

TERMINATION OF PERSONAL PROPERTY LEASE AGREEMENT

THIS TERMINATION OF PERSONAL PROPERTY LEASE AGREEMENT is made and entered into as of the 31st day of December, 2018, by and between **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 ("Lessor") and **BARRETT DISTRIBUTION CENTERS, LLC**, a Tennessee limited liability company ("Lessee").

WITNESSETH:

WHEREAS, Lessor and Lessee, entered into that certain Personal Property Lease Agreement dated as of August 15, 2013 (said Personal Property Lease Agreement, together with any and all modifications, extensions, replacements, amendments and renewals thereof, are collectively referred to herein as the "Lease") pursuant to which Lessee leased from Lessor certain personal property more particularly described on **Exhibit A** attached hereto and incorporated herein by reference (the "Personal Property"), subject to all easements, restrictions and encumbrances of record and as more particularly described in **Exhibit B**;

WHEREAS, Lessor and Lessee do hereby desire to terminate the Lease in accordance herewith.

NOW, THEREFORE, FOR AND IN CONSIDERATION OF TEN AND NO/100 DOLLARS AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt, adequacy, and sufficiency of which are hereby acknowledged by the parties hereto, Lessor and Lessee do hereby agree as follows:

1. Lessor and Lessee do hereby acknowledge the termination of the Lease in accordance with its provisions and that participation of this Personal Property in the payment in lieu of tax incentive ("PILOT") program ended as of December 31, 2018.
2. Any amounts due under the Lease, including, but not limited to, rental payments, PILOT payments, and taxes shall be paid in full and survive termination of the Lease.

IN WITNESS WHEREOF, the parties have caused this instrument to be executed by and through their duly authorized officers as of the date first set forth above.

[SIGNATURE PAGES TO FOLLOW]

LESSEE:

BARRETT DISTRIBUTION CENTERS, LLC

By: Arthur F. Barrett
Name: ARTHUR F. BARRETT
Title: MANAGER


STATE OF Ms
COUNTY OF Wash

Personally appeared before me, a Notary Public in and for said State and County, Arthur Barrett, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged himself to be the Manager of Barrett Distribution Centers LLC, the within named bargainer, a Tennessee for Profit Partnership, and that he as such Member, executed the foregoing instrument for the purpose therein contained, by signing the name of the company by himself as Member.

Witness my hand and seal this the 21 day of December, 2018.

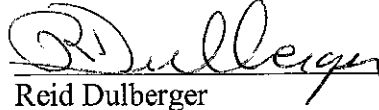
[Signature]
Notary Public

My Commission Expires: 12/26/19

 **MARK D. SOTIR**
Notary Public
Commonwealth of Massachusetts
My Commission Expires
December 26, 2019

LESSOR:


**THE INDUSTRIAL DEVELOPMENT
BOARD OF THE CITY OF MEMPHIS
AND COUNTY OF SHELBY,
TENNESSEE**


Reid Dulberger
President

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, Katrice Peterson Feild, a Notary Public in and for the State and County aforesaid, personally appeared Reid Dulberger, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the President of **THE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE**, the within named bargainor, a Tennessee not-for-profit corporation, and that he as such President, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such President.

Witness my hand and seal this the 27th day of December, 2018.



Notary Public

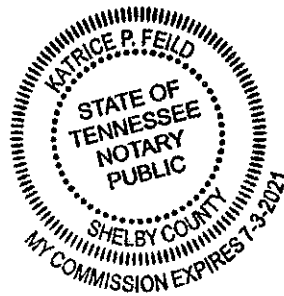


EXHIBIT A

Personal Property

Barrett Distribution Centers LLC
Fixed Asset Summary Report
For the period ended December 31, 2013

Location # 200		Cost	Acquired	Group
CODE # (no value)				
027307	RACKS FOR SLIMEFAST ACCOUNT	99,682.83	12/1/2010	1
027310	Carton Flo Racks (For Fulfillment Services)	2,400.00	12/1/2010	1
027314	Parking Lot Repair	25,885.00	12/1/2010	1
027321	Repair, w/new equip, air conditioning in storage rooms	28,005.20	12/1/2010	1
027323	Framo Relay - Hardware Costs	3,399.68	12/1/2010	1
027386	Data Surveillance Camera	46,266.50	12/1/2010	1
027376	USED SHELVING	8,000.00	12/1/2010	1
027284	LSHD IMP - BATTERY CHARGING AREA	16,505.00	12/1/2010	1
27052	Charger, Model# RE18CE15, Serial# 90166	1,214.00	12/1/2010	1
27053	Charger, Model# RE18CE15, Serial# 90167	1,214.00	12/1/2010	1
27054	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27055	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27056	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27057	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27058	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27059	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27060	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27061	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27062	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27063	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27064	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27065	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27066	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27067	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27068	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27069	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27070	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27071	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27072	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27073	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27074	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27075	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27076	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27077	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27078	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27079	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27080	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27081	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27082	Chargers 36 Volt Model# FR18HK1200M	700.00	12/1/2010	1
27083	Chargers 24 Volt Model# FR18HK1200M	600.00	12/1/2010	1
27084	Chargers 36 Volt Model# FR18HK1200M	600.00	12/1/2010	1
27085	Chargers 36 Volt Model# FR18HK1200M	600.00	12/1/2010	1
27086	Chargers 36 Volt Model# FR18HK1200M	600.00	12/1/2010	1
27087	Chargers 36 Volt Model# FR18HK1200M	600.00	12/1/2010	1
27088	Chargers 36 Volt Model# FR18HK1200M	600.00	12/1/2010	1
27089	Chargers 36 Volt Model# FR18HK1200M	600.00	12/1/2010	1
27090	Chargers 36 Volt Model# FR18HK1200M	600.00	12/1/2010	1

27091	Chargers 36 Volt Model# FR18HK1200M	600.00	12/1/2010	1
27092	Chargers 36 Volt Model# FR18HK1200M	600.00	12/1/2010	1
27093	Chargers 36 Volt Model# FR18HK1200M	600.00	12/1/2010	1
27094	Chargers 36 Volt Model# FR18HK1200M	480.00	12/1/2010	1
27095	Chargers 36 Volt Model# FR18HK1200M	480.00	12/1/2010	1
27096	Chargers 36 Volt Model# FR18HK1200M	480.00	12/1/2010	1
27097	Chargers 36 Volt Model# FR18HK1200M	400.00	12/1/2010	1
27098	Chargers 36 Volt Model# FR18HK1200M	400.00	12/1/2010	1
27099	Chargers 36 Volt Model# FR18HK1200M	400.00	12/1/2010	1
27100	Chargers 36 Volt Model# FR18HK1200M	400.00	12/1/2010	1
27101	Chargers 36 Volt Model# FR18HK1200M	400.00	12/1/2010	1
27102	Chargers 36 Volt Model# FR18HK1200M	300.00	12/1/2010	1
27103	Chargers 36 Volt Model# FR18HK1200M	300.00	12/1/2010	1
27104	Chargers 36 Volt Model# FR18HK1200M	300.00	12/1/2010	1
27105	Chargers 36 Volt Model# FR18HK1200M	60.00	12/1/2010	1
27106	Chargers 36 Volt Model# FR18HK1200M	60.00	12/1/2010	1
027157	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200-CC-35D	1,784.00	12/1/2010	1
027158	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200-CC-35D	1,784.00	12/1/2010	1
027159	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200-CC-35D	1,784.00	12/1/2010	1
027160	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200-CC-35D	1,784.00	12/1/2010	1
027161	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200-CC-35D	1,784.00	12/1/2010	1
027162	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200-CC-35D	1,784.00	12/1/2010	1
027164	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200-CC-35D	1,784.00	12/1/2010	1
027165	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200-CC-35D	1,784.00	12/1/2010	1
027168	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200-CC-35D	1,784.00	12/1/2010	1
027169	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200-CC-35D	1,784.00	12/1/2010	1
027177	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200 Carson Comp	1,784.00	12/1/2010	1
027177	LIFT TRUCK ATTACHMENTS/CASCADE MODEL# 200 Carson Comp	1,610.00	12/1/2010	1
027194	LIFT TRUCK ATTACHMENTS LONG REACH - PUSH PULL	445.00	12/1/2010	1
027194	LIFT TRUCK ATTACHMENTS LONG REACH - PUSH PULL	445.00	12/1/2010	1
027194	LIFT TRUCK ATTACHMENTS LONG REACH - PUSH PULL	445.00	12/1/2010	1
027194	LIFT TRUCK ATTACHMENTS LONG REACH - PUSH PULL	445.00	12/1/2010	1
027194	LIFT TRUCK ATTACHMENTS LONG REACH - PUSH PULL	445.00	12/1/2010	1
027194	LIFT TRUCK ATTACHMENTS LONG REACH - PUSH PULL	445.00	12/1/2010	1
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027194	LIFT TRUCK ATTACHMENTS LONG REACH - PUSH PULL	445.00	12/1/2010	1
027230	BISSOR LIFT	10,000.00	12/1/2010	1
027240	C-Line Industrial Ball C&D Charter Power Sys. Model 012C08513	1,577.89	12/1/2010	1
027273	C-Line Industrial Batteries for forklifts	22,540.85	12/1/2010	1
027274	C-Line Industrial Batteries	34,274.77	12/1/2010	1
027343	Forklift Battery	1,954.33	12/1/2010	1
027344	Battery for Forklift V06	3,793.22	12/1/2010	1
	2 - Rock Packer Trucks	36,519.58	8/28/2012	1
	Resking for Memphis	408,572.05	12/18/2012	1
	2 - Reach Trucks	105,063.42	12/15/2012	1
	Resking moved from CA to TN	99,615.00	9/15/2011	1
	14 - Toyota Forklifts	440,180.00	8/15/2013	1
	2 - Reach Trucks	85,053.42	8/15/2013	1
027238	AIR SECURITY SYSTEM - HICKORY HILL	21,417.17	12/1/2010	1
027271	AIR COMPRESSOR & CONTAINER	519.86	12/1/2010	1
027287	MODEL 3902 THERMO FOGGER #07115-1	3,877.52	12/1/2010	1
027288	SPIRAL WRAPPER (SHRINKWRAP MACHINE)	10,823.95	12/1/2010	1
Group #1 Total		1,618,893.15		

		9,292.72	12/1/2010	2
		7,813.35	12/1/2010	2
		31,555.50	12/1/2010	2
		8,820.90	12/1/2010	2
345	Computer Hardware and Software	1,730.00	12/1/2010	2
346	Logistics Hardware Upgrades	1,250.00	12/1/2010	2
349	IT Upgrade	1,068.53	12/1/2010	2
352	Additional Memory	881.00	12/1/2010	2
352	Computer Wiring	881.00	12/1/2010	2
7385	HP LaserJet 5 036516A	881.00	12/1/2010	2
7386	Dell Computer For George Bat	881.00	12/1/2010	2
7388	Smitty IBM Netvix Computer	458.00	12/1/2010	2
7389	Black Hpp-IBM Netvix Computer	9,621.80	12/1/2010	2
7370	Rhonda Howard-IBM Netvix Computer	29,237.31	12/1/2010	2
7380	New Computer Screens for Emily and Rick	1,270.00	12/1/2010	2
27385	Ramp Systems Information Software	4,006.89	12/1/2010	2
027387	Parcel shipping Software	6,138.85	12/1/2010	2
027351	ADP TOTAL TIME SYSTEM	3,375.00	12/1/2010	2
027352	HR/PAYROLL INFORMATION SYSTEM ADP	150,000.00	12/1/2010	2
027380	Two - Time Clocks for Netvix	20,465.16	12/1/2010	2
027384	ACCUPLUS KITTING SUBSYSTEM	8,547.90	12/1/2010	2
027386	LOS ACCUPLUS SOFTWARE LICENSE			
027387	LES ACCUPLUS IMPLEMENTATION			
027293	BACK UP SYSTEM FOR COMPUTER AND PHONES			
	Group #2 Total	247,373.54		
	Total Tangible Personal Property	1,766,258.79		

EXHIBIT B

Permitted Encumbrances

All Matters of Record in the Office of the Tennessee Secretary of State pertaining to the Personal Property.