AMENDMENT TO LEASE AGREEMENT

THIS AGREEMENT made and entered into this _____ day of November, 2008, by and between the **MEMPHIS AND SHELBY COUNTY PORT COMMISSION**, an organization created by Chapters 500 and 529 of the Private Acts of Tennessee of 1947, as amended, **THE CITY OF MEMPHIS**, a municipal corporation organized under the laws of the State of Tennessee, and **THE COUNTY OF SHELBY**, one of the counties of the State of Tennessee (hereinafter referred to as "Lessors"), and **PETTY REAL ESTATE, INC.** (hereinafter referred to as "Lessee");

W I T N E S S E T H:

WHEREAS, on May 19, 1992, Lessors entered into a Lease Agreement with River Development Corporation, d/b/a Mid South Transload Company, as Lessee recorded at Instrument No. 04206223 in the Register's Office of Shelby County, Tennessee; and

WHEREAS, on March 11, 1996, Lessors entered into an Amendment to Lease Agreement with River Development Corporation, d/b/a Mid South Transload Company, as Lessee, recorded at Instrument No. 04206225, said Register's Office; and

WHEREAS, Lessors and Lessee entered into an Assignment and Assumption of Lease dated December 10, 2004, whereby Lessors consented to the Assignment and Assumption of Lease, as amended, from River Development Corporation, d/b/a Mid South Transload Company, as assignor, to Petty Real Estate, Inc., as assignee, now

Lessee herein, recorded at Instrument No. 04206626, said Register's Office (said Lease Agreement as amended, assigned and assumed, herein the "Lease Agreement"); and

WHEREAS, the parties hereto wish to amend the Lease Agreement as set out herein.

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars ($10.00) receipt of which is hereby acknowledged and other good and valuable consideration, it is agreed:

1. Paragraph 1 of the Lease Agreement is hereby amended so as to delete same and substitute the following.

   1. The initial term of this Lease is for a period of fourteen (14) years beginning in January 1, 1992, and ending December 31, 2005. If not in default, Lessee shall have the option of renewing this Lease for nine (9) additional, successive five (5) year terms, by giving notice of the exercise of each such renewal to Lessors not less than four (4) months prior to the expiration of the then current lease term.

2. Lessors and Lessee acknowledge that the first of said five-year renewal options, for a term beginning January 1, 2006, has been exercised and that the Lease remains in effect. Except as herein expressly modified, all the provisions of the Lease Agreement, as amended, are otherwise hereby ratified and confirmed.

3. This Amendment to Lease Agreement as well as the Lease Agreement shall be binding upon and inure to the benefit of the successors and assigns of the respective parties.

IN WITNESS WHEREOF, this Amendment to Lease Agreement has been duly executed by the parties hereto on the date and year first above written.

ATTEST:

LESSOR:

MEMPHIS AND SHELBY COUNTY PORT COMMISSION

Secretary-Treasurer

By: Chairman

APPROVED AS TO FORM:

Port Commission Attorney

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a notary public within and for said state and county, at Memphis, Tennessee, duly commissioned and qualified, personally appeared **THOMAS E. FISHER**, with whom I am personally acquainted, and who upon oath acknowledged himself to be the Chairman of the Memphis and Shelby County Port Commission, created by Chapters 500 and 529 of the Private Acts of Tennessee of 1947, as amended, and that he as such chairman being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Memphis and Shelby County Port Commission by himself as chairman.

WITNESS my hand and seal of office at Memphis, Tennessee, this the 29th day of January, 2009.

JAMES R. RICHARDSON STATE OF TENNESSEE NOTARY PUBLIC COUNTY OF SHELBY

Notary Public

My commission expires: MY COMMISSION EXPIRES NOVEMBER 7, 2012

M RCL 1120466 v3
2555210-000060 11/17/2008

LESSOR:

ATTEST:

CITY OF MEMPHIS

_____
City Comptroller

By:_____
Dr. W. W. Herenton, Mayor

APPROVED AS TO FORM:

_____
City Attorney

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a notary public within and for said state and county, at Memphis, Tennessee, duly commissioned and qualified, personally appeared **DR. W. W. HERENTON**, and with whom I am personally acquainted, and who upon oath acknowledged himself to be the Mayor of the City of Memphis, a municipal corporation of the State of Tennessee, and that he as mayor being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the municipal corporation by himself as mayor thereof.

WITNESS my hand and seal of office at Memphis, Tennessee, this the day of _____, 2008.

_____
Notary Public

My commission expires:_____

ATTEST:

LESSOR:

COUNTY OF SHELBY

_____
Clerk of County Commission

By:_____
A C Wharton, Mayor

APPROVED AS TO LEGAL FORM,
EFFICACY and PROPRIETY

_____
Assistant County Attorney

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a notary public within and for said state and county, at Memphis, Tennessee, duly commissioned and qualified, personally appeared **A C WHARTON**, with whom I am personally acquainted, and who upon oath acknowledged himself to be the Mayor of the County of Shelby, State of Tennessee, and that he as such mayor, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of Shelby County by himself as mayor thereof.

WITNESS my hand and seal of office at Memphis, Tennessee, this the day of _____, 2008.

_____
Notary Public

My commission expires:_____

LESSEE:

PETTY REAL ESTATE, INC.

By: J. L. Petty

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, a notary public within and for said state and county, at MEMPHIS, TN duly commissioned and qualified, personally appeared **JOHN L. PETTY** with whom I am personally acquainted, and who upon oath acknowledged himself to be the President of **PETTY REAL ESTATE, INC.** and that he as such President being 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 of office at MEMPHIS, TN, this 18 day of NOVEMBER, 2008.

Benjamin D. Nicol
Notary Public

My commission expires: 12/08/10

BENJAMIN D. NICOL
STATE OF TENNESSEE NOTARY PUBLIC
SHELBY COUNTY

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