

**SECOND AGREEMENT AS TO SECOND
AMENDMENT AND RESTATEMENT OF
MEMORANDUM OF AGREEMENT**

This **SECOND AGREEMENT AS TO AMENDMENT AND RESTATEMENT OF MEMORANDUM OF AGREEMENT** (the "Second Amendment Agreement") is made and entered into this ___ day of _____, 20___, by and between the **LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT**, a consolidated local government pursuant to KRS, Chapter 67C and a political subdivision of the Commonwealth of Kentucky ("Louisville Metro") and the **LOUISVILLE ARENA AUTHORITY, INC.**, a Kentucky non-stock, non-profit corporation (the "Arena Authority").

W I T N E S S E T H:

WHEREAS, on July 30, 2007, pursuant to authority of Ordinance No. 143, Series 2007 of the Legislative Council of the Louisville/Jefferson County Metro Government, the Arena Authority and Louisville Metro entered into an Amended and Restated Memorandum of Agreement (the "Amended Guarantee Agreement") with respect to the financing and construction of the Louisville Arena, a public project intended for multiple uses as a public, recreational, cultural and sports facility; and

WHEREAS, the parties agree that it is necessary and appropriate that such Amended Guarantee Agreement be amended and restated, in light of, developments occurring after the execution and delivery of the Amended Guarantee Agreement;

NOW, THEREFORE, in consideration of the premises and for other good and valuable considerations, the receipt and sufficiency of which is hereby acknowledged by each party, the parties covenant and agree as follows:

Section 1. The Amended Guarantee Agreement shall be amended and restated in full, in order to reflect with accuracy the undertakings, covenants and agreements made by the parties. The Second Amended and Restated Guarantee Agreement, with Modified Exhibit B, is attached hereto and incorporated herein as Exhibit A.

Section 2. The Second Amended and Restated Memorandum of Agreement adopted as Exhibit A hereto and Modified Exhibit B thereto are hereby approved and adopted by Louisville Metro and the Arena Authority, which approvals shall be evidenced by execution by each the parties of this Second Amendment and Modification Agreement and the Second Amended and Restated Memorandum of Agreement. This Second Amendment to Amended Guarantee Agreement and the Second Amended and Restated Memorandum of Agreement, including Modified Exhibit B, shall be in full force and effect from and after the execution and delivery of each such agreement by each Party hereto.

In WITNESS WHEREOF, Louisville Metro and the Arena Authority have each executed and delivered this Second Amendment and Restatement Agreement and the Second Amended and Restated Memorandum of Agreement attached hereto and incorporated herein as Exhibit A, effective as of the date upon which both parties have executed and delivered this Second Amendment and Restatement Agreement and the Second Amended and Restated Memorandum of Agreement.

Louisville Metro:

Approved as to Form and Legality:

Honorable Mike O'Connell
Jefferson County Attorney

Greg Fischer
Mayor

The Arena Authority:

LOUISVILLE ARENA AUTHORITY, INC.

Approved as to Form and Legality:

Counsel for the Arena Authority

Chairman