### 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.

Attest:

# LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT, KENTUCKY

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

#### COMMONWEALTH OF KENTUCKY ) ) Sct. **COUNTY OF JEFFERSON** )

The foregoing instrument was subscribed, sworn to and acknowledged before me this \_\_\_\_\_, 2018, by Greg Fischer and Stephen Ott, as the respective Mayor and Metro Council Clerk of the Louisville/Jefferson County Metro Government, Kentucky, for and on behalf of Metro Government.

My commission expires \_\_\_\_\_\_.

Notary Public

#### COMMONWEALTH OF KENTUCKY ) ) Sct. COUNTY OF JEFFERSON )

The foregoing instrument was subscribed, sworn to and acknowledged before me this \_\_\_\_\_, 2018, by Dwight Haygood, as the Secretary of Brown-Forman Distillery, Inc., for and on behalf of the Company.

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