Company evaluates the collectability of trade accounts receivable based on a combination of factors. The Company estimates an allowance for doubtful accounts as a percentage of net sales based on historical bad debt experience and periodically adjusts this estimate when the Company becomes aware of a specific customer's inability to meet its financial obligations (e.g., bankruptcy filing) or as a result of changes in the overall aging of accounts receivable. While the Company has a large customer base that is geographically dispersed, a general

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

economic downturn in any of the industry segments in which the Company operates could result in higher than expected defaults and, therefore, the need to revise estimates for bad debts. For the years ended December 31, 2014, 2013, and 2012, the Company recorded provisions for doubtful accounts of approximately \$7,192,000, \$8,691,000, and \$8,047,000, respectively. At December 31, 2014 and 2013, the allowance for doubtful accounts was approximately \$11,836,000 and \$14,423,000, respectively.

***Merchandise Inventories, Including Consideration Received From Vendors***

Merchandise inventories are valued at the lower of cost or market. Cost is determined by the last-in, first-out (LIFO) method for a majority of automotive parts, electrical/electronic materials, and industrial parts, and by the first-in, first-out (FIFO) method for office products and certain other inventories. If the FIFO method had been used for all inventories, cost would have been approximately \$434,790,000 and \$432,150,000 higher than reported at December 31, 2014 and 2013, respectively. During 2014, 2013, and 2012 reductions in inventory levels in automotive parts inventories (2013 and 2012), industrial parts inventories (2014, 2013, and 2012), and electrical parts inventories (2012) resulted in liquidations of LIFO inventory layers. The effect of the LIFO liquidations in 2014, 2013, and 2012 was to reduce cost of goods sold by approximately \$8,000,000, \$5,000,000, and \$6,000,000, respectively.

The Company identifies slow moving or obsolete inventories and estimates appropriate provisions related thereto. Historically, these losses have not been significant as the vast majority of the Company's inventories are not highly susceptible to obsolescence and are eligible for return under various vendor return programs. While the Company has no reason to believe its inventory return privileges will be discontinued in the future, its risk of loss associated with obsolete or slow moving inventories would increase if such were to occur.

The Company enters into agreements at the beginning of each year with many of its vendors that provide for inventory purchase incentives. Generally, the Company earns inventory purchase incentives upon achieving specified volume purchasing levels or other criteria. The Company accrues for the receipt of these incentives as part of its inventory cost based on cumulative purchases of inventory to date and projected inventory purchases through the end of the year. While management believes the Company will continue to receive consideration from vendors in 2015 and beyond, there can be no assurance that vendors will continue to provide comparable amounts of incentives in the future.

***Prepaid Expenses and Other Current Assets***

Prepaid expenses and other current assets consist primarily of prepaid expenses, amounts due from vendors, and income taxes receivable.

***Goodwill***

The Company reviews its goodwill annually in the fourth quarter, or sooner if circumstances indicate that the carrying amount may exceed fair value. The Company tests goodwill for impairment at the reporting unit level, which is an operating segment or a level below an operating segment, which is referred to as a component. A component of an operating segment is a reporting unit if the component constitutes a business for which discrete financial information is available and management regularly reviews the operating results of that component. However, two or more components of an operating segment are aggregated and deemed a single reporting unit if the components have similar economic characteristics.

The present value of future cash flows approach was used to determine any potential impairment. The Company determined that goodwill was not impaired and, therefore, no impairments were recognized for the years ended December 31, 2014, 2013, or 2012.



**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

**Other Assets**

Other assets are comprised of the following:

	December 31	
	2014	2013
	(In Thousands)	
Retirement benefit assets	\$ 4,247	\$ 41,919
Deferred compensation benefits	27,828	24,939
Investments	29,139	28,760
Cash surrender value of life insurance policies	105,227	95,094
Customer sales returns inventories	67,400	55,200
Guarantees related to borrowings	29,000	29,000
Other long-term prepayments and receivables	188,849	126,922
Total other assets	<u>\$451,690</u>	<u>\$401,834</u>

The guarantees related to borrowings are discussed further in the guarantees footnote.

**Property, Plant, and Equipment**

Property, plant, and equipment are stated at cost. Depreciation and amortization is primarily determined on a straight-line basis over the following estimated useful life of each asset: buildings and improvements, 10 to 40 years; machinery and equipment, 5 to 15 years.

**Long-Lived Assets Other Than Goodwill**

The Company assesses its long-lived assets other than goodwill for impairment whenever facts and circumstances indicate that the carrying amount may not be fully recoverable. To analyze recoverability, the Company projects undiscounted net future cash flows over the remaining life of such assets. If these projected cash flows are less than the carrying amount, an impairment would be recognized, resulting in a write-down of assets with a corresponding charge to earnings. Impairment losses, if any, are measured based upon the difference between the carrying amount and the fair value of the assets.

**Other Long-Term Liabilities**

Other long-term liabilities are comprised of the following:

	December 31	
	2014	2013
	(In Thousands)	
Post-employment and other benefit/retirement liabilities	\$ 57,754	\$ 55,150
Insurance liabilities	48,569	47,930
Other lease obligations	40,040	27,815
Other taxes payable	18,947	59,107
Customer deposits	81,496	65,826
Guarantees related to borrowings	29,000	29,000
Other	171,943	130,170
Total other long-term liabilities	<u>\$447,749</u>	<u>\$414,998</u>

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

The guarantees related to borrowings are discussed further in the guarantees footnote.

**Self-Insurance**

The Company is self-insured for the majority of group health insurance costs. A reserve for claims incurred but not reported is developed by analyzing historical claims data provided by the Company's claims administrators. These reserves are included in accrued expenses in the accompanying consolidated balance sheets as the expenses are expected to be paid within one year.

Long-term insurance liabilities consist primarily of reserves for the workers' compensation program. In addition, the Company carries various large risk deductible workers' compensation policies for the majority of workers' compensation liabilities. The Company records the workers' compensation reserves based on an analysis performed by an independent actuary. The analysis calculates development factors, which are applied to total reserves as provided by the various insurance companies who underwrite the program. While the Company believes that the assumptions used to calculate these liabilities are appropriate, significant differences in actual experience or significant changes in these assumptions may materially affect workers' compensation costs.

**Accumulated Other Comprehensive Loss**

Accumulated other comprehensive loss is comprised of the following:

	December 31	
	2014	2013
	(In Thousands)	
Foreign currency translation	<b><u>\$(186,998)</u></b>	\$ (37,619)
Unrecognized net actuarial loss, net of tax	<b><u>(538,614)</u></b>	(366,454)
Unrecognized prior service credit, net of tax	<b><u>5,401</u></b>	6,418
Total accumulated other comprehensive loss	<b><u>\$(720,211)</u></b>	<b><u>\$(397,655)</u></b>

The following tables present the changes in accumulated other comprehensive loss by component for the years ending on December 31, 2014 and 2013:

	Changes in Accumulated Other Comprehensive Loss by Component			
	Pension Benefits	Other Post-Retirement Benefits	Foreign Currency Translation	Total
	(In Thousands)			
Beginning balance, January 1, 2014	<b><u>\$(359,079)</u></b>	<b><u>\$ (957)</u></b>	<b><u>\$ (37,619)</u></b>	<b><u>\$ (397,655)</u></b>
Other comprehensive loss before reclassifications, net of tax	<b><u>(193,182)</u></b>	<b><u>(39)</u></b>	<b><u>(149,379)</u></b>	<b><u>(342,600)</u></b>
Amounts reclassified from accumulated other comprehensive loss, net of tax	<b><u>20,192</u></b>	<b><u>(148)</u></b>	<b><u>—</u></b>	<b><u>20,044</u></b>
Net current period other comprehensive loss	<b><u>(172,990)</u></b>	<b><u>(187)</u></b>	<b><u>(149,379)</u></b>	<b><u>(322,556)</u></b>
Ending balance, December 31, 2014	<b><u>\$(532,069)</u></b>	<b><u>\$ (1,144)</u></b>	<b><u>\$(186,998)</u></b>	<b><u>\$(720,211)</u></b>

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

	Changes in Accumulated Other Comprehensive Loss by Component			Total
	Pension Benefits	Other Post- Retirement Benefits	Foreign Currency Translation	
	(In Thousands)			
Beginning balance, January 1, 2013	\$(629,907)	\$ (2,669)	\$ 131,084	\$(501,492)
Other comprehensive income (loss) before reclassifications, net of tax	223,991	1,629	(168,703)	56,917
Amounts reclassified from accumulated other comprehensive income (loss), net of tax	46,837	83	—	46,920
Net current period other comprehensive income (loss)	270,828	1,712	(168,703)	103,837
Ending balance, December 31, 2013	<u>\$(359,079)</u>	<u>\$ (957)</u>	<u>\$ (37,619)</u>	<u>\$(397,655)</u>

The accumulated other comprehensive loss components related to the pension benefits are included in the computation of net periodic benefit cost in the employee benefit plans footnote.

***Fair Value of Financial Instruments***

The carrying amounts reflected in the consolidated balance sheets for cash and cash equivalents, trade accounts receivable, trade accounts payable, and borrowings under the line of credit approximate their respective fair values based on the short-term nature of these instruments. At December 31, 2014 and 2013, the fair value of fixed rate debt was approximately \$505,000,000 and \$496,000,000, respectively. The fair value of fixed rate debt is designated as Level 2 in the fair value hierarchy (i.e., significant observable inputs) and is based primarily on the discounted value of future cash flows using current market interest rates offered for debt of similar credit risk and maturity. At December 31, 2014 and 2013, the carrying value of fixed rate debt was \$500,000,000 and is included in long-term debt in the consolidated balance sheets.

***Shipping and Handling Costs***

Shipping and handling costs are classified as selling, administrative and other expenses in the accompanying consolidated statements of income and comprehensive income and totaled approximately \$270,000,000, \$250,000,000, and \$220,000,000, for the years ended December 31, 2014, 2013, and 2012, respectively.

***Advertising Costs***

Advertising costs are expensed as incurred and totaled \$71,300,000, \$57,900,000, and \$43,200,000 in the years ended December 31, 2014, 2013, and 2012, respectively.

***Accounting for Legal Costs***

The Company's legal costs expected to be incurred in connection with loss contingencies are expensed as such costs are incurred.

***Share-Based Compensation***

The Company maintains various long-term incentive plans, which provide for the granting of stock options, stock appreciation rights (SARs), restricted stock, restricted stock units (RSUs), performance awards, dividend equivalents and other share-based awards. SARs represent a right to receive upon exercise an amount, payable in shares of common stock, equal to the excess, if any, of the fair market value of the Company's common stock on

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

the date of exercise over the base value of the grant. The terms of such SARs require net settlement in shares of common stock and do not provide for cash settlement. RSUs represent a contingent right to receive one share of the Company's common stock at a future date. The majority of awards previously granted vest on a pro-rata basis for periods ranging from one to five years and are expensed accordingly on a straight-line basis. The Company issues new shares upon exercise or conversion of awards under these plans.

***Net Income per Common Share***

Basic net income per common share is computed by dividing net income by the weighted average number of common shares outstanding during the year. The computation of diluted net income per common share includes the dilutive effect of stock options, stock appreciation rights and nonvested restricted stock awards options. Options to purchase approximately 610,000, 630,000, and 730,000 shares of common stock ranging from \$63 — \$87 per share were outstanding at December 31, 2014, 2013, and 2012, respectively. These options were excluded from the computation of diluted net income per common share because the options' exercise price was greater than the average market price of common stock in each respective year.

***Reclassifications***

Certain prior period amounts have been reclassified to conform to the current year presentations.

***Recent Accounting Pronouncements***

In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. Under ASU 2013-02, an entity is required to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the financial statements or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income, but only if the amount reclassified is required to be reclassified in its entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional details about those amounts. ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in the financial statements. ASU 2013-02 is effective for the Company's interim and annual periods beginning after December 15, 2012. The adoption of ASU 2013-02 did not have a material impact on the consolidated financial statements for the years ended December 31, 2014 and December 31, 2013.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"), which creates a single, comprehensive revenue recognition model for all contracts with customers. The updated standard requires an entity to recognize revenue to reflect the transfer of promised goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods and services. ASU 2014-09 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, and may be adopted either retrospectively or on a modified retrospective basis whereby the new standard would be applied to new contracts and existing contracts with remaining performance obligations as of the effective date, with a cumulative catch-up adjustment recorded to beginning retained earnings at the effective date for existing contracts with remaining performance obligations. Early adoption is not permitted. The Company is currently evaluating the impact of ASU 2014-09 on the Company's consolidated financial statements and related disclosures.

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

**2. Goodwill and Other Intangible Assets**

The changes in the carrying amount of goodwill during the years ended December 31, 2014 and 2013 by reportable segment, as well as other identifiable intangible assets, are summarized as follows (in thousands):

	Goodwill				Total	Other Intangible Assets, Net
	Automotive	Industrial	Office Products	Electrical/Electronic Materials		
Balance as of January 1, 2013	\$158,549	\$ 99,232	\$10,554	\$29,705	\$298,040	\$199,799
Additions	541,836	17,420	—	11,396	570,652	379,834
Amortization	—	—	—	—	—	(28,987)
Foreign currency translation	(78,205)	(516)	—	—	(78,721)	(51,261)
Balance as of December 31, 2013	622,180	116,136	10,554	41,101	789,971	499,385
Additions	20,404	3,577	37,054	31,565	92,600	110,129
Amortization	—	—	—	—	—	(36,867)
Foreign currency translation	(42,745)	(751)	—	—	(43,496)	(25,132)
Balance as of December 31, 2014	<u>\$599,839</u>	<u>\$118,962</u>	<u>\$47,608</u>	<u>\$72,666</u>	<u>\$839,075</u>	<u>\$547,515</u>

The gross carrying amounts and accumulated amortization relating to other intangible assets at December 31, 2014 and 2013 is as follows (in thousands):

	2014			2013		
	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Customer relationships	\$ 477,484	\$ (88,923)	\$ 388,561	\$ 412,634	\$ (59,686)	\$ 352,948
Trademarks	166,507	(8,654)	157,853	149,949	(5,018)	144,931
Non-competition agreements	6,062	(4,961)	1,101	7,306	(5,800)	1,506
	<u>\$ 650,053</u>	<u>\$ (102,538)</u>	<u>\$ 547,515</u>	<u>\$ 569,889</u>	<u>\$ (70,504)</u>	<u>\$ 499,385</u>

Amortization expense for other intangible assets totaled \$36,867,000, \$28,987,000, and \$12,991,000 for the years ended December 31, 2014, 2013, and 2012, respectively. Estimated other intangible assets amortization expense for the succeeding five years is as follows (in thousands):

2015	\$ 34,000
2016	34,000
2017	34,000
2018	34,000
2019	<u>33,000</u>
	<u>\$169,000</u>

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

**3. Credit Facilities**

The principal amounts of the Company's borrowings subject to variable rates totaled approximately \$265,466,000 and \$264,658,000 at December 31, 2014 and 2013, respectively. The weighted average interest rate on the Company's outstanding borrowings was approximately 2.46% and 2.82% at December 31, 2014 and 2013, respectively.

The Company maintains an \$850,000,000 unsecured revolving line of credit with a consortium of financial institutions that matures in September 2017 and bears interest at LIBOR plus a margin, which is based on the Company's leverage ratio (.92% at December 31, 2014). The Company also has the option under this agreement to increase its borrowing an additional \$350,000,000, as well as an option to decrease the borrowing capacity or terminate the Syndicated Facility with appropriate notice. At December 31, 2014 and 2013, approximately \$265,466,000 and \$264,658,000 were outstanding under this line of credit, respectively.

Certain borrowings require the Company to comply with a financial covenant with respect to a maximum debt-to-capitalization ratio. At December 31, 2014, the Company was in compliance with all such covenants. Due to the workers' compensation and insurance reserve requirements in certain states, the Company also had unused letters of credit of \$62,515,000 and \$61,617,000 outstanding at December 31, 2014 and 2013, respectively.

Amounts outstanding under the Company's credit facilities consist of the following:

	December 31	
	2014	2013
(In Thousands)		
Unsecured revolving line of credit, \$850,000,000, LIBOR plus 0.75% variable	<b>\$265,466</b>	\$264,658
Unsecured term notes:		
November 30, 2011, Series D and E Senior Unsecured Notes, \$250,000,000, 3.35% fixed, due November 30, 2016	<b>250,000</b>	250,000
December 2, 2013, Series F Senior Unsecured Notes, \$250,000,000, 2.99% fixed, due December 2, 2023	<b>250,000</b>	250,000
Total debt	<b>765,466</b>	764,658
Less debt due within one year	<b>265,466</b>	264,658
Long-term debt, excluding current portion	<b><u>\$500,000</u></b>	<u>\$500,000</u>

**4. Leased Properties**

Future minimum payments, by year and in the aggregate, under the noncancelable operating leases with initial or remaining terms of one year or more was approximately the following at December 31, 2014 (in thousands):

2015	\$214,000
2016	167,600
2017	121,000
2018	81,500
2019	53,400
Thereafter	155,300
Total minimum lease payments	<b><u>\$792,800</u></b>

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

Rental expense for operating leases was approximately \$233,000,000, \$208,000,000, and \$158,200,000 for 2014, 2013, and 2012, respectively.

**5. Share-Based Compensation**

At December 31, 2014, total compensation cost related to nonvested awards not yet recognized was approximately \$28,800,000. The weighted-average period over which this compensation cost is expected to be recognized is approximately three years. The aggregate intrinsic value for options and RSUs outstanding at December 31, 2014 and 2013 was approximately \$198,100,000 and \$154,000,000, respectively. The aggregate intrinsic value for options and RSUs vested totaled approximately \$116,200,000 and \$93,600,000 at December 31, 2014 and 2013, respectively. At December 31, 2014, the weighted-average contractual life for outstanding and exercisable options and RSUs was six and five years, respectively. Share-based compensation cost of \$16,239,000, \$12,648,000, and \$10,747,000, was recorded for the years ended December 31, 2014, 2013, and 2012, respectively. The total income tax benefit recognized in the consolidated statements of income and comprehensive income for share-based compensation arrangements was approximately \$6,500,000, \$5,100,000, and \$4,300,000, for 2014, 2013, and 2012, respectively. There have been no modifications to valuation methodologies or methods during the years ended December 31, 2014, 2013, and 2012.

For the years ended December 31, 2014, 2013 and 2012 the fair value for options and SARs granted was estimated using a Black-Scholes option pricing model with the following weighted-average assumptions, respectively: risk-free interest rate of 2.8%, 2.0%, and 2.0%; dividend yield of 2.8%, 3.2%, and 3.3%; annual historical volatility factor of the expected market price of the Company's common stock of 19% for each of the three years; an average expected life and estimated turnover based on the historical pattern of existing grants of approximately seven years and 5.0%, respectively. The fair value of RSUs is based on the price of the Company's stock on the date of grant. The total fair value of shares vested during the years ended December 31, 2014, 2013, and 2012, was \$13,800,000, \$8,100,000, and \$6,700,000, respectively.

A summary of the Company's share-based compensation activity and related information is as follows:

	2014	Weighted-Average Exercise Price (2)
	Shares (1) (In Thousands)	Price (2)
Outstanding at beginning of year	4,580	\$ 56
Granted	845	87
Exercised	(1,392)	49
Forfeited	(110)	71
Outstanding at end of year (3)	<u>3,923</u>	\$ 64
Exercisable at end of year	<u>2,141</u>	\$ 55
Shares available for future grants	<u>2,718</u>	

- (1) Shares include Restricted Stock Units (RSUs).
- (2) The weighted-average exercise price excludes RSUs.
- (3) The exercise prices for options and SARs outstanding as of December 31, 2014 ranged from approximately \$42 to \$87. The weighted-average remaining contractual life of all options and SARs outstanding is approximately seven years.

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

The weighted-average grant date fair value of options and SARs granted during the years 2014, 2013, and 2012 was \$13.77, \$10.14, and \$7.96, respectively. The aggregate intrinsic value of options exercised during the years ended December 31, 2014, 2013, and 2012 was \$65,200,000, \$43,900,000, and \$41,500,000.

In 2014, the Company granted approximately 680,000 SARs and 165,000 RSUs. In 2013, the Company granted approximately 727,000 SARs and 172,000 RSUs. In 2012, the Company granted approximately 858,000 SARs and 145,000 RSUs.

A summary of the Company's nonvested share awards activity is as follows:

<u>Nonvested Share Awards (RSUs)</u>	<u>Shares</u> <u>(In Thousands)</u>	<u>Weighted- Average Grant Date Fair Value</u>
Nonvested at January 1, 2014	444	\$ 62
Granted	165	87
Vested	(125)	53
Forfeited	(64)	77
Nonvested at December 31, 2014	<u>420</u>	<u>\$ 72</u>

For the years ended December 31, 2014, 2013, and 2012 approximately \$17,800,000, \$12,900,000, and \$11,000,000, respectively, of excess tax benefits was classified as a financing cash inflow.

**6. Income Taxes**

Deferred income taxes reflect the net tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and amounts used for income tax purposes. As of December 31, 2014, the Company has not provided Federal income taxes on approximately \$712,000,000 of undistributed earnings of its foreign subsidiaries. The Company intends to reinvest these earnings to fund expansion in these and other markets outside the U.S. Accordingly, the Company has not provided any provision for income tax expense in excess of foreign jurisdiction income tax requirements relative to such undistributed earnings in the accompanying consolidated financial statements. Due to the complexities associated with the hypothetical calculation to determine residual taxes on the undistributed earnings, including the availability of foreign tax credits, applicability of any additional local withholding tax and other indirect tax consequence that may arise due to the distribution of these earnings, the Company has concluded it is not practicable to determine the unrecognized deferred tax liability related to the undistributed earnings.



**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

Significant components of the Company's deferred tax assets and liabilities are as follows:

	2014	2013
	(In Thousands)	
Deferred tax assets related to:		
Expenses not yet deducted for tax purposes	\$337,792	\$343,156
Pension liability not yet deducted for tax purposes	<u>341,904</u>	<u>227,880</u>
	<u>679,696</u>	<u>571,036</u>
Deferred tax liabilities related to:		
Employee and retiree benefits	227,926	188,235
Inventory	152,913	152,641
Other intangible assets	105,482	110,272
Property, plant, and equipment	59,600	53,751
Other	<u>30,641</u>	<u>29,733</u>
	<u>576,562</u>	<u>534,632</u>
Net deferred tax assets	103,134	36,404
Current portion of deferred tax assets	<u>(30,282)</u>	<u>(22,165)</u>
Noncurrent net deferred tax assets	<u>\$ 72,852</u>	<u>\$ 14,239</u>

The current portion of the deferred tax assets and liabilities are included in prepaid expenses and other current assets and other accrued expenses, respectively, in the consolidated balance sheets.

The components of income before income taxes are as follows:

	2014	2013	2012
	(In Thousands)		
United States	\$ 978,824	\$ 850,866	\$ 903,698
Foreign	<u>138,915</u>	<u>193,438</u>	<u>115,234</u>
Income before income taxes	<u>\$ 1,117,739</u>	<u>\$ 1,044,304</u>	<u>\$ 1,018,932</u>

The components of income tax expense are as follows:

	2014	2013	2012
	(In Thousands)		
Current:			
Federal	\$224,591	\$303,016	\$288,135
State	43,513	47,010	44,653
Foreign	84,030	30,941	23,352
Deferred	<u>54,319</u>	<u>(21,622)</u>	<u>14,751</u>
	<u>\$406,453</u>	<u>\$359,345</u>	<u>\$370,891</u>

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

The reasons for the difference between total tax expense and the amount computed by applying the statutory Federal income tax rate to income before income taxes are as follows:

	2014	2013	2012
	(In Thousands)		
Statutory rate applied to income	\$391,209	\$365,506	\$356,626
Plus state income taxes, net of Federal tax benefit	32,646	28,823	30,227
Earnings in jurisdictions taxed at rates different from the statutory US tax rate	(3,453)	(37,873)	(17,419)
Foreign tax credit	(20,170)	—	—
Capital loss expiration	—	16,803	—
Reversal of capital loss valuation allowance	—	(16,803)	—
Other	6,221	2,889	1,457
	<u>\$406,453</u>	<u>\$359,345</u>	<u>\$370,891</u>

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, various states, and foreign jurisdictions. With few exceptions, the Company is no longer subject to federal, state and local tax examinations by tax authorities for years before 2009 or subject to non-United States income tax examinations for years ended prior to 2005. The Company is currently under audit in the United States and Canada. Some audits may conclude in the next twelve months and the unrecognized tax benefits recorded in relation to the audits may differ from actual settlement amounts. It is not possible to estimate the effect, if any, of the amount of such change during the next twelve months to previously recorded uncertain tax positions in connection with the audits. However, the Company does not anticipate total unrecognized tax benefits will significantly change during the year due to the settlement of audits and the expiration of statutes of limitations.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2014	2013	2012
	(In Thousands)		
Balance at beginning of year	\$ 47,190	\$45,455	\$46,845
Additions based on tax positions related to the current year	3,303	3,238	5,702
Additions for tax positions of prior years	6,415	3,759	2,172
Reductions for tax positions for prior years	(851)	(1,472)	(5,025)
Reduction for lapse in statute of limitations	(481)	(1,714)	(2,658)
Settlements	(37,995)	(2,076)	(1,581)
Balance at end of year	<u>\$ 17,581</u>	<u>\$47,190</u>	<u>\$45,455</u>

The amount of gross tax effected unrecognized tax benefits, including interest and penalties, as of December 31, 2014 and 2013 was approximately \$19,497,000 and \$59,530,000, respectively, of which approximately \$11,106,000 and \$18,287,000, respectively, if recognized, would affect the effective tax rate. During 2014, the Company settled certain transfer pricing methodologies with tax authorities, and on a consolidated basis, the difference, in related payments and refunds and the amount reflected in the tax reserves, was not material.

During the years ended December 31, 2014, 2013, and 2012, the Company paid interest and penalties of approximately \$14,000,000, \$405,000, and \$493,000, respectively. The Company had approximately \$1,916,000

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

and \$12,340,000 of accrued interest and penalties at December 31, 2014 and 2013, respectively. The Company recognizes potential interest and penalties related to unrecognized tax benefits as a component of income tax expense.

**7. Employee Benefit Plans**

The Company's defined benefit pension plans cover employees in the U.S. and Canada who meet eligibility requirements. The plan covering U.S. employees is noncontributory. In December 2012, the U.S. qualified defined benefit plan was amended to reflect a hard freeze as of December 31, 2013. Therefore, no further benefit accruals were provided after that date for additional credited service or earnings. In addition, all participants who are employed after December 31, 2013 became fully vested as of December 31, 2013. The Company recognized a one-time noncash curtailment gain in 2012 of \$23,507,000 in connection with this amendment. The Canadian plan is contributory and benefits are based on career average compensation. The Company's funding policy is to contribute an amount equal to the minimum required contribution under applicable pension legislation. The Company may increase its contribution above the minimum, if appropriate to its tax and cash position and the plans' funded position.

The Company also sponsors supplemental retirement plans covering employees in the U.S. and Canada. The Company uses a measurement date of December 31 for its pension plans.

Several assumptions are used to determine the benefit obligations, plan assets, and net periodic (income) cost. The discount rate for the pension plans is calculated using a bond matching approach to select specific bonds that would satisfy the projected benefit payments. The bond matching approach reflects the process that would be used to settle the pension obligations. The expected return on plan assets is based on a calculated market-related value of plan assets, where gains and losses on plan assets are amortized over a five year period and accumulate in other comprehensive income. Other non-investment unrecognized gains and losses are amortized in future net income based on a "corridor" approach, where the corridor is equal to 10% of the greater of the benefit obligation or the market-related value of plan assets at the beginning of the year. The unrecognized gains and losses in excess of the corridor criteria are amortized over the average future lifetime or service of plan participants, depending on the plan. These assumptions are updated at each annual measurement date.

Changes in benefit obligations for the years ended December 31, 2014 and 2013 were:

	2014	2013
	(In Thousands)	
<b>Changes in benefit obligation</b>		
Benefit obligation at beginning of year	<b>\$2,035,185</b>	\$2,165,692
Service cost	<b>7,824</b>	19,083
Interest cost	<b>102,465</b>	89,408
Plan participants' contributions	<b>3,526</b>	3,543
Actuarial loss (gain)	<b>346,875</b>	(164,784)
Foreign currency exchange rate changes	<b>(18,697)</b>	(13,893)
Gross benefits paid	<b>(125,084)</b>	(73,186)
Acquired plan	<b>—</b>	9,322
Benefit obligation at end of year	<b><u>\$2,352,094</u></b>	<b><u>\$2,035,185</u></b>

The actuarial loss incurred in the year ended December 31, 2014 is primarily attributable to a lower discount rate, as well as changes in the mortality assumptions.

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

The benefit obligations for the Company's U.S. pension plans included in the above were \$2,135,827,000 and \$1,838,810,000 at December 31, 2014 and 2013, respectively. The total accumulated benefit obligation for the Company's defined benefit pension plans was approximately \$2,328,489,000 and \$2,017,619,000 at December 31, 2014 and 2013, respectively.

The assumptions used to measure the pension benefit obligations for the plans at December 31, 2014 and 2013, were:

	2014	2013
Weighted-average discount rate	4.26%	5.10%
Rate of increase in future compensation levels	3.07%	3.04%

Changes in plan assets for the years ended December 31, 2014 and 2013 were:

	2014	2013
	(In Thousands)	
<b>Changes in plan assets</b>		
Fair value of plan assets at beginning of year	\$ 1,933,063	\$ 1,595,679
Actual return on plan assets	174,652	336,151
Foreign currency exchange rate changes	(17,616)	(12,155)
Employer contributions	53,296	74,347
Acquired plan	—	8,684
Plan participants' contributions	3,526	3,543
Benefits paid	(125,084)	(73,186)
Fair value of plan assets at end of year	<u>\$ 2,021,837</u>	<u>\$ 1,933,063</u>

The fair values of plan assets for the Company's U.S. pension plans included in the above were \$1,819,747,000 and \$1,745,769,000 at December 31, 2014 and 2013, respectively.

The asset allocations for the Company's funded pension plans at December 31, 2014 and 2013, and the target allocation for 2015, by asset category were:

Asset Category	Target Allocation 2015	Percentage of Plan Assets at December 31	
		2014	2013
Equity securities	71%	70%	76%
Debt securities	29%	30%	24%
	<u>100%</u>	<u>100%</u>	<u>100%</u>

The Company's benefit plan committees in the U.S. and Canada establish investment policies and strategies and regularly monitor the performance of the funds. The pension plan strategy implemented by the Company's management is to achieve long-term objectives and invest the pension assets in accordance with the applicable pension legislation in the U.S. and Canada, as well as fiduciary standards. The long-term primary objectives for the pension plans are to provide for a reasonable amount of long-term growth of capital, without undue exposure to risk, protect the assets from erosion of purchasing power, and provide investment results that meet or exceed

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

the pension plans' actuarially assumed long-term rates of return. The Company's investment strategy with respect to pension plan assets is to generate a return in excess of the passive portfolio benchmark (49% S&P 500 Index, 5% Russell Mid Cap Index, 8% Russell 2000 Index, 5% MSCI EAFE Index, 5% DJ Global Moderate Index, and 28% BarCap U.S. Govt/Credit).

The fair values of the plan assets as of December 31, 2014 and 2013, by asset category, are shown in the tables below. Various inputs are considered when determining the value of the Company's pension plan assets. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in these securities. Level 1 represents observable market inputs that are unadjusted quoted prices for identical assets or liabilities in active markets. Level 2 represents other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.). Level 3 represents significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments).

The valuation methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. Equity securities are valued at the closing price reported on the active market on which the individual securities are traded on the last day of the calendar plan year. Debt securities including corporate bonds, U.S. Government securities, and asset-backed securities are valued using price evaluations reflecting the bid and/or ask sides of the market for an investment as of the last day of the calendar plan year.

	2014			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In Thousands)				
<b>Equity Securities</b>				
Common stocks — mutual funds — equity	\$ 366,716	\$ 366,716	\$ —	\$ —
Genuine Parts Company	215,477	215,477	—	—
Other stocks	822,782	822,782	—	—
<b>Debt Securities</b>				
Short-term investments	41,882	41,882	—	—
Cash and equivalents	8,921	8,921	—	—
Government bonds	192,413	96,480	95,933	—
Corporate bonds	178,214	—	178,214	—
Asset-backed and mortgage-backed securities	27,756	—	27,756	—
Convertible securities	633	—	633	—
Other-international	25,137	21,815	3,322	—
Municipal bonds	6,435	—	6,435	—
Municipal funds-fixed income	132,752	—	132,752	—
<b>Other</b>				
Options and futures	7	7	—	—
Cash surrender value of life insurance policies	2,712	—	—	2,712
<b>Total</b>	<b>\$2,021,837</b>	<b>\$1,574,080</b>	<b>\$445,045</b>	<b>\$ 2,712</b>

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

	2013			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(In Thousands)				
<b>Equity Securities</b>				
Common stocks — mutual funds — equity	\$ 505,572	\$ 505,572	\$ —	\$ —
Genuine Parts Company	167,788	167,788	—	—
Other stocks	791,728	791,728	—	—
<b>Debt Securities</b>				
Short-term investments	59,058	59,058	—	—
Cash and equivalents	9,022	9,022	—	—
Government bonds	144,447	61,171	83,276	—
Corporate bonds	123,773	—	123,773	—
Asset-backed and mortgage-backed securities	19,345	—	19,345	—
Other-international	12,072	11,200	872	—
Municipal bonds	1,304	—	1,304	—
Municipal funds-fixed income	96,231	—	96,231	—
<b>Other</b>				
Cash surrender value of life insurance policies	2,723	—	—	2,723
<b>Total</b>	<u>\$1,933,063</u>	<u>\$1,605,539</u>	<u>\$324,801</u>	<u>\$ 2,723</u>

Equity securities include Genuine Parts Company common stock in the amounts of \$215,477,000 (11% of total plan assets) and \$167,788,000 (9% of total plan assets) at December 31, 2014 and 2013, respectively. Dividend payments received by the plan on Company stock totaled approximately \$4,650,000 and \$4,336,000 in 2014 and 2013, respectively. Fees paid during the year for services rendered by parties in interest were based on customary and reasonable rates for such services.

The changes in the fair value measurement of plan assets using significant unobservable inputs (Level 3) during 2014 and 2013 were not material.

Based on the investment policy for the pension plans, as well as an asset study that was performed based on the Company's asset allocations and future expectations, the Company's expected rate of return on plan assets for measuring 2015 pension cost or income is 7.84% for the plans. The asset study forecasted expected rates of return for the approximate duration of the Company's benefit obligations, using capital market data and historical relationships.

The following table sets forth the funded status of the plans and the amounts recognized in the consolidated balance sheets at December 31:

	2014	2013
	(In Thousands)	
Other long-term asset	\$ 4,247	\$ 41,919
Other current liability	(6,740)	(5,976)
Pension and other post-retirement liabilities	<u>(327,764)</u>	<u>(138,065)</u>
	<u>\$ (330,257)</u>	<u>\$ (102,122)</u>

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

Amounts recognized in accumulated other comprehensive loss consist of:

	2014	2013
	(In Thousands)	
Net actuarial loss	<b>\$875,788</b>	\$590,568
Prior service credit	<b>(2,436)</b>	(3,074)
	<b><u>\$873,352</u></b>	<b><u>\$587,494</u></b>

The following table reflects the total benefits expected to be paid from the pension plans' or the Company's assets. Of the pension benefits expected to be paid in 2015, approximately \$6,740,000 is expected to be paid from employer assets. Expected employer contributions reflect amounts expected to be contributed to funded plans. Information about the expected cash flows for the pension plans follows (in thousands):

Employer contribution	
2015 (expected)	\$ 50,000
Expected benefit payments:	
2015	\$ 87,000
2016	95,000
2017	103,000
2018	111,000
2019	118,000
2020 through 2024	692,000

Net periodic benefit (income) cost included the following components:

	2014	2013	2012
	(In Thousands)		
Service cost	<b>\$ 7,824</b>	\$ 19,083	\$ 15,254
Interest cost	<b>102,465</b>	89,408	100,338
Expected return on plan assets	<b>(144,746)</b>	(133,816)	(128,208)
Amortization of prior service credit	<b>(1,890)</b>	(7,538)	(7,270)
Amortization of actuarial loss	<b>26,791</b>	83,934	70,161
Curtailement gain	—	—	(23,507)
Net periodic benefit (income) cost	<b><u>\$ (9,556)</u></b>	<b><u>\$ 51,071</u></b>	<b><u>\$ 26,768</u></b>

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

Other changes in plan assets and benefit obligations recognized in other comprehensive income (loss) are as follows:

	2014	2013	2012
	(In Thousands)		
Current year actuarial loss (gain)	\$312,011	\$(368,587)	\$114,061
Recognition of actuarial loss	(26,791)	(83,934)	(70,161)
Current year prior service credit	—	—	(4,217)
Recognition of prior service credit	638	7,538	30,777
<b>Total recognized in other comprehensive income (loss)</b>	<b><u>\$285,858</u></b>	<b><u>\$(444,983)</u></b>	<b><u>\$ 70,460</u></b>
Total recognized in net periodic benefit (income) cost and other comprehensive income (loss)	<b><u>\$276,303</u></b>	<b><u>\$(393,912)</u></b>	<b><u>\$ 97,228</u></b>

The estimated amounts that will be amortized from accumulated other comprehensive loss into net periodic benefit cost in 2015 are as follows in thousands:

Actuarial loss	\$38,893
Prior service credit	(566)
<b>Total</b>	<b><u>\$38,327</u></b>

The assumptions used in measuring the net periodic benefit (income) cost for the plans follow:

	2014	2013	2012
Weighted average discount rate	5.10%	4.17%	5.17%
Rate of increase in future compensation levels	3.04%	3.30%	3.30%
Expected long-term rate of return on plan assets	7.85%	7.83%	7.84%

Prior to 2014, the Company had two defined contribution plans that covered substantially all of its domestic employees. The Company's matching contributions were determined based on the employee's participation in the U.S. pension plan. Prior to 2014, U.S. pension plan participants who continued earning credited service after 2008 received a matching contribution of 20% of the first 6% of the employee's salary. Other employees received a matching contribution of 100% of the first 5% of the employee's salary. In December 2012, the Company approved an amendment to merge the two plans effective January 1, 2014. Beginning in 2014, all employees receive a matching contribution of 100% of the first 5% of the employees' salary. Total plan expense was approximately \$53,351,000 in 2014, \$43,236,000 in 2013, and \$43,155,000 in 2012.

## 8. Guarantees

The Company guarantees the borrowings of certain independently controlled automotive parts stores (independents) and certain other affiliates in which the Company has a noncontrolling equity ownership interest (affiliates). Presently, the independents are generally consolidated by unaffiliated enterprises that have a controlling financial interest through ownership of a majority voting interest in the independent. The Company has no voting interest or other equity conversion rights in any of the independents. The Company does not control the independents or the affiliates, but receives a fee for the guarantee. The Company has concluded that the independents are variable interest entities, but that the Company is not the primary beneficiary. Specifically, the equity holders of the independents have the power to direct the activities that most significantly impact the entity's economic performance including, but not limited to, decisions about hiring and terminating personnel, local



**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

marketing and promotional initiatives, pricing and selling activities, credit decisions, monitoring and maintaining appropriate inventories, and store hours. Separately, the Company concluded the affiliates are not variable interest entities. The Company's maximum exposure to loss as a result of its involvement with these independents and affiliates is generally equal to the total borrowings subject to the Company's guarantee. While such borrowings of the independents and affiliates are outstanding, the Company is required to maintain compliance with certain covenants, including a maximum debt to capitalization ratio and certain limitations on additional borrowings. At December 31, 2014, the Company was in compliance with all such covenants.

At December 31, 2014, the total borrowings of the independents and affiliates subject to guarantee by the Company were approximately \$284,842,000. These loans generally mature over periods from one to six years. In the event that the Company is required to make payments in connection with guaranteed obligations of the independents or the affiliates, the Company would obtain and liquidate certain collateral (e.g., accounts receivable and inventory) to recover all or a portion of the amounts paid under the guarantee. When it is deemed probable that the Company will incur a loss in connection with a guarantee, a liability is recorded equal to this estimated loss. To date, the Company has had no significant losses in connection with guarantees of independents' and affiliates' borrowings.

As of December 31, 2014 and 2013, the Company has recognized certain assets and liabilities amounting to \$29,000,000 for the guarantees related to the independents' and affiliates' borrowings. These assets and liabilities are included in other assets and other long-term liabilities in the consolidated balance sheets.

**9. Acquisitions**

During 2014, the Company acquired two companies each in the Automotive Group, Office Products Group, and Electrical/Electronic Materials Group and one company in the Industrial Group for approximately \$260,000,000, net of cash acquired. During 2013, the Company acquired one company each in the Automotive Group (including GPC Asia Pacific), Industrial Group, and Electrical/Electronic Materials Group for approximately \$650,000,000, net of cash acquired. During 2012, the Company acquired one company in the Automotive Group (Quaker City Motor Parts Co.) for approximately \$343,000,000, net of cash acquired.

For each acquisition, the Company allocated the purchase price to the assets acquired and the liabilities assumed based on their fair values as of their respective acquisition dates. The results of operations for the acquired companies were included in the Company's consolidated statements of income and comprehensive income beginning on their respective acquisition dates. The Company recorded approximately \$200,000,000, \$950,000,000 and \$230,000,000 of goodwill and other intangible assets associated with the 2014, 2013, and 2012 acquisitions, respectively.

For the 2014 acquisitions, other intangible assets acquired consisted of customer relationships of \$82,000,000 and trademarks of \$28,000,000 with weighted average amortization lives of 18 and 40 years, respectively. For the 2013 acquisitions, other intangible assets acquired consisted of customer relationships of \$235,000,000, trademarks of \$141,000,000, and non-competition agreements of \$4,000,000 with weighted average amortization lives of 15, 40, and 1 years, respectively. For the 2012 acquisitions, other intangible assets acquired consisted of customer relationships of \$108,000,000 and trademarks of \$2,000,000, with weighted average amortization lives of 15 and 40 years, respectively.

Additional disclosures on the 2013 automotive acquisition of GPC Asia Pacific and the 2012 automotive acquisition of Quaker City Motor Parts Co. are provided below.

***GPC Asia Pacific***

The Company acquired a 30% investment in GPC Asia Pacific, formerly known as the Exego Group, for approximately \$166,000,000 effective January 1, 2012. On April 1, 2013, the Company acquired the remaining

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

70% interest in GPC Asia Pacific for approximately \$590,000,000, net of cash acquired of \$70,000,000, and the assumption of approximately \$230,000,000 in debt. The acquisition was financed using a combination of cash on hand and borrowings under existing credit facilities. GPC Asia Pacific, which is headquartered in Melbourne, Australia, is a leading aftermarket distributor of automotive replacement parts and accessories in Australasia, with annual revenues of approximately \$1,100,000,000 and a company-owned store footprint of approximately 480 locations across Australia and New Zealand. This acquisition provides an opportunity for the Company to participate in the ongoing and significant growth opportunities in the Australasian aftermarket.

The Company recognized certain one-time positive purchase accounting pre-tax adjustments of approximately \$33,000,000, or \$0.21 net of taxes on a per share diluted basis, as a result of the acquisition. The net one-time purchase accounting adjustments consisted of a gain of approximately \$59,000,000 related to remeasuring the 30% investment in GPC Asia Pacific held before the business combination to fair value, the post-closing sale of acquired inventory written up to fair value of \$21,000,000 as part of the purchase price allocation, and certain negative adjustments of approximately \$5,000,000.

Prior to the 70% acquisition, the Company accounted for the 30% investment under the equity method of accounting. The acquisition-date fair value of the 30% investment was approximately \$234,000,000 and is included in the measurement of the consideration transferred. The difference between the acquisition-date fair value and the carrying amount of the equity method investment resulted in the recognition of a gain of approximately \$59,000,000 on the acquisition date. The acquisition-date fair value was determined using a market and income approach with the assistance of a third party valuation firm. Both approaches were given equal weight in the conclusion of fair value, which the Company believes is a reasonable approach. For the market approach, the Company utilized companies that are comparable in line of business, size, operating performance, and financial condition to GPC Asia Pacific to develop a market multiple. For the income approach, the Company utilized GPC Asia Pacific's projected cash flows, an appropriate discount rate, and an expected long-term growth rate. For both approaches, the Company applied discounts for lack of control and lack of marketability.

As part of the allocation of purchase price described below, acquired inventory was written up to fair value, which was approximately \$21,000,000 above the cost of the acquired inventory. Based on the inventory turn of the acquired inventories, the entire write-up was recognized in cost of goods sold during 2013.

The net \$54,000,000 of one-time gain and other adjustments are included in the line item selling, administrative and other expenses and the acquired inventory adjustment of \$21,000,000 is included in cost of goods sold in the consolidated statements of income and comprehensive income for the year ended December 31, 2013.

The acquisition date fair value of the consideration transferred totaled approximately \$824,000,000, net of cash acquired of \$70,000,000, which consisted of the following:

	<u>April 1, 2013</u> <u>(In Thousands)</u>
Cash	\$ 590,000
Fair value of 30% investment held prior to business combination	234,000
<b>Total</b>	<b>\$ 824,000</b>

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date.

	<u>April 1, 2013</u>
	<u>(In Thousands)</u>
Trade accounts receivable	\$ 94,000
Merchandise inventory	306,000
Prepaid expenses and other current assets	31,000
Property and equipment	59,000
Intangible assets	347,000
Other assets	24,000
Total identifiable assets acquired	861,000
Current liabilities	(224,000)
Long-term debt	(230,000)
Deferred tax liabilities and other	(125,000)
Total liabilities assumed	(579,000)
Net identifiable assets acquired	282,000
Goodwill	542,000
Net assets acquired	<u>\$ 824,000</u>

The acquired intangible assets of approximately \$347,000,000 were assigned to customer relationships of \$202,000,000, trademarks of \$141,000,000, and non-compete agreements of \$4,000,000, with weighted average amortization lives of 16, 40, and 1 year, respectively, for a total weighted average amortization life of 26 years.

The goodwill recognized as part of the acquisition is not tax deductible and has been assigned to the automotive segment. The goodwill is attributable primarily to expected synergies and the assembled workforce of GPC Asia Pacific.

The amounts of net sales and earnings of GPC Asia Pacific included in the Company's consolidated statements of income and comprehensive income from April 1, 2013 to December 31, 2013 were approximately \$839,000,000 in net sales and net income of \$0.43 on a per share diluted basis, respectively.

The unaudited pro forma consolidated statements of income and comprehensive income of the Company as if GPC Asia Pacific had been included in the consolidated results of the Company for the years ended December 31, 2013 and 2012 would be estimated at \$14,400,000,000 and \$14,100,000,000 in net sales, respectively, and net income of \$4.42 and \$4.53 on a per share diluted basis, respectively. The pro forma information is not necessarily indicative of the results of operations that we would have reported had the transaction actually occurred at the beginning of these periods, nor is it necessarily indicative of future results.

The adjustments to the pro forma amounts include, but are not limited to, applying the Company's accounting policies, amortization related to fair value adjustments to intangible assets, one-time purchase accounting adjustments, interest expense on acquisition related debt, and any associated tax effects.

***Quaker City Motor Parts***

On May 1, 2012 the Company acquired Quaker City Motor Parts Co. ("Quaker City") for \$343,000,000, net of cash acquired. Quaker City, headquartered in Middleton, Delaware, is a long-standing NAPA distributor with

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

annual revenues of approximately \$300,000,000. Quaker City serves approximately 260 auto parts stores, of which approximately 140 are company-owned. The Company funded the acquisition with cash on hand and short-term borrowings under credit facilities.

**10. Segment Data**

The Company's reportable segments consist of automotive, industrial, office products, and electrical/electronic materials. Within the reportable segments, certain of the Company's operating segments are aggregated since they have similar economic characteristics, products and services, type and class of customers, and distribution methods.

The Company's automotive segment distributes replacement parts (other than body parts) for substantially all makes and models of automobiles, trucks, and other vehicles.

The Company's industrial segment distributes a wide variety of industrial bearings, mechanical and fluid power transmission equipment, including hydraulic and pneumatic products, material handling components, and related parts and supplies.

The Company's office products segment distributes a wide variety of office products, computer supplies, office furniture, and business electronics.

The Company's electrical/electronic materials segment distributes a wide variety of electrical/electronic materials, including insulating and conductive materials for use in electronic and electrical apparatus.

Inter-segment sales are not significant. Operating profit for each industry segment is calculated as net sales less operating expenses excluding general corporate expenses, interest expense, equity in income from investees, amortization, and noncontrolling interests. Approximately \$138,900,000, \$193,400,000 and \$115,200,000 of income before income taxes was generated in jurisdictions outside the United States for the years ended December 31, 2014, 2013, and 2012, respectively. Net sales and net long-lived assets by country relate directly to the Company's operations in the respective country. Corporate assets are principally cash and cash equivalents and headquarters' facilities and equipment.

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

For management purposes, net sales by segment exclude the effect of certain discounts, incentives, and freight billed to customers. The line item “other” represents the net effect of the discounts, incentives, and freight billed to customers that are reported as a component of net sales in the Company’s consolidated statements of income and comprehensive income.

	2014	2013	2012	2011	2010
	(In Thousands)				
<b>Net sales:</b>					
Automotive	\$ 8,096,877	\$ 7,489,186	\$ 6,320,882	\$ 6,061,424	\$ 5,608,101
Industrial	4,771,080	4,429,976	4,453,574	4,173,574	3,521,863
Office products	1,802,754	1,638,618	1,686,690	1,689,368	1,641,963
Electrical/electronic materials	739,119	568,872	582,820	557,537	449,770
Other	(68,183)	(48,809)	(30,098)	(23,026)	(14,108)
<b>Total net sales</b>	<b><u>\$15,341,647</u></b>	<b><u>\$14,077,843</u></b>	<b><u>\$13,013,868</u></b>	<b><u>\$12,458,877</u></b>	<b><u>\$11,207,589</u></b>
<b>Operating profit:</b>					
Automotive	\$ 700,386	\$ 641,492	\$ 540,678	\$ 467,806	\$ 421,109
Industrial	370,043	320,720	352,119	337,628	255,616
Office products	133,727	122,492	134,441	134,124	131,746
Electrical/electronic materials	64,884	47,584	50,910	40,663	30,910
<b>Total operating profit</b>	<b><u>1,269,040</u></b>	<b><u>1,132,288</u></b>	<b><u>1,078,148</u></b>	<b><u>980,221</u></b>	<b><u>839,381</u></b>
Interest expense, net	(24,192)	(24,330)	(19,619)	(24,608)	(26,598)
Corporate expense	(90,242)	(34,667)	(26,606)	(58,033)	(46,263)
Intangible asset amortization	(36,867)	(28,987)	(12,991)	(6,774)	(4,737)
<b>Income before income taxes</b>	<b><u>\$ 1,117,739</u></b>	<b><u>\$ 1,044,304</u></b>	<b><u>\$ 1,018,932</u></b>	<b><u>\$ 890,806</u></b>	<b><u>\$ 761,783</u></b>
<b>Assets:</b>					
Automotive	\$ 4,275,298	\$ 4,009,244	\$ 3,411,252	\$ 3,218,931	\$ 3,177,644
Industrial	1,224,735	1,162,697	1,130,877	1,100,024	955,241
Office products	835,592	708,944	731,564	700,720	694,166
Electrical/electronic materials	196,400	156,780	137,237	129,933	113,757
Corporate	327,623	353,276	898,292	773,391	637,871
Goodwill and other intangible assets	1,386,590	1,289,356	497,839	279,775	209,548
<b>Total assets</b>	<b><u>\$ 8,246,238</u></b>	<b><u>\$ 7,680,297</u></b>	<b><u>\$ 6,807,061</u></b>	<b><u>\$ 6,202,774</u></b>	<b><u>\$ 5,788,227</u></b>

**Genuine Parts Company and Subsidiaries**  
**Notes to Consolidated Financial Statements — (Continued)**  
**December 31, 2014**

	2014	2013	2012	2011	2010
	(In Thousands)				
<b>Depreciation and amortization:</b>					
Automotive	\$ 77,645	\$ 76,238	\$ 60,630	\$ 60,252	\$ 63,942
Industrial	9,906	8,751	8,307	7,495	7,208
Office products	10,728	10,166	10,837	9,999	9,737
Electrical/electronic materials	2,658	1,904	1,733	1,554	1,414
Corporate	10,509	7,911	3,885	2,862	2,294
Intangible asset amortization	36,867	28,987	12,991	6,774	4,737
<b>Total depreciation and amortization</b>	<b>\$ 148,313</b>	<b>\$ 133,957</b>	<b>\$ 98,383</b>	<b>\$ 88,936</b>	<b>\$ 89,332</b>
<b>Capital expenditures:</b>					
Automotive	\$ 78,537	\$ 97,735	\$ 67,482	\$ 61,795	\$ 46,888
Industrial	12,442	8,808	13,015	9,851	4,307
Office products	11,135	9,297	16,013	22,036	29,866
Electrical/electronic materials	3,003	1,730	1,029	1,762	1,957
Corporate	2,564	6,493	4,448	8,025	2,361
<b>Total capital expenditures</b>	<b>\$ 107,681</b>	<b>\$ 124,063</b>	<b>\$ 101,987</b>	<b>\$ 103,469</b>	<b>\$ 85,379</b>
<b>Net sales:</b>					
United States	\$12,565,329	\$11,594,713	\$11,299,291	\$10,791,303	\$ 9,793,820
Canada	1,583,075	1,560,799	1,616,921	1,571,733	1,327,552
Australasia	1,133,620	839,353	—	—	—
Mexico	127,806	131,787	127,754	118,867	100,325
Other	(68,183)	(48,809)	(30,098)	(23,026)	(14,108)
<b>Total net sales</b>	<b>\$15,341,647</b>	<b>\$14,077,843</b>	<b>\$13,013,868</b>	<b>\$12,458,877</b>	<b>\$11,207,589</b>
<b>Net long-lived assets:</b>					
United States	\$ 495,452	\$ 503,882	\$ 466,473	\$ 411,193	\$ 398,318
Canada	98,939	99,135	93,496	84,210	80,978
Australasia	65,707	60,614	—	—	—
Mexico	10,004	6,430	6,396	4,801	4,834
<b>Total net long-lived assets</b>	<b>\$ 670,102</b>	<b>\$ 670,061</b>	<b>\$ 566,365</b>	<b>\$ 500,204</b>	<b>\$ 484,130</b>

Annual Report on Form 10-K

Item 15(a)

Financial Statement Schedule II — Valuation and Qualifying Accounts  
Genuine Parts Company and Subsidiaries

	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions(1)	Balance at End of Period
Year ended December 31, 2012:				
Reserves and allowances deducted from asset accounts:				
Allowance for doubtful accounts	\$ 16,916,455	\$ 8,046,605	\$ (5,782,870)	\$ 19,180,190
Year ended December 31, 2013:				
Reserves and allowances deducted from asset accounts:				
Allowance for doubtful accounts	\$ 19,180,190	\$ 8,691,000	\$ (13,448,190)	\$ 14,423,000
Year ended December 31, 2014:				
Reserves and allowances deducted from asset accounts:				
Allowance for doubtful accounts	\$ 14,423,000	\$ 7,192,000	\$ (9,779,000)	\$ 11,836,000

(1) Doubtful accounts written off, net of recoveries.

**ANNUAL REPORT ON FORM 10-K**

**INDEX OF EXHIBITS**

The following exhibits are filed (or furnished, if so indicated) herewith as a part of this Report:

Exhibit 10.27*	Form of Executive Officer Change in Control Agreement.
21	Subsidiaries of the Company.
23	Consent of Independent Registered Public Accounting Firm.
31.1	Certification signed by the Chief Executive Officer pursuant to SEC Rule 13a-14(a).
31.2	Certification signed by the Chief Financial Officer pursuant to SEC Rule 13a-14(a).
32.1	Statement of Chief Executive Officer of Genuine Parts Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
32.2	Statement of Chief Financial Officer of Genuine Parts Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
101	Interactive data files pursuant to Rule 405 of Regulation S-T.

The following exhibits are incorporated by reference as set forth in Item 15 of this Form 10-K:

— 3.1	Amended and Restated Articles of Incorporation of the Company, amended April 23, 2007.
— 3.2	By-Laws of the Company as amended and restated November 18, 2013.
— 4.2	Specimen Common Stock Certificate.

Instruments with respect to long-term debt where the total amount of securities authorized there under does not exceed 10% of the total assets of the Registrant and its subsidiaries on a consolidated basis have not been filed. The Registrant agrees to furnish to the Commission a copy of each such instrument upon request.

— 10.1*	The Genuine Parts Company Tax-Deferred Savings Plan, effective January 1, 1993.
— 10.2*	Amendment No. 1 to the Genuine Parts Company Tax-Deferred Savings Plan, dated June 1, 1996, effective June 1, 1996.
— 10.3*	Amendment No. 2 to the Genuine Parts Company Tax-Deferred Savings Plan, dated April 19, 1999, effective April 19, 1999.
— 10.4*	Amendment No. 3 to the Genuine Parts Company Tax-Deferred Savings Plan, dated November 28, 2001, effective July 1, 2001.
— 10.5*	Amendment No. 4 to the Genuine Parts Company Tax-Deferred Savings Plan, dated June 5, 2003, effective June 5, 2003.
— 10.6*	Amendment No. 5 to the Genuine Parts Company Tax-Deferred Savings Plan, dated December 28, 2005, effective January 1, 2006.
— 10.7*	Amendment No. 6 to the Genuine Parts Company Tax-Deferred Savings Plan, dated November 28, 2007, effective January 1, 2008.
— 10.8*	Amendment No. 7 to the Genuine Parts Company Tax-Deferred Savings Plan, dated November 16, 2010, effective January 1, 2011.
— 10.9*	Amendment No. 8 to the Genuine Parts Company Tax-Deferred Savings Plan, dated December 7, 2012, effective December 7, 2012.
— 10.10*	The Genuine Parts Company Original Deferred Compensation Plan, as amended and restated as of August 19, 1996.



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## [Index to Financial Statements](#)

- 10.11\* Amendment to the Genuine Parts Company Original Deferred Compensation Plan, dated April 19, 1999, effective April 19, 1999.
- 10.12\* Genuine Parts Company Supplemental Retirement Plan, as amended and restated as of January 1, 2009.
- 10.13\* Amendment No. 1 to the Genuine Parts Company Supplemental Retirement Plan, as amended and restated as of January 1, 2009, dated August 16, 2010, effective August 16, 2010.
- 10.14\* Amendment No. 2 to the Genuine Parts Company Supplemental Retirement Plan, as amended and restated as of January 1, 2009, dated November 16, 2010, effective January 1, 2011.
- 10.15\* Amendment No. 3 to the Genuine Parts Company Supplemental Retirement Plan, as amended and restated as of January 1, 2009, dated December 7, 2012, effective December 31, 2013.
- 10.16\* Genuine Parts Company Directors' Deferred Compensation Plan, as amended and restated effective January 1, 2003, and executed November 11, 2003.
- 10.17\* Amendment No. 1 to the Genuine Parts Company Directors' Deferred Compensation Plan, dated November 19, 2007, effective January 1, 2008.
- 10.18\* Amendment No. 2 to the Genuine Parts Company Director's Deferred Compensation Plan, dated December 7, 2012, effective December 7, 2012.
- 10.19\* Description of Director Compensation.
- 10.20\* Genuine Parts Company 1999 Long-Term Incentive Plan, as amended and restated as of November 19, 2001.
- 10.21\* Genuine Parts Company 2006 Long-Term Incentive Plan, effective April 17, 2006.
- 10.22\* Amendment to the Genuine Parts Company 2006 Long-Term Incentive Plan, dated November 20, 2006, effective November 20, 2006.
- 10.23\* Amendment No. 2 to the Genuine Parts Company 2006 Long-Term Incentive Plan, dated November 19, 2007, effective November 19, 2007.
- 10.24\* Genuine Parts Company Performance Restricted Stock Unit Award Agreement.
- 10.25\* Genuine Parts Company Restricted Stock Unit Award Agreement.
- 10.26\* Genuine Parts Company Stock Appreciation Rights Agreement.

\* Indicates management contracts and compensatory plans and arrangements.



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**CHANGE IN CONTROL AGREEMENT**

**BETWEEN**

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**AND**

**GENUINE PARTS COMPANY**

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## CHANGE IN CONTROL AGREEMENT

<b>1. Certain Definitions</b>	1
<b>2. Change in Control</b>	2
<b>3. Employment Period</b>	3
<b>4. Terms of Employment</b>	3
(a) Position and Duties	3
(b) Compensation	4
<b>5. Termination of Employment</b>	5
(a) Death or Disability	5
(b) Cause	6
(c) Good Reason	6
(d) Notice of Termination	7
(e) Date of Termination	7
<b>6. Obligations of the Company upon Termination</b>	8
(a) Termination by Executive for Good Reason; Termination by the Company other than for Cause or Disability	8
(b) Death or Disability	9
(c) Cause; Other than for Good Reason	10
(d) Expiration of Employment Period	10
<b>7. Non-exclusivity of Rights</b>	10
<b>8. Full Settlement; No Mitigation</b>	10
<b>9. Costs of Enforcement</b>	11
<b>10. Mandatory Reduction of Payments in Certain Events</b>	11
<b>11. Confidential Information</b>	12
<b>12. Arbitration</b>	13
<b>13. Successors</b>	13
<b>14. Miscellaneous</b>	13
(a) Governing Law	13
(b) Captions	13

---

(c) Amendments	14
(d) Notices	14
(e) Severability	14
(f) Withholding	14
(g) Waivers	14
(h) Status Before and After Effective Date	14
(i) Indemnification	15
(j) Related Agreements	15
(k) Counterparts	15
<b>15. Code Section 409A</b>	<b>15</b>

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## CHANGE IN CONTROL AGREEMENT

THIS CHANGE IN CONTROL AGREEMENT (the "Agreement") is entered into by and between Genuine Parts Company, a Georgia corporation (the "Company") and ("Executive"), as of the day of 201 .

The Board of Directors of the Company (the "Board"), has determined that it is in the best interests of the Company and its shareholders to assure that the Company will have the continued dedication of Executive, notwithstanding the possibility, threat or occurrence of a Change in Control (as defined below) of the Company. The Board believes it is imperative to diminish the inevitable distraction of Executive by virtue of the personal uncertainties and risks created by a threatened or pending Change in Control and to encourage Executive's full attention and dedication to the Company currently and in the event of any threatened or pending Change in Control, and to provide Executive with compensation and benefits arrangements upon a Change in Control which ensure that the compensation and benefits expectations of Executive will be satisfied. Therefore, in order to accomplish these objectives, the Board has caused the Company to enter into this Agreement.

NOW, THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:

1. Certain Definitions.

(a) The "Effective Date" shall mean the first date during the Change in Control Period (as defined in Section 1(b)) on which a Change in Control (as defined in Section 2) occurs. Anything in this Agreement to the contrary notwithstanding, if a Change in Control occurs and if Executive's employment with the Company is terminated (either by the Company without Cause or by Executive for Good Reason, as provided later in this Agreement) within six (6) months prior to the date on which the Change in Control occurs, and if it is reasonably demonstrated by Executive that such termination of employment (i) was at the request of a third party who has taken steps reasonably calculated to effect a Change in Control or (ii) otherwise arose in connection with or anticipation of a Change in Control, then for all purposes of this Agreement the "Effective Date" shall mean the date immediately prior to the date of such termination of employment.

(b) The "Change in Control Period" shall mean the period commencing on the original date of this Agreement and ending on the third anniversary of the date hereof; provided, however, that commencing on the date one year after the date hereof, and on each annual anniversary of such date (such date and each annual anniversary thereof shall be hereinafter referred to as the "Renewal Date"), unless previously terminated, the Change in Control Period shall be automatically extended so as

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to terminate three years from such Renewal Date, unless at least 60 days prior to the Renewal Date the Company shall give notice to Executive that the Change in Control Period shall not be so extended.

(c) "Code" shall mean the Internal Revenue Code of 1986, as amended from time to time, and includes a reference to the underlying proposed or final regulations.

2. Change in Control. For the purposes of this Agreement, a "Change in Control" shall mean the occurrence of any of the following events:

(a) the acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the 1934 Act) (a "Person") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the 1934 Act) of 20% or more of the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); provided, however, that for purposes of this subsection (a), the following acquisitions shall not constitute a Change in Control: (i) any acquisition by a Person who is on the Effective Date the beneficial owner of 20% or more of the Outstanding Company Voting Securities, (ii) any acquisition directly from the Company, (iii) any acquisition by the Company, (iv) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company, or (v) any acquisition by any corporation pursuant to a transaction which complies with clauses (i), (ii) and (iii) of subsection (c) of this definition; or

(b) individuals who, as of immediately prior to the Effective Date, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by the Company's shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or

(c) consummation of a reorganization, merger, consolidation or share exchange or sale or other disposition of all or substantially all of the assets of the Company (a "Business Combination"), in each case, unless, following such Business Combination, (i) all or substantially all of the individuals and entities who were the beneficial owners of the Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 60% of the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors of the corporation resulting from such Business Combination

(including, without limitation, a corporation which as a result of such transaction owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Company Voting Securities, and (ii) no Person (excluding any corporation resulting from such Business Combination or any employee benefit plan (or related trust) of the Company or such corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 20% or more of the combined voting power of the then outstanding voting securities of such corporation except to the extent that such ownership existed prior to the Business Combination, and (iii) at least a majority of the members of the board of directors of the corporation resulting from such Business Combination were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board, providing for such Business Combination; or

(d) approval by the shareholders of the Company of a complete liquidation or dissolution of the Company.

3. Employment Period. The Company hereby agrees to continue Executive in its employ, and Executive hereby agrees to remain in the employ of the Company subject to the terms and conditions of this Agreement, for the period commencing on the Effective Date and ending on the second anniversary of such date (the "Employment Period").

4. Terms of Employment.

(a) Position and Duties.

(i) During the Employment Period, (A) Executive's position (including status, offices, titles and reporting requirements), authority, duties and responsibilities shall be at least commensurate in all material respects with the most significant of those held, exercised and assigned at any time during the 120-day period immediately preceding the Effective Date, and (B) Executive's services shall be performed at the location where Executive was employed immediately preceding the Effective Date or any office or location less than 50 miles from such location.

(ii) During the Employment Period, and excluding any periods of vacation and sick leave to which Executive is entitled, Executive agrees to devote reasonable attention and time during normal business hours to the business and affairs of the Company and, to the extent necessary to discharge the responsibilities assigned to Executive hereunder, to use Executive's reasonable best efforts to perform faithfully and efficiently such responsibilities. During the Employment Period it shall not be a violation of this Agreement for Executive to (A) serve on corporate, civic or charitable boards or committees, (B) deliver lectures, fulfill speaking engagements or teach at educational institutions and (C) manage personal investments, so long as such activities do not



significantly interfere with the performance of Executive's responsibilities as an employee of the Company in accordance with this Agreement. It is expressly understood and agreed that to the extent that any such activities have been conducted by Executive prior to the Effective Date, the continued conduct of such activities (or the conduct of activities similar in nature and scope thereto) subsequent to the Effective Date shall not thereafter be deemed to interfere with the performance of Executive's responsibilities to the Company.

(b) Compensation.

(i) Base Salary. During the Employment Period, Executive shall receive an annual base salary ("Annual Base Salary") at a rate at least equal to the rate of base salary in effect on the date of this Agreement or, if greater, on the Effective Date, paid or payable (including any base salary which has been earned but deferred) to Executive by the Company and its affiliated companies. During the Employment Period, the Annual Base Salary shall be reviewed no more than 12 months after the last salary increase awarded to Executive prior to the Effective Date and thereafter at least annually. Any increase in Annual Base Salary shall not serve to limit or reduce any other obligation to Executive under this Agreement. Annual Base Salary shall not be reduced after any such increase and the term Annual Base Salary as used in this Agreement shall refer to Annual Base Salary as so increased. As used in this Agreement, the term "affiliated companies" shall include any company controlled by, controlling or under common control with the Company.

(ii) Annual Bonus. In addition to Annual Base Salary, Executive shall be awarded for each fiscal year ending during the Employment Period an annual target bonus opportunity in cash at least equal (expressed as a percentage of salary) to Executive's target bonus opportunity for the last full fiscal year prior to the Effective Date (annualized in the event that Executive was not employed by the Company for the whole of such fiscal year) (the "Target Annual Bonus").

(iii) Incentive, Savings and Retirement Plans. During the Employment Period, Executive shall be entitled to participate in all incentive, savings and retirement plans, practices, policies and programs applicable generally to other peer executives of the Company and its affiliated companies, but in no event shall such plans, practices, policies and programs provide Executive with incentive opportunities, savings opportunities and retirement benefit opportunities, in each case, less favorable, in the aggregate, than the most favorable of those provided by the Company and its affiliated companies for Executive under such plans, practices, policies and programs as in effect at any time during the 120-day period immediately preceding the Effective Date or if more favorable to Executive, those provided generally at any time after the Effective Date to other peer executives of the Company and its affiliated companies.

(iv) Welfare Benefit Plans. During the Employment Period, Executive and/or Executive's eligible dependents, as the case may be, shall be eligible for participation in and shall receive all benefits under welfare benefit plans, practices, policies and programs provided by the Company and its affiliated companies (including, without limitation, medical, prescription, dental, disability, employee life, group life, accidental death, vision, employee assistance program, flexible spending accounts and business travel accident insurance plans and programs) to the extent applicable generally to other peer executives of the Company and its affiliated companies, but in no event shall such plans, practices, policies and programs provide Executive with benefits which are less favorable, in the aggregate, than the most favorable of such plans, practices, policies and programs in effect for Executive at any time during the 120-day period immediately preceding the Effective Date or, if more favorable to Executive, those provided generally at any time after the Effective Date to other peer executives of the Company and its affiliated companies. Notwithstanding the foregoing, the Company reserves the right to limit the Executive's participation in any welfare benefit plan and to take any action it deems appropriate under rules uniformly applicable to similarly situated Executives who are also participants in such plans, to ensure compliance with the nondiscrimination requirements imposed by the Code.

(v) Expenses, Fringe Benefits and Paid Time Off. During the Employment Period, Executive shall be entitled to expense reimbursement, fringe benefits and paid time off in accordance with the most favorable plans, practices, programs and policies of the Company and its affiliated companies in effect for Executive at any time during the 120-day period immediately preceding the Effective Date or, if more favorable to Executive, as in effect generally at any time thereafter with respect to other peer executives of the Company and its affiliated companies.

#### 5. Termination of Employment.

(a) Death or Disability. Executive's employment shall terminate automatically upon Executive's death during the Employment Period. If the Company determines in good faith that the Disability of Executive has occurred during the Employment Period (pursuant to the definition of Disability set forth below), it may give to Executive written notice of its intention to terminate Executive's employment. In such event, Executive's employment with the Company shall terminate effective on the 30th day after receipt of such written notice by Executive (the "Disability Effective Date"), provided that, within the 30 days after such receipt, Executive shall not have returned to full-time performance of Executive's duties. For purposes of this Agreement, "Disability" has the meaning assigned such term in the Company's long-term disability plan, from time to time in effect. At the request of Executive or his personal representative, the Board's determination that the Disability of Executive has occurred shall be certified by two physicians mutually agreed upon by Executive, or his personal representative, and the Company. Failing such independent certification (if so requested by Executive), Executive's termination shall be deemed a termination by the Company without Cause and not a termination by reason of his Disability.

(b) Cause. The Company may terminate Executive's employment during the Employment Period for Cause or without Cause. For purposes of this Agreement, a termination shall be considered to be for "Cause" if it occurs in conjunction with a determination by the Board that Executive has committed or engaged in either (i) any act that constitutes, on the part of Executive, fraud, dishonesty, breach of fiduciary duty, misappropriation, embezzlement or gross misfeasance of duty; (ii) willful disregard of published Company policies and procedures or codes of ethics; or (iii) conduct by Executive in his office with the Company that is grossly inappropriate and demonstrably likely to lead to material injury to the Company, as determined by the Board acting reasonably and in good faith; provided, that in the case of (ii) or (iii) above, such conduct shall not constitute "Cause" unless the Board shall have delivered to Executive notice setting forth with specificity (A) the conduct deemed to qualify as "Cause", (B) reasonable action, if any, that would remedy such objection, and (C) a reasonable time (not less than 30 days) within which Executive may take such remedial action, and Executive shall not have taken such specified remedial action within the specified time.

(c) Good Reason. Executive's employment may be terminated by Executive for Good Reason or without Good Reason. For purposes of this Agreement, "Good Reason" shall mean, without the written consent of Executive:

(i) a material diminution in the Executive's authority, duties or responsibilities, excluding for this purpose an isolated, insubstantial and inadvertent action not taken in bad faith and which is remedied by the Company promptly after receipt of notice thereof given by Executive;

(ii) a material reduction by the Company in Executive's Base Salary or Target Annual Bonus, as in effect immediately prior to the Effective Date, as the same may be increased from time to time;

(iii) any failure by the Company to comply with any of the other provisions of Section 4(b) of this Agreement, other than an isolated, insubstantial and inadvertent failure not occurring in bad faith and which is remedied by the Company promptly after receipt of notice thereof given by Executive;

(iv) the Company's requiring Executive to be based at any office or location other than as provided in Section 4(a)(i)(B) hereof;

(v) any failure by the Company to comply with and satisfy Section 13(c) of this Agreement; or

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(vi) the material breach by the Company of any other provision of this Agreement;

Good Reason shall not include Executive's death or Disability. Executive's continued employment shall not constitute consent to, or a waiver of rights with respect to, any circumstance constituting Good Reason hereunder. A termination by Executive shall not constitute termination for Good Reason unless Executive shall first have delivered to the Company, within 90 days of the occurrence of the event giving rise to Good Reason, written notice setting forth with specificity the occurrence deemed to give rise to a right to terminate for Good Reason, and there shall have passed a reasonable time (not less than 60 days) within which the Company may take action to correct, rescind or otherwise substantially reverse the occurrence supporting termination for Good Reason as identified by Executive.

(d) Notice of Termination. Any termination by the Company or Executive shall be communicated by Notice of Termination to the other party hereto given in accordance with Section 14(d) of this Agreement. For purposes of this Agreement, a "Notice of Termination" means a written notice which (i) indicates the specific termination provision in this Agreement relied upon, (ii) to the extent applicable, sets forth in reasonable detail the facts and circumstances claimed to provide a basis for termination of Executive's employment under the provision so indicated, and (iii) if the Date of Termination (as defined below) is other than the date of receipt of such notice, specifies the termination date. The failure by Executive or the Company to set forth in the Notice of Termination any fact or circumstance which contributes to a showing of Good Reason or Cause shall not waive any right of Executive or the Company, respectively, hereunder or preclude Executive or the Company, respectively, from asserting such fact or circumstance in enforcing Executive's or the Company's rights hereunder.

(e) Date of Termination. "Date of Termination" means (i) if the Executive's employment is terminated by the Executive for Good Reason, the date specified in the Notice of Termination, which may not be less than 60 days after the date of delivery of the Notice of Termination; provided that the Company may specify any earlier Date of Termination, (ii) if the Executive's employment is terminated by the Company for Cause, the date specified in the Notice of Termination, which in the case of a termination for Cause as defined in Section 5(b)(ii) and (iii) may not be less than 30 days after the date of delivery of the Notice of Termination, (iii) if the Executive's employment is terminated by the Company other than for Cause or Disability, the Date of Termination shall be the date on which the Company notifies the Executive of such termination or any later date specified in such notice, and (iv) if the Executive's employment is terminated by reason of death or Disability, the Date of Termination shall be the date of death or the Disability Effective Date, as the case may be.

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6. Obligations of the Company upon Termination.

(a) Termination by Executive for Good Reason; Termination by the Company other than for Cause or Disability. If, during the Employment Period the Company shall terminate Executive's employment other than for Cause or Disability, or Executive shall terminate employment for Good Reason, then and, with respect to the payments and benefits described in clauses (i)(B) and (ii) below, only if within 45 days after the Date of Termination Executive executes a Release in substantially the form of Exhibit A hereto (the "Release") and such release shall not have been revoked:

(i) the Company shall pay to Executive in a single lump sum cash payment within 60 days after the Date of Termination (or any later date that may be required pursuant to Section 15 hereof), the aggregate of the following amounts:

A. the sum of (1) Executive's Annual Base Salary through the Date of Termination to the extent not theretofore paid, (2) the product of (x) the Executive's Target Annual Bonus for the year in which the Date of Termination occurs, and (y) a fraction, the numerator of which is the number of days in the current fiscal year through the Date of Termination, and the denominator of which is 365, and (3) any accrued vacation pay to the extent not theretofore paid (the sum of the amounts described in clauses (1), (2) and (3) shall be hereinafter referred to as the "Accrued Obligations"); and

B. a severance payment (the "Severance Payment") equal to [three][two] times the sum of (x) Executive's Annual Base Salary as in effect immediately prior to the Date of Termination, and (y) the average of the annual bonuses paid to Executive for the three years prior to the year in which the Date of Termination occurs, or any lesser number of years if Executive has been employed by the Company for less than three full years; and

(ii) the Company shall continue to provide the same level of group health coverage maintained by the Executive on the Date of Termination for up to 24 months from the Date of Termination (the "Welfare Benefits Continuation Period") provided the Executive makes a timely COBRA election. For purposes of this section 6(a)(ii), group health coverage means any of the following coverages maintained by the Executive on the Date of Termination: medical, dental, vision, or employee assistance benefits under the group health plan(s) sponsored by the Company covering the Executive and his dependents. Such group health coverage is subject to any modifications made to the same group health coverage provided to similarly situated employees, including but not limited to termination of the group health plans sponsored by the Company.

During the first 18-months of the Welfare Benefits Continuation Period (the "COBRA Period"), the Company shall be responsible for the employer-portion of such group health coverage that is self-funded, and the Executive shall be responsible for any

required participant contributions, each determined in the same manner as contributions for similarly situated active employees. During the last six months of the Welfare Benefits Continuation Period (the "Extension Period"), the Executive shall pay the full cost of any self-funded group health coverage, and the Company shall pay to the Executive on the first day of each month during the Extension Period, a payment equal to the monthly cost of such self-funded group health coverage minus the monthly contribution required from similarly situated active employees. The cost of the self-funded group health coverage will be the monthly cost as determined by the Company in accordance with reasonably acceptable means, which shall equal the "applicable premium" under COBRA for such benefits for the applicable year. All payments by the Company during the Extension Period shall be considered taxable income to the Executive.

The Welfare Benefits Continuation Period shall run concurrently with the applicable COBRA period. If the Executive exhausts his maximum COBRA coverage prior to the end of Welfare Benefits Continuation Period, the Company shall provide the Executive with access to employer-sponsored coverage for the remainder of the 24-month period. The Company, in its sole discretion, may terminate such group health coverage before the end of the 24-months if: (1) the Executive's or dependent's coverage would otherwise end before the maximum COBRA continuation period under COBRA; or (2) the Executive's or dependent's coverage would be terminated if the Executive were an active employee. Notwithstanding anything in this Agreement to the contrary, all payments by the Company for such extended group health coverage during the first 18-months of the Welfare Benefits Continuation Period shall be imputed as income to Executive and any contributions from the Executive will be made on an after-tax basis.

(iii) the terms and conditions of the Company's long-term incentive plans and any applicable award agreements thereunder shall control with respect to the vesting of any equity or long-term cash incentive awards thereunder then held by Executive; and

(iv) To the extent not theretofore paid or provided, the Company shall timely pay or provide to Executive any other amounts or benefits required to be paid or provided or which Executive is eligible to receive under any plan, program, policy or practice or contract or agreement of the Company and its affiliated companies (such other amounts and benefits shall be hereinafter referred to as the "Other Benefits").

(b) Death or Disability. If Executive's employment is terminated by reason of Executive's death or Disability during the Employment Period, this Agreement shall terminate without further obligations to Executive or Executive's legal representatives under this Agreement, other than for payment of Accrued Obligations and the timely payment or provision of Other Benefits. Accrued Obligations shall be paid to Executive or Executive's estate or beneficiary, as applicable, in a lump sum in cash within 30 days of the Date of Termination. With respect to the provision of Other Benefits, the term Other Benefits as used in this Section 6(b) shall include without

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limitation, and Executive or Executive's estate and/or beneficiaries shall be entitled to receive, benefits under such plans, programs, practices and policies relating to death or disability benefits, if any, as are applicable to Executive on the Date of Termination.

(c) Cause: Other than for Good Reason. If Executive's employment shall be terminated for Cause during the Employment Period, this Agreement shall terminate without further obligations to Executive other than the obligation to pay to Executive (i) his Annual Base Salary through the Date of Termination and any accrued vacation pay to the extent then unpaid, and (ii) any Other Benefits, in each case to the extent then unpaid. If Executive voluntarily terminates employment during the Employment Period, excluding a termination for Good Reason, this Agreement shall terminate without further obligations to Executive, other than for Accrued Obligations and the timely payment or provision of Other Benefits. In each such case, all Accrued Obligations shall be paid to Executive in a lump sum in cash within 30 days of the Date of Termination.

(d) Expiration of Employment Period. If Executive's employment shall be terminated due to the normal expiration of the Employment Period, this Agreement shall terminate without further obligations to Executive, other than for payment of Accrued Obligations and the timely payment or provision of Other Benefits. In such case, all Accrued Obligations shall be paid to Executive in a lump sum in cash within 30 days of the Date of Termination. If Executive's employment is not terminated upon the normal expiration of the Employment Period, he shall continue as an at-will employee of the Company and this Agreement shall be of no further force or effect.

7. Non-exclusivity of Rights. Nothing in this Agreement shall prevent or limit Executive's continuing or future participation in any plan, program, policy or practice provided by the Company or any of its affiliated companies and for which Executive may qualify, nor, subject to Section 14(j), shall anything herein limit or otherwise affect such rights as Executive may have under any contract or agreement with the Company or any of its affiliated companies. Amounts which are vested benefits or which Executive is otherwise entitled to receive under any plan, policy, practice or program of or any contract or agreement with the Company or any of its affiliated companies at or subsequent to the Date of Termination shall be payable in accordance with such plan, policy, practice or program or contract or agreement except as explicitly modified by this Agreement.

8. Full Settlement; No Mitigation. The Company's obligation to make the payments provided for in this Agreement and otherwise to perform its obligations hereunder shall not be affected by any set-off, counterclaim, recoupment, defense or other claim, right or action which the Company may have against Executive or others. In no event shall Executive be obligated to seek other employment or take any other action by way of mitigation of the amounts payable to Executive under any of the provisions of this Agreement and such amounts shall not be reduced whether or not Executive obtains other employment.

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## 9. Costs of Enforcement.

(a) The Company shall reimburse Executive, on a current basis, for all reasonable legal fees and related expenses incurred by Executive in contesting or disputing any termination of Executive's employment after the Effective Date, or Executive's seeking to obtain or enforce any right or benefit provided by this Agreement, in each case, regardless of whether or not Executive's claim is upheld by an arbitral panel or a court of competent jurisdiction; provided, however, Executive shall be required to repay to the Company any such amounts to the extent that an arbitral panel or a court issues a final and non-appealable order, judgment, decree or award setting forth the determination that the position taken by Executive was frivolous or advanced by Executive in bad faith. All such payments shall be made within five (5) business days after delivery of Executive's respective written requests for payment accompanied with such evidence of fees and expenses incurred as the Company reasonably may require, but in any event no later than December 31 of the year following the calendar year in which the expense was incurred.

(b) In addition, Executive shall be entitled to be paid all reasonable legal fees and expenses, if any, incurred in connection with any tax audit or proceeding to the extent attributable to the application of Section 4999 of the Code to any payment or benefit hereunder. Such reimbursement of expenses shall be made on a current basis, as incurred, and in no event later than December 31 of the year following the calendar year in which the taxes that are the subject of the audit or proceeding are remitted to the taxing authority, or where as a result of such audit or proceeding no taxes are remitted, December 31 of the year following the calendar year in which the audit is completed or there is a final and nonappealable settlement or other resolution of the proceeding.

(c) The amount reimbursable by the Company under this Section 9 in any one calendar year shall not affect the amount reimbursable in any other calendar year. Executive's rights pursuant to this Section 9 shall expire at the end of five years after the date of termination and shall not be subject to liquidation or exchange for another benefit.

## 10. Mandatory Reduction of Payments in Certain Events.

(a) Anything in this Agreement to the contrary notwithstanding, in the event it shall be determined that any payment or distribution by the Company to or for the benefit of Executive (whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise) (a "Payment") would be subject to the excise tax imposed by Section 4999 of the Code (the "Excise Tax"), then, prior to the making of any Payment to Executive, a calculation shall be made comparing (i) the net benefit to Executive of the Payment after payment of the Excise Tax, to (ii) the net benefit to



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Executive if the Payment had been limited to the extent necessary to avoid being subject to the Excise Tax. If the amount calculated under (i) above is less than the amount calculated under (ii) above, then the Payment shall be limited to the extent necessary to avoid being subject to the Excise Tax (the “Reduced Amount”). The reduction of the Payments due hereunder, if applicable, shall be made by first reducing cash Payments and then, to the extent necessary, reducing those Payments having the next highest ratio of Parachute Value to actual present value of such Payments as of the date of the Change in Control, as determined by the Determination Firm (as defined in Section 10(b) below). For purposes of this Section 10, present value shall be determined in accordance with Section 280G(d)(4) of the Code. For purposes of this Section 10, the “Parachute Value” of a Payment means the present value as of the date of the Change in Control of the portion of such Payment that constitutes a “parachute payment” under Section 280G(b)(2) of the Code, as determined by the Determination Firm for purposes of determining whether and to what extent the Excise Tax will apply to such Payment.

(b) The determination of whether an Excise Tax would be imposed, the amount of such Excise Tax, and the calculation of the amounts referred to Section 10(a)(i) and (ii) above shall be made by an independent, nationally recognized accounting firm or compensation consulting firm mutually acceptable to the Company and Executive (the “Determination Firm”) which shall provide detailed supporting calculations. Any determination by the Determination Firm shall be binding upon the Company and Executive. As a result of the uncertainty in the application of Section 4999 of the Code at the time of the initial determination by the Determination Firm hereunder, it is possible that Payments which Executive was entitled to, but did not receive pursuant to Section 10(a), could have been made without the imposition of the Excise Tax (“Underpayment”). In such event, the Determination Firm shall determine the amount of the Underpayment that has occurred and any such Underpayment shall be promptly paid by the Company to or for the benefit of Executive but no later than March 15 of the year after the year in which the Underpayment is determined to exist, which is when the legally binding right to such Underpayment arises.

(c) In the event that the provisions of Code Section 280G and 4999 or any successor provisions are repealed without succession, this Section 10 shall be of no further force or effect.

11. Confidential Information. Executive shall hold in a fiduciary capacity for the benefit of the Company all secret or confidential information, knowledge or data relating to the Company or any of its affiliated companies, and their respective businesses, which shall have been obtained by Executive during Executive’s employment by the Company or any of its affiliated companies. After termination of Executive’s employment with the Company, Executive shall not, without the prior written consent of the Company or as may otherwise be required by law or legal process, communicate or

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divulge any such information, knowledge or data to anyone other than the Company and those designated by it. It is understood, however, that the obligations of this Section 11 shall not apply to the extent that the aforesaid matters (i) are disclosed in circumstances where Executive is legally required to do so or (ii) become generally known to and available for use by the public other than by acts by Executive or representatives of Executive in violation of this Agreement.

12. Arbitration. Any dispute or controversy arising under or in connection with this Agreement shall be settled exclusively by arbitration in the State of Georgia by three arbitrators in accordance with the rules of the Employment Dispute Rules of the American Arbitration Association and the Federal Arbitration Act, 9 U.S.C. §1, *et. seq.* Judgment may be entered on the arbitrators' award in any court having jurisdiction. Except as provided in Section 9, the Company shall bear all costs and expenses arising in connection with any arbitration proceeding pursuant to this Section 12.

13. Successors.

(a) This Agreement is personal to Executive and without the prior written consent of the Company shall not be assignable by Executive otherwise than by will or the laws of descent and distribution. This Agreement shall inure to the benefit of and be enforceable by Executive's legal representatives.

(b) This Agreement shall inure to the benefit of and be binding upon the Company and its successors and assigns.

(c) The Company will require any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business and/or assets of the Company to assume expressly and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform it if no such succession had taken place. As used in this Agreement, "Company" shall mean the Company as hereinbefore defined and any successor to its business and/or assets as aforesaid which assumes and agrees to perform this Agreement by operation of law, or otherwise.

14. Miscellaneous.

(a) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Georgia, without reference to principles of conflict of laws.

(b) Captions. The captions of this Agreement are not part of the provisions hereof and shall have no force or effect.

(c) Amendments. This Agreement may not be amended or modified otherwise than by a written agreement executed by the parties hereto or their respective successors and legal representatives.

(d) Notices. All notices and other communications hereunder shall be in writing and shall be given by hand delivery to the other party or by registered or certified mail, return receipt requested, postage prepaid, addressed as follows:

If to Executive:                   the address set forth below  
  under Executive's signature

If to the Company:           Genuine Parts Company  
  2999 Circle 75 Parkway  
  Atlanta, Georgia 30339  
  Attention: Chairman of the Board  
  Copy to: Corporate Secretary

or to such other address as either party shall have furnished to the other in writing in accordance herewith. Notice and communications shall be effective when actually received by the addressee.

(e) Severability. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, and the Agreement shall be construed in all respects as if the invalid or unenforceable provision were omitted.

(f) Withholding. The Company may withhold from any amounts payable under this Agreement such federal, state, local or foreign taxes as shall be required to be withheld pursuant to any applicable law or regulation.

(g) Waivers. Executive's or the Company's failure to insist upon strict compliance with any provision of this Agreement or the failure to assert any right Executive or the Company may have hereunder, shall not be deemed to be a waiver of such provision or right or any other provision or right of this Agreement.

(h) Status Before and After Effective Date. Executive and the Company acknowledge that, except as may otherwise be provided under any other written agreement between Executive and the Company, the employment of Executive by the Company is "at will" and, subject to Section 1(a) hereof, Executive's employment and/or this Agreement may be terminated by either Executive or the Company at any time prior to the Effective Date, in which case Executive shall have no further rights under this Agreement. From and after the Effective Date this Agreement shall supersede any other agreement between the parties with respect to the subject matter hereof.

(i) Indemnification. Executive shall be entitled to the benefits of the indemnity provided by the Company's certificate of incorporation, bylaws, or otherwise immediately prior to Effective Date, or any greater rights to indemnification thereafter provided to executive officers of the Company, and any subsequent changes to the certificate of incorporation, bylaws, or otherwise reducing the indemnity granted to such Executive shall not affect the rights granted hereunder. The Company may not reduce these indemnity benefits confirmed to Executive hereunder without the written consent of Executive.

(j) Related Agreements. To the extent that any provision of any other agreement between the Company and Executive shall limit, qualify or be inconsistent with any provision of this Agreement, then for purposes of this Agreement, while the same shall remain in force, the provisions of this Agreement shall control and such provision of such other agreement shall be deemed to have been superseded, and to be of no force and effect, as if such other agreement had been formally amended to the extent necessary to accomplish such purpose.

(k) Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed to be an original but all of which together will constitute one and the same instrument.

#### 15. Code Section 409A.

(a) General. This Agreement shall be interpreted and administered in a manner so that any amount or benefit payable hereunder shall be paid or provided in a manner that is either exempt from or compliant with the requirements Section 409A of the Code and applicable Internal Revenue Service guidance and Treasury Regulations issued thereunder (and any applicable transition relief under Section 409A of the Code). Nevertheless, the tax treatment of the benefits provided under the Agreement is not warranted or guaranteed. Neither the Company nor its directors, officers, employees or advisers shall be held liable for any taxes, interest, penalties or other monetary amounts owed by Executive as a result of the application of Section 409A of the Code.

(b) Definitional Restrictions. Notwithstanding anything in this Agreement to the contrary, to the extent that any amount or benefit that would constitute non-exempt "deferred compensation" for purposes of Section 409A of the Code ("Non-Exempt Deferred Compensation") would otherwise be payable or distributable hereunder, or a different form of payment of such Non-Exempt Deferred Compensation would be effected, by reason of a Change in Control or Executive's Disability or termination of employment, such Non-Exempt Deferred Compensation will not be payable or distributable to Executive, and/or such different form of payment will not be effected, by reason of such circumstance unless the circumstances giving rise to such Change in Control, Disability or termination of employment, as the case may be, meet any description or definition of "change in control event", "disability" or "separation from

service”, as the case may be, in Section 409A of the Code and applicable regulations (without giving effect to any elective provisions that may be available under such definition). This provision does not prohibit the *vesting* of any Non-Exempt Deferred Compensation upon a Change in Control, Disability or termination of employment, however defined. If this provision prevents the payment or distribution of any Non-Exempt Deferred Compensation, such payment or distribution shall be made on the date, if any, on which an event occurs that constitutes a Section 409A-compliant “change in control event”, “disability” or “separation from service,” as the case may be, or such later date as may be required by subsection (c) below. If this provision prevents the application of a different form of payment of any amount or benefit, such payment shall be made in the same form as would have applied absent such designated event or circumstance.

(c) Six-Month Delay in Certain Circumstances. Notwithstanding anything in this Agreement to the contrary, if any amount or benefit that would constitute Non-Exempt Deferred Compensation would otherwise be payable or distributable under this Agreement by reason of Executive’s separation from service during a period in which he is a Specified Employee (as defined below), then, subject to any permissible acceleration of payment by the Company under Treas. Reg. Section 1.409A-3(j)(4)(ii) (domestic relations order), (j)(4)(iii) (conflicts of interest), or (j)(4)(vi) (payment of employment taxes):

(i) the amount of such Non-Exempt Deferred Compensation that would otherwise be payable during the six-month period immediately following Executive’s separation from service will be accumulated through and paid or provided on the first day of the seventh month following Executive’s separation from service (or, if Executive dies during such period, within 30 days after Executive’s death) (in either case, the “Required Delay Period”); and

(ii) the normal payment or distribution schedule for any remaining payments or distributions will resume at the end of the Required Delay Period.

For purposes of this Agreement, the term “Specified Employee” has the meaning given such term in Code Section 409A and the final regulations thereunder; *provided, however*, that the Company’s Specified Employees and its application of the six-month delay rule of Code Section 409A(a)(2)(B)(i) shall be determined in accordance with rules adopted by the Board or a committee thereof, which shall be applied consistently with respect to all nonqualified deferred compensation arrangements of the Company, including this Agreement.

(d) Treatment of Installment Payments. Each payment of termination benefits under Section 6 of this Agreement, including, without limitation, each installment payment and each payment or reimbursement of premiums for continued medical, dental or life insurance coverage under Section 6(a)(ii), shall be considered a separate payment, as described in Treas. Reg. Section 1.409A-2(b)(2), for purposes of Section 409A of the Code.

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(e) Timing of Release of Claims. Whenever in this Agreement a payment or benefit is conditioned on Executive's execution of a release of claims, such release must be executed and all revocation periods shall have expired within 60 days after the Date of Termination; failing which such payment or benefit shall be forfeited. If such payment or benefit constitutes Non-Exempt Deferred Compensation, then, subject to subsection (c) above, such payment or benefit (including any installment payments) that would have otherwise been payable during such 60-day period shall be accumulated and paid on the 60th day after the Date of Termination provided such release shall have been executed and such revocation periods shall have expired. If such payment or benefit is exempt from Section 409A of the Code, the Company may elect to make or commence payment at any time during such 60-day period.

(f) Timing of Reimbursements and In-kind Benefits. If Executive is entitled to be paid or reimbursed for any taxable expenses under Sections 4(b)(v), 6(a)(ii) or 6(a)(iv), and such payments or reimbursements are includible in Executive's federal gross taxable income, the amount of such expenses reimbursable in any one calendar year shall not affect the amount reimbursable in any other calendar year, and the reimbursement of an eligible expense must be made no later than December 31 of the year after the year in which the expense was incurred. No right of Executive to reimbursement of expenses under Sections 4(b)(v), 6(a)(ii) or 6(a)(iv) shall be subject to liquidation or exchange for another benefit.

(g) Permitted Acceleration. The Company shall have the sole authority to make any accelerated distribution permissible under Treas. Reg. section 1.409A-3(j)(4) to Executive of deferred amounts, provided that such distribution(s) meets the requirements of Treas. Reg. section 1.409A-3(j)(4).

IN WITNESS WHEREOF, Executive has hereunto set Executive's hand and, pursuant to the authorization from its Board of Directors, the Company has caused these presents to be executed in its name on its behalf, all as of the day and year first above written.

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[Executive]

Address:

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By: \_\_\_\_\_

EXHIBIT A  
Form of Release

This Release is granted effective as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, by \_\_\_\_\_ (“Executive”) in favor of Genuine Parts Company (the “Company”). This is the Release referred to that certain Employment Agreement effective as of \_\_\_\_\_, 20\_\_\_\_ by and between the Company and Executive (the “Employment Agreement”). Executive gives this Release in consideration of the Company’s promises and covenants as recited in the Employment Agreement, with respect to which this Release is an integral part.

1. Release of the Company. Executive, for himself, his successors, assigns, attorneys, and all those entitled to assert his rights, now and forever hereby releases and discharges the Company and its respective officers, directors, stockholders, trustees, employees, agents, parent corporations, subsidiaries, affiliates, estates, successors, assigns and attorneys (“the Released Parties”), from any and all claims, actions, causes of action, sums of money due, suits, debts, liens, covenants, contracts, obligations, costs, expenses, damages, judgments, agreements, promises, demands, claims for attorney’s fees and costs, or liabilities whatsoever, in law or in equity, which Executive ever had or now has against the Released Parties, including, without limitation, any claims arising by reason of or in any way connected with any employment relationship which existed between the Company or any of its parents, subsidiaries, affiliates, or predecessors, and Executive. It is understood and agreed that this Release is intended to cover all actions, causes of action, claims or demands for any damage, loss or injury, whether known or unknown, of any nature whatsoever, including those which may be traced either directly or indirectly to the aforesaid employment relationship, or the termination of that relationship, that Executive has, had or purports to have, from the beginning of time to the date of this Release, and including but not limited to claims for employment discrimination under federal or state law, except as provided in Paragraph 2; claims arising under the Age Discrimination in Employment Act, 29 U.S.C. § 621, et seq., Title VII of the Civil Rights Act, 42 U.S.C. § 2000(e), et seq. or the Americans With Disabilities Act, 42 U.S.C. § 12101 et seq.; claims for statutory or common law wrongful discharge, claims arising under the Fair Labor Standards Act, 29 U.S.C. § 201 et seq.; claims for attorney’s fees, expenses and costs; claims for defamation; claims for emotional distress; claims for wages or vacation pay; claims for benefits, including any claims arising under the Executive Retirement Income Security Act, 29 U.S.C. § 1001, et seq.; and claims under any other applicable federal, state or local laws or legal concepts; provided, however, that nothing herein shall release the Company of any indemnification obligations to Executive under the Company’s bylaws, certificate of incorporation, Delaware law or otherwise.

2. Release of Claims Under Age Discrimination in Employment Act. Without limiting the generality of the foregoing, Executive agrees that by executing this Release, he has released and waived any and all claims he has or may have as of the date of this Release for age discrimination under the Age Discrimination in Employment Act, 29 U.S.C. § 621, et seq. Executive acknowledges and agrees that he has been, and hereby



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is, advised by the Company to consult with an attorney prior to executing this Release. Executive further acknowledges and agrees that the Company has offered Executive the opportunity, before executing this Release, to consider this Release for a period of twenty-one (21) calendar days; and that the consideration he receives for this Release is in addition to amounts to which he was already entitled. It is further understood that this Release is not effective until seven (7) calendar days after the execution of this Release and that Executive may revoke this Release within seven (7) calendar days from the date of execution hereof.

3. Non-Admission. It is understood and agreed by Executive that the payment made to him is not to be construed as an admission of any liability whatsoever on the part of the Company or any of the other Releasees, by whom liability is expressly denied.

4. Acknowledgement and Revocation Period. Executive agrees that he has carefully read this Release and is signing it voluntarily. Executive acknowledges that he has had twenty one (21) days from receipt of this Release to review it prior to signing or that, if Executive is signing this Release prior to the expiration of such 21-day period, Executive is waiving his right to review the Release for such full 21-day period prior to signing it. Executive has the right to revoke this release within seven (7) days following the date of its execution by him. In order to revoke this Release, Executive must deliver notice of the revocation in writing to Company's General Counsel before the expiration of the seven (7) day period. However, if Executive revokes this Release within such seven (7) day period, no severance benefit will be payable to him under the Employment Agreement and he shall return to the Company any such payment received prior to that date.

5. No Revocation After Seven Days. Executive acknowledges and agrees that this Release may not be revoked at any time after the expiration of the seven (7) day revocation period and that he/she will not institute any suit, action, or proceeding, whether at law or equity, challenging the enforceability of this Release. Executive further acknowledges and agrees that, with the exception of an action to challenge the waiver of claims under the ADEA, Executive shall not ever attempt to challenge the terms of this Release, attempt to obtain an order declaring this Release to be null and void, or institute litigation against the Company or any other Releasee based upon a claim that is covered by the terms of the release contained herein, without first repaying all monies paid to him/her under Section 8 of the Employment Agreement. Furthermore, with the exception of an action to challenge his waiver of claims under the ADEA, if Executive does not prevail in an action to challenge this Release, to obtain an order declaring this Release to be null and void, or in any action against the Company or any other Releasee based upon a claim that is covered by the release set forth herein, Executive shall pay to the Company and/or the appropriate Releasee all their costs and attorneys' fees incurred in their defense of Executive's action.

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6. Governing Law and Severability. This Release and the rights and obligations of the parties hereto shall be governed and construed in accordance with the laws of the State of Georgia. If any provision hereof is unenforceable or is held to be unenforceable, such provision shall be fully severable, and this document and its terms shall be construed and enforced as if such unenforceable provision had never comprised a part hereof, the remaining provisions hereof shall remain in full force and effect, and the court or tribunal construing the provisions shall add as a part hereof a provision as similar in terms and effect to such unenforceable provision as may be enforceable, in lieu of the unenforceable provision.

EXECUTIVE HAS CAREFULLY READ THIS RELEASE AND ACKNOWLEDGES THAT IT CONSTITUTES A GENERAL RELEASE OF ALL KNOWN AND UNKNOWN CLAIMS AGAINST THE COMPANY UNDER THE AGE DISCRIMINATION IN EMPLOYMENT ACT. EXECUTIVE ACKNOWLEDGES THAT HE HAS HAD A FULL OPPORTUNITY TO CONSULT WITH AN ATTORNEY OR OTHER ADVISOR OF HIS CHOOSING CONCERNING HIS EXECUTION OF THIS RELEASE AND THAT HE IS SIGNING THIS RELEASE VOLUNTARILY AND WITH THE FULL INTENT OF RELEASING THE COMPANY FROM ALL SUCH CLAIMS.

**SUBSIDIARIES OF THE COMPANY**

(as of December 31, 2014)

<u>Name</u>	<u>% Owned</u>	<u>Jurisdiction of Incorporation</u>
BALKAMP, INC.	100.0%	INDIANA
EIS, INC.	100.0%	GEORGIA
EIS DOMINICAN REPUBLIC, LLC	100.0%	GEORGIA
GPC FINANCE COMPANY	100.0%	DELAWARE
GPC PROCUREMENT COMPANY	100.0%	GEORGIA
NATIONAL AUTOMOTIVE PARTS ASSOCIATION	100.0%	MICHIGAN
MOTION INDUSTRIES, INC.	100.0%	DELAWARE
S.P. RICHARDS COMPANY	100.0%	GEORGIA
SPR PROCUREMENT COMPANY	100.0%	GEORGIA
SHUSTER CORPORATION	100.0%	GEORGIA
1ST CHOICE AUTO PARTS, INC.	51.0%	GEORGIA
THE FLOWERS COMPANY	46.5%	NORTH CAROLINA
GPC MEXICO, S.A. de C.V.	100.0%	PUEBLA, MEXICO
GRUPO AUTO TODO S.A. de C.V.	100.0%	PUEBLA, MEXICO
COMSERES de MEXICO, S. de R.L. de C.V.	100.0%	GUADALAJARA, JALISCO, MEXICO
EIS HOLDINGS (CANADA) INC.	100.0%	BRITISH COLUMBIA, CANADA
POLIFIBRA CANADA (1987) INC.	100.0%	ONTARIO, CANADA
MOTION INDUSTRIES (CANADA), INC.	100.0%	OTTAWA, ONTARIO
MOTION — MEXICO, S. de R.L. de C.V.	100.0%	GUADALAJARA, MEXICO
S. P. RICHARDS CO. CANADA INC.	100.0%	BRITISH COLUMBIA, CANADA
UAP INC.	100.0%	QUEBEC, CANADA
GARANAT INC.	100.0%	FEDERAL, CANADA
UAPRO INC.	100.0%	FEDERAL, CANADA
UNITED AUTO PARTS (Eastern) LTD.	100.0%	ONTARIO, CANADA
SERVICES FINANCIERS UAP INC.	100.0%	QUEBEC, CANADA
WTC PARTS CANADA	100.0%	FEDERAL, CANADA
PIECES DE CAMION DE LA BEAUCE	90.0%	QUEBEC, CANADA
GPC GLOBAL SOURCING LIMITED	100.0%	HONG KONG, CHINA
GENUINE PARTS SOURCING (SHENZHEN) COMPANY LIMITED	100.0%	SHENZHEN, CHINA
ALTROM CANADA CORP.	100.0%	BRITISH COLUMBIA, CANADA
EIS-GPC SERVICIOS de MEXICO, S. de R.L. de C.V.	100.0%	GUADALAJARA, JALISCO, MEXICO
RIEBE'S AUTO PARTS, LLC	22.0%	GEORGIA
AUTOPARTSPROS, LLC	20.0%	GEORGIA
ADAMS AUTO PARTS, LLC	90.0%	DELAWARE
MOTOR PARTS OF CARROLL COUNTY, INC.	75.8%	MARYLAND
POTOMAC AUTO PARTS, INC.	79.0%	MARYLAND
REISTERSTOWN AUTO PARTS, INC.	79.0%	MARYLAND
WILLIAMSPORT AUTOMOTIVE, INC.	79.0%	PENNSYLVANIA
AST BEARINGS LLC	100.0%	DELAWARE
GPC GLOBAL HOLDINGS B.V.	100.0%	AMSTERDAM, THE NETHERLANDS
GPC ASIA PACIFIC HOLDINGS COOPERATIEF U.A.	100.0%	AMSTERDAM, THE NETHERLANDS
GPC ASIA PACIFIC HOLDINGS PTY LTD	100.0%	VICTORIA, AUSTRALIA
AUTOPARTES NAPA MEXICO, S. de R.L. de C.V.	100.0%	PUEBLA, MEXICO
COMMERCIAL SOLUTIONS USA LLC	100.0%	TEXAS
SUPPLY SOURCE ENTERPRISES, INC.	100.0%	GEORGIA
IMPACT PRODUCTS LLC	100.0%	DELAWARE
BRIGHTCAPITAL TECHNOLOGY LIMITED	100.0%	HONG KONG, CHINA

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-21969) pertaining to the Directors' Deferred Compensation Plan of Genuine Parts Company and Subsidiaries,
- (2) Registration Statement (Form S-8 No. 333-76639) pertaining to the 1999 Long-Term Incentive Plan of Genuine Parts Company and Subsidiaries, and
- (3) Registration Statement (Form S-8 No. 333-133362) pertaining to the 2006 Long-Term Incentive Plan of Genuine Parts Company and Subsidiaries;

of our reports dated February 26, 2015, with respect to the consolidated financial statements and schedule of Genuine Parts Company and Subsidiaries and the effectiveness of internal control over financial reporting of Genuine Parts Company and Subsidiaries included in this Annual Report (Form 10-K) of Genuine Parts Company and Subsidiaries for the year ended December 31, 2014.

/s/ Ernst & Young LLP

Atlanta, Georgia  
February 26, 2015

## CERTIFICATIONS

I, Thomas C. Gallagher, certify that:

1. I have reviewed this annual report on Form 10-K of Genuine Parts Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Thomas C. Gallagher

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Thomas C. Gallagher  
Chairman and Chief Executive Officer

Date: February 26, 2015

## CERTIFICATIONS

I, Carol B. Yancey, certify that:

1. I have reviewed this annual report on Form 10-K of Genuine Parts Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Carol B. Yancey

Carol B. Yancey

Executive Vice President and Chief Financial Officer

Date: February 26, 2015

**STATEMENT OF CHIEF EXECUTIVE OFFICER OF  
GENUINE PARTS COMPANY  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
§ 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Genuine Parts Company (the "Company") on Form 10-K for the year ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas C. Gallagher, Chairman and Chief Executive Officer, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas C. Gallagher  
\_\_\_\_\_  
Thomas C. Gallagher  
Chairman and Chief Executive Officer

February 26, 2015

**STATEMENT OF CHIEF FINANCIAL OFFICER OF  
GENUINE PARTS COMPANY  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
§ 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Genuine Parts Company (the "Company") on Form 10-K for the year ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Carol B. Yancey, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Carol B. Yancey

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Carol B. Yancey

Executive Vice President and Chief Financial Officer

February 26, 2015



