

GENERAL WARRANTY DEED

This **GENERAL WARRANTY DEED**, made as of [Closing Date], by **BROWN-FORMAN CORPORATION**, a Delaware corporation (the “**Grantor**”), whose mailing address is 850 Dixie Highway, Louisville, Jefferson County, Kentucky 40210, to **LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY**, a consolidated local government and political subdivision of the Commonwealth of Kentucky (the “**Grantee**”), whose mailing address is 527 West Jefferson Street, Louisville, Jefferson County, Kentucky 40202.

WITNESSETH, that for and in consideration of the agreement of the Grantee to issue its bonds styled “Louisville/Jefferson County Metro Government, Kentucky, Industrial Building Revenue Bonds, Series 2018A (Brown-Forman Whiskey Row Project)” for the benefit of the Grantor, the receipt and sufficiency of which consideration is hereby acknowledged, the Grantor hereby conveys unto the Grantee that certain real property, together with all buildings, improvements, and appurtenances thereon, situated within the jurisdictional boundaries of the Louisville/Jefferson County Metro Government, Kentucky, and described on **EXHIBIT A** attached hereto and made a part hereof (the “**Property**”).

TO HAVE AND TO HOLD the above-described Property in fee simple unto the Grantee, its successors and assigns forever, with covenant of General Warranty of title, Grantor further covenanting that it is lawfully seized of the above-described Property and that it has full right and power to convey the same; that it will warrant and defend the same against the claims and demands of all persons; and that the above-described Property is free and clear of all encumbrances except mechanic’s and materialmen’s liens, easements, restrictions, and stipulations of record and all governmental laws and regulations affecting the Property.

Tax bills should be sent to the Grantee c/o 527 West Jefferson Street, Louisville, Jefferson County, Kentucky 40202.

There is no transfer tax due on this conveyance pursuant to KRS 142.050(7)(b).

[Signature Page To Follow]

CONSIDERATION CERTIFICATE

Being first duly sworn, the undersigned Grantor and Grantee state that (a) the consideration set forth in the foregoing Deed, being the Grantee's agreement to issue the indicated revenue bonds, is true and correct and is the full consideration paid for the Property conveyed by the foregoing Deed, and (b) based on the representation of the Grantor, the estimated fair cash value of such Property at the time of conveyance is \$ _____ (such Property being exempt from *ad valorem* taxation pursuant to KRS 103.285).

BROWN-FORMAN CORPORATION

**LOUISVILLE/JEFFERSON COUNTY
METRO GOVERNMENT, KENTUCKY**

By: _____

Mark W. Blayney,
Vice President, Domestic Tax

By: _____

Greg Fischer, Mayor

Approved as to form and legality:

Michael J. O'Connell
Jefferson County Attorney

By: _____

Assistant Jefferson County Attorney

COMMONWEALTH OF KENTUCKY)

) SS.

COUNTY OF JEFFERSON)

The foregoing Consideration Certificate was acknowledged before me this _____, 2018, by Mark W. Blayney as Vice President Domestic Tax of Brown-Forman Corporation, on behalf of the Corporation.

My commission expires _____.

Notary Public

EXHIBIT A

Property Description

The following described buildings and improvements located in Jefferson County, Kentucky:

A certain tract of land in the community of Louisville, Jefferson County, Kentucky, previously described in Deed Book 9751 Page 951 and known locally as Tax Block 18A Lot 19 and 20, and more particularly described as follows:

BEGINNING at a building corner in the northeast corner of the intersection of the north right-of-way line of West Main street (90' R/W) and the west right-of-way line of North First Street (60' R/W); thence with the north right-of-way line of West Main Street North 81 deg. 07 min. 36 sec. West, 205.84 feet to a set "X" cut at the southwest corner of a tract of land conveyed to Waterfront Investments, LLC in Deed Book 7361, Page 352, which is south of the building wall 0.78 feet and which is the **TRUE POINT OF BEGINNING**; thence continuing with the north right-of-way line of West Main Street North 81 deg. 07 min. 36 sec. West, 28.25 feet to a set "X" cut at the southeast corner of a tract of land conveyed to Waterfront Investments H, LLC recorded in Deed Book 7718, Page 585; thence continuing with the north right-of-way line of West Main Street North 81 deg. 07 min. 36 sec. West, 29.19 feet to a set "X" cut at the southeast corner of a tract of land conveyed to DKH Properties, Inc, and Daren Doogarsingh recorded in Deed Book 8738, Page 168 which is 0.74 feet south of the building wall; thence with the line of DKH Properties, Inc. and Daren Doogarsingh North 08 deg. 48 min. 54 sec. East, 204.00 feet to a point at the northeast corner of DKH Properties, Inc. and Daren Doogarsingh and on the south right-of-way line of Washington Street (50' R/W) and south of the building wall 0.64 feet; thence with the south right-of-way line of Washington Street South 81 deg. 07 min. 36 sec. East, 29.19 feet to a point at the northwest corner of Waterfront Investments II, LLC; thence with the south right-of-way line of Washington Street South 81 deg. 07 min. 36 sec. East, 28.25 feet to a point at the northwest corner of Waterfront Investments, LLC which is 0.79 feet south of the building wall; thence with the line of Waterfront Investments, LLC South 08 deg. 48 min. 54 sec. West, 204.00 feet to the **TRUE POINT OF BEGINNING** and containing 0.269 acres (11718 square feet).

Being the same property conveyed to Brown-Forman Corporation by deed dated May 28, 2015, and of record in Deed Book 10411, Page 0382, in the Office of the Clerk of Jefferson County, Kentucky.