

BILL OF SALE

Dated **[Closing Date]**

This **BILL OF SALE** is made by **BROWN-FORMAN CORPORATION**, a Delaware corporation having a mailing address of 850 Dixie Highway, Louisville, Kentucky 40210 (the "**Grantor**"), to **LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY**, a consolidated local government and political subdivision of the Commonwealth of Kentucky having a mailing address of 527 West Jefferson Street, Louisville, Kentucky 40202 (the "**Grantee**").

WITNESSETH:

That for and in consideration of the sum of One Dollar (\$1.00) cash in hand paid and other good and valuable consideration, including the agreement of the Grantee to issue its bonds designated "Louisville/Jefferson County Metro Government, Kentucky, Industrial Building Revenue Bonds, Series 2018A (Brown-Forman Whiskey Row Project)" in a maximum principal amount of \$40,750,000 (the "**Series 2018A Bonds**") for the benefit of the Grantor, the receipt of which consideration is hereby acknowledged, the Grantor has conveyed, assigned, transferred, and set over and does hereby convey, assign, transfer, and set over unto the Grantee all of the Grantor's right, title, and interest in and to the equipment, machinery, and fixtures described on **EXHIBIT A** attached hereto, such equipment, machinery, and fixtures constituting a component of the "Project" as defined and described in **Exhibit B** to the Series 2018A Lease Agreement dated as of **[Closing Date]**, between the Grantee, as lessor, and the Grantor, as lessee, of record in the office of the County Clerk of the County of Jefferson, Kentucky (the "**Series 2018A Lease Agreement**"). The Grantor, as lessee, and the Grantee, as lessor, entered into the Series 2018A Lease Agreement on **[Closing Date]**, which conferred upon the Grantor, as lessee, certain rights, including without limitation the rights to purchase and dispose of the above-described property.

This **BILL OF SALE** is executed in connection with Requisition No. 1 for Advance of Bond Proceeds in the amount of \$**[First Draw Amount]** executed by the Grantor in connection with the Grantee's issuance of the Series 2018A Bonds.

[Signature Page To Follow]

[SIGNATURE PAGE TO BILL OF SALE]

IN WITNESS WHEREOF, the Grantor has executed this Bill of Sale as of the date first set out above.

BROWN-FORMAN CORPORATION

By: _____

Mark W. Blayney
Vice President Domestic Tax

EXHIBIT A

**Description Of Equipment, Machinery, And Fixtures
Transferred By The Grantor To The Grantee**

(See attachment)