### ASSIGNMENT OF SERIES 2018B LEASE AGREEMENT

#### Between

## LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY,

and

### WASHINGTON INVESTMENTS, LLC

UP TO \$4,250,000
LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY
INDUSTRIAL BUILDING REVENUE
BONDS, SERIES 2018B
(BROWN-FORMAN WHISKEY ROW PROJECT)

Dated as of [Closing Date]

#### ASSIGNMENT OF SERIES 2018B LEASE AGREEMENT

**Dated:** [Closing Date]

In order to secure payment of the up to \$4,250,000 aggregate maximum principal amount of Louisville/Jefferson County Metro Government, Kentucky, Industrial Building Revenue Bonds, Series 2018B (Brown-Forman Whiskey Row Project) (the "Series 2018B Bonds") issued by Louisville/Jefferson County Metro Government, Kentucky (the "Issuer") to Washington Investments, LLC, Louisville, Kentucky, as the original purchaser thereof (the "Purchaser"), pursuant to a Bond Purchase Agreement dated as of [Closing Date] among the Issuer, the Purchaser, Washington Investments, LLC, Louisville, Kentucky, as the servicing agent thereunder, and Brown-Forman Distillery, Inc. (the "Company"), the Issuer hereby assigns all of the Issuer's right, title, and interest in and to the Series 2018B Lease Agreement related thereto dated [Closing Date] by and between the Issuer and the Company recorded in Deed Book \_\_\_\_\_\_ Page \_\_\_\_\_ in the office of the County Clerk of the County of Jefferson, Kentucky (the "Series 2018B Lease Agreement"), to the Purchaser. Such assignment shall include, but not be limited to, the Pledged Receipts (as defined in the Series 2018B Lease Agreement), but shall exclude the Issuer's right to receive expense, reimbursement, indemnity, and other payments from the Company and the Issuer's other rights, protections, and remedies provided by Sections 4.02(b), 6.16, 7.02, 8.03, and 8.04 of the Series 2018B Lease Agreement.

This Assignment of Series 2018B Lease Agreement may be executed in several counterparts, each of which shall be regarded as an original and all of which shall constitute but one and the same instrument.

[Signature Page To Follow]

# [SIGNATURE PAGE TO ASSIGNMENT OF SERIES 2018B LEASE AGREEMENT]

**IN WITNESS WHEREOF**, the Issuer has caused this Assignment of Series 2018B Lease Agreement to be executed in its name and on its behalf, all as of the date first stated above.

	LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY
Attest:	,
	Ву:
Stephen Ott, Metro Council Clerk	Greg Fischer, Mayor
	Approved as to form and legality:
	Michael J. O'Connell
	Jefferson County Attorney
	By:
	Assistant Jefferson County Attorney
Accepted as of the date first stated above:	
WASHINGTON INVESTMENTS, LLC, as	
Purchaser under the Bond Purchase Agreement	t
By:	
Rick Wimsatt	
President and Director	

COMMONWEALTH OF KENTUCKY	)	
COUNTY OF JEFFERSON	) Sct. )	
, 2018, by Greg I	Fischer a	, sworn to and acknowledged before me this and Stephen Ott, as the respective Mayor and county Metro Government, Kentucky, for and
My commission expires		
y 1 <u></u>		
		Notary Public
COMMONWEALTH OF KENTUCKY COUNTY OF JEFFERSON	) ) Sct. )	
The foregoing instrument was sul		, sworn to and acknowledged before me this as the President and Director of Washington
Investments, LLC, for and on behalf of the		-
My commission expires		·
		Notary Public
This instrument prepared by:		
STOLL KEENON OGDEN PLLC 500 West Jefferson Street Suite 2000 Louisville, Kentucky 40202 Phone: (502) 568-5460		
mark.franklin@skofirm.com		
By: Mark S. Franklin		
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