

Instrument Prepared By:

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FIRST AMENDMENT TO LEASE AGREEMENT

This FIRST AMENDMENT TO LEASE AGREEMENT (this "Amendment") is made and entered into as of the ____ day of _____, 2008 (the "Effective Date"), by and between the City of Jonesboro, Arkansas, a political subdivision under the Constitution and laws of the State of Arkansas ("Issuer"), and Millard Refrigerated Services, Inc., a Georgia corporation ("Lessee").

RECITALS

- A. Issuer and Millard Acquisitions-Jonesboro, Inc., a Delaware corporation ("Initial Lessee"), entered into that certain Lease Agreement, dated as of June 1, 2002 (the "Lease"), whereby Initial Lessee leased from Issuer certain premises located at 2407 Great Dane Drive, Jonesboro, AR 72401 and more particularly described in the Lease.
- B. Initial Lessee subsequently assigned its interest in the Lease to Lessee pursuant to that certain Assignment and Assumption of Ground Lease, dated November 15, 2002.
- C. Issuer and Lessee now desire to amend the Lease to exclude certain personal property from the Premises (as defined in the Lease) on the terms and conditions below.

TERMS AND CONDITIONS

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

- 1. Notwithstanding anything to the contrary in the Lease, the items of personal property listed on Exhibit A attached hereto shall not be a part of the Premises and shall not be subject to any terms and conditions of the Lease.
- 2. All other terms and conditions of the Lease remain unchanged and in full force and effect.
- 3. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. A telecopy signature will be deemed to be an original signature.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the Effective Date.

"Issuer"

The City of Jonesboro, Arkansas

By: _____

Name: _____

Title: _____

"Lessee"

Millard Refrigerated Services, Inc.

By: _____

Name: _____

Title: _____

The Bank of New York Trust Company, as successor trustee to Bank One Trust Company, N.A., hereby consents to this Amendment.

The Bank of New York Trust Company

By: _____

Name: _____

Title: _____

CERTIFICATE OF ACKNOWLEDGEMENT OF THE CITY OF JONESBORO, ARKANSAS

STATE OF _____)
)
COUNTY OF _____) SS.

On this the ____ day of _____, 2008, before me, the undersigned officer, personally appeared _____, of the State of _____, known to me (or satisfactorily proven) to be the person described in the foregoing instrument and acknowledged that he executed the same in the capacity therein stated and for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

[SEAL]

Notary Public

My Commission Expires:

STATE OF _____)
COUNTY OF _____) SS.

In witness whereof I hereunto set my hand and official seal.

Notary Public

I/2090851.3

STATE OF _____)
COUNTY OF _____) SS.

In witness whereof I hereunto set my hand and official seal.

Notary Public

I/2090851.3

EXHIBIT A

Excluded Personal Property

Clocks/bar code swipe and control stations used to collect and monitor employee time and attendance.

Antennas attached to walls and/or ceilings used to receive and transmit short wave radio signals.

Antennas attached to walls and/or ceilings used to receive and transmit signals in support of scanning operations.

Material handling equipment battery charging stations, stands, and racks.

Battery changing beams and hooks.

Any signage depicting the Millard Refrigerated Services name and/or logo.

Dock plates and/or boards that are portable in nature and not affixed to floors.

Stainless steel inspection tables.

Metal maintenance work platforms.

Telephone handsets, receivers, etc.

Racking attached to walls in which computer servers and components are stored.

Break room tables and seats.

Bulletin boards – traffic desk area – warehouse area.

Tri-Pod lights for rail dock.

Compressor for hand tools.

3 Full length lockers outside of Maintenance Office.

Fire Extinguishers.

Racks used on dock for stretch wrap.

Battery Water Deionizer System.

Warehouse:

High-reach and dock forklifts, including all batteries and chargers.
Single and double pallet jacks, including all batteries and chargers.
Scissor lifts, including all batteries and chargers.
Material handling equipment push-pull attachments.
Material handling equipment carton clamp attachments.
Material handling equipment slip-sheet attachments.
Stretch wrap machines.
Pallet inverters.
Dock scrubbers/sweepers, including all batteries and chargers.
Battery transfer carts.
Hand held scanning guns, wands, units, holsters, batteries and chargers.
Truck mounted scanning guns, wands, units, holsters and chargers.
Any and all hand tools.
Wood pallets.
Ventilation fans.
Ammonia safety chemical suits, respirators, air canisters, masks, other accessories, and aluminum cylinders and cases.
Stainless steel inspection carts.
Air compressors.
CB radio units including hand held radios.
Welders, torch cutting sets and all related tools, supplies and carts.
Floor grinders.
Power pressure washers.
Trash compactors and containers.
Employee break room tables and seats.
Wheel chocks and chains.
Digital cameras and accessories.
Hand held air sampling kits.
Drill presses.
Bottle jack presses.
Jobox piano boxes.
Fork lift jacks.
Hammer drills.
Bench grinders.
Battery watering carts, nozzle guns and pogo sticks.
Refrigeration equipment parts and supplies that are not currently attached and/or actively used in or on the refrigeration system.
Material handling equipment parts and supplies.
All maintenance shop tools and supplies.
Office desks, credenzas, chairs, chair mats, tables and filing cabinets.
Computer CPU's, monitors, keyboards, mouse units, trays and pads.
Electronic printers, including stands and cabinets.
Electronic signature capturing devices.
All paper forms, labels and supplies.

Cherry Picker (MHE) for inventory control and batteries and charger.
Trash cans (55 gal).
Cleaning supplies of mops, brooms, shovels.
Inventory cages.
Stretch wrap supplies and topper supplies.
Picnic tables.
Gas containers.
Weed whackers.
Garden hoses.
Freezer wear supplies, hardhats, safety belts, harness.
Motorola radios used for warehouse and traffic.
Ladders (portable) in maintenance
Creeper seats for mechanics.

Office:

Office desks, credenzas, chairs, chair mats, and tables.
Self-standing filing cabinets.
Fireproof safes and filing cabinets.
Cubicle workstations including desks, bins, chairs, chair mats and wall panels.
Desktop computer equipment, including CPU's, monitors, keyboards, mouse units, trays and pads.
Electronic printers, including stands and cabinets.
Desk and hand calculators.
Television sets.
VCR/DVD players.
Refrigerators.
Microwave ovens.
Information boards and display cases on walls.
Storage shelves.
Operating computer systems, including net servers, monitors, CPU's, keyboards, modems, mouse units, trays, pads, backup battery packs, network hubs, print servers, cables, routers, tape drives, shuttles, switches.
Copiers and fax machines including all stands, carts, cabinets, trays, modems, and accessories.
Electronic postage mailing machines, scales, and sorting bins.
Digital cameras and accessories.
Any and all operating and/or application software installed on servers, desk top computers, and scanners.
Coat/umbrella racks.
Dry erase boards and easels.
Aluminum-framed marker boards.
Paintings and prints framed or unframed.
All miscellaneous office equipment and supplies.
All paper supplies.
Motor vehicles owned and titled in the name of Millard Refrigerated Services, Inc.

Office supplies.
Space heaters.
Folding chairs.
Water coolers.
Vending machines.
Conference room phone for bridge line calls.
Office floor mats.
Holiday decorations.
Kitchen utensils – knives, plates, cups.
Floral arrangements – lobby.
Wireless – link system for pc in conference room.