

ASSIGNMENT OF SERIES 2018A LEASE AGREEMENT

Between

LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY,

and

BROWN-FORMAN DISTILLERY, INC.

**UP TO \$40,750,000
LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY
INDUSTRIAL BUILDING REVENUE
BONDS, SERIES 2018A
(BROWN-FORMAN WHISKEY ROW PROJECT)**

Dated as of
[Closing Date]

ASSIGNMENT OF SERIES 2018A LEASE AGREEMENT

Dated: [Closing Date]

In order to secure payment of the up to \$40,750,000 aggregate maximum principal amount of Louisville/Jefferson County Metro Government, Kentucky, Industrial Building Revenue Bonds, Series 2018A (Brown-Forman Whiskey Row Project) (the "**Series 2018A Bonds**") issued by Louisville/Jefferson County Metro Government, Kentucky (the "**Issuer**") to Brown-Forman Distillery, Inc., 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, Brown-Forman Distillery, Inc., Louisville, Kentucky, as the servicing agent thereunder, and Brown-Forman Corporation (the "**Company**"), the Issuer hereby assigns all of the Issuer's right, title, and interest in and to the Series 2018A 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 2018A Lease Agreement**"), to the Purchaser. Such assignment shall include, but not be limited to, the Pledged Receipts (as defined in the Series 2018A 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 2018A Lease Agreement.

This Assignment of Series 2018A 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 2018A LEASE AGREEMENT]

IN WITNESS WHEREOF, the Issuer has caused this Assignment of Series 2018A 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:


Stephen Ott, Metro Council Clerk

By: _____
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:

BROWN-FORMAN DISTILLERY, INC., as
Purchaser under the Bond Purchase Agreement

By: _____
Dwight Haygood
Secretary

