

BILL OF SALE  
BARRETT DISTRIBUTION CENTERS, LLC

This Bill of Sale is made as of the 31st day of December, 2014, by BARRETT DISTRIBUTION CENTERS, LLC, a Tennessee limited liability company (“Assignor”), to THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE, a public not-for-profit corporation of the State of Tennessee, with an office in Memphis, Tennessee (“Assignee”).

WITNESSETH:

That Assignor, for valuable consideration, receipt of which is hereby acknowledged, does hereby sell, assign, and transfer unto Assignee, all right, title and interest in and to certain personal property described in Exhibit A attached hereto and currently located at 4836 Hickory Hill Road, Memphis, Tennessee, or at other locations situated within Shelby County, Tennessee, and utilized by Assignor for its operations, which Personal Property is subject to the permitted encumbrances described in Exhibit B;

That Assignor does hereby avow itself to be the true and lawful owner of said property;

That Assignor has full power, good right, and lawful authority to dispose of said property in the manner aforesaid; and

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed by its duly qualified officers, to be effective as of the date first above written.

[SIGNATURE PAGE FOLLOWS]

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SIGNATURE PAGE

ASSIGNOR:

BARRETT DISTRIBUTION CENTERS, LLC, a  
Tennessee limited liability company

By: Arthur F. Barrett

Title: MANAGER

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EXHIBIT A

PERSONAL PROPERTY

**See Attached List**

<b>Group</b>	<b>Date of Acquisition</b>	<b>Asset Description</b>	<b>Amount</b>
1	5/1/2014	Warehouse Racking	\$301,320.60
1	5/1/2014	4 Reach Forklift Trucks w/ Batteries	\$162,112.22
1	7/14/2014	5 - RF Barcode Guns	\$12,209.09
1	7/29/2014	Reach Forklift Truck w/Battery	\$32,555.57
1	7/31/2014	2 - Stock Picker Trucks	\$32,688.00
1	9/25/2014	Warehouse Racking	\$810,685.35
1	9/30/2014	Warehouse Racking	\$100,169.35
<b>SubTotal</b>			\$1,451,740.18
5	11/1/2014	Quantronix-CubiScan Equipment	\$7,601.03
5	12/1/2014	IPS PACKAGING - Stretchwrap machine	\$10,597.25
<b>SubTotal</b>			\$18,198.28
<b>Total</b>			<b>\$1,469,938.46</b>

Bank of America  
Bank of America

Bank of America  
Bank of America  
Bank of America

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EXHIBIT B

PERMITTED ENCUMBRANCES

Lien in favor of Bank of America that encumbers the assets so listed as being encumbered on Exhibit A