

ASSIGNMENT OF LEASE AGREEMENT

Between

LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT

And

NCI IRB HOLDINGS LLC

UP TO \$39,000,000

**LEXINGTON-FAYETTE URBAN COUNTY GOVERNMENT, KENTUCKY,
INDUSTRIAL BUILDING REVENUE BONDS, SERIES 2022B
(SPEIGLE HEIGHTS REDEVELOPMENT PROJECT – NEW CIRCLE)**

Dated as of

_____, 2022

ASSIGNMENT OF LEASE AGREEMENT

Dated as of _____, 2022

In order to secure payment of up to \$39,000,000 aggregate maximum principal amount of Lexington-Fayette Urban County Government, Kentucky, Industrial Building Revenue Bonds, Series 2022B (Speigle Heights Redevelopment Project – New Circle) (the “**Series 2022B Bonds**”) issued by the Lexington-Fayette Urban County Government (the “**Issuer**”) to NCI IRB Holdings LLC, as the original purchaser thereof (the “**Purchaser**”), pursuant to a Bond Purchase Agreement dated as of _____, 2022, among the Issuer, the Purchaser, NCI IRB Holdings LLC, as the servicing agent thereunder, and New Circle Investments LLC (the “**Company**”), the Issuer hereby assigns all of the Issuer’s right, title, and interest in and to the Lease Agreement related thereto dated _____, 2022, by and between the Issuer and the Company recorded in Deed Book _____, Page _____ in the office of the County Clerk of the County of Fayette, Kentucky (the “**Lease Agreement**”), to the Purchaser. Such assignment shall include, but not be limited to, the Pledged Receipts (as defined in the 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 [3.03\(a\) and \(f\)](#), [4.02\(b\)](#), [6.08\(b\)](#), 6.16, 7.02, ~~8.03~~[8.04](#), [9.02](#), and ~~8.04~~[9.05](#) of the Lease Agreement.

This Assignment of 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 SERIES 2022B ASSIGNMENT OF LEASE AGREEMENT

IN WITNESS WHEREOF, the Issuer has caused this Assignment of Lease Agreement to be executed in its name and on its behalf, all as of the date first stated above.

**LEXINGTON-FAYETTE URBAN
COUNTY GOVERNMENT**

By: _____

Linda Gorton
Mayor

Attest:

Abigail Allan
Urban County Council Clerk

Accepted as of the date first stated above:

NCI IRB HOLDINGS LLC, as Purchaser under
the Bond Purchase Agreement

By: _____

Nicholas T. Feldman
Manager

COMMONWEALTH OF KENTUCKY)
) Sct.
COUNTY OF FAYETTE)

The foregoing instrument was subscribed, sworn to, and acknowledged before me this _____, 2022, by Linda Gorton and Abigail Allan, as the respective Mayor and Urban County Council Clerk of the Lexington-Fayette Urban County Government, for and on behalf of said Government.

My commission expires _____.

Notary Public

COMMONWEALTH OF KENTUCKY)
) Sct.
COUNTY OF FAYETTE)

The foregoing instrument was subscribed, sworn to, and acknowledged before me this _____, 2022, by Nicholas T. Feldman, Manager of NCI IRB Holdings LLC, for and on behalf of said limited liability 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) 560-5208
timothy.eifler@skofirm.com

By: _____
Timothy J. Eifler

Summary report:	
Litera® Change-Pro for Word 10.7.0.7 Document comparison done on 6/5/2022 10:28:52 AM	
Style name: Default Style	
Intelligent Table Comparison: Active	
Original DMS: dm://EDOCSDM/8719019/3	
Modified filename: EDOCSDM-#8719019-v4-2022B_-_SPEIGLE_- IRB Assignment of Lease (New Circle).docx	
Changes:	
Add	4
Delete	2
Move From	0
<u>Move To</u>	0
<u>Table Insert</u>	0
Table Delete	0
<u>Table moves to</u>	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	6