WHEREAS, it is necessary and proper in the interests of the general welfare of the citizens, residents and inhabitants of the Issuer and the Commonwealth of Kentucky that the Issuer (a) authorize the issuance of the Bond and undertake the acquisition, construction, improvement and installation of the Project, (b) authorize the execution of a Lease Agreement between the Issuer and the Company, (c) authorize the execution of an Indenture of Assignment for the security of the holder or holders of the Bond and the execution of related documents, and (d) carry out the sale of the Bond and approve other necessary or related documents and actions;

NOW, THEREFORE, THE COUNTY OF SCOTT, KENTUCKY, ACTING BY AND THROUGH ITS FISCAL COURT HEREBY ORDAINS AS FOLLOWS:

Section 1. Incorporation of Preamble. The preamble, which is incorporated as a part hereof, the Issuer hereby:

(a) Confirms and ratifies its Resolution adopted on October 31, 1994, whereby the Issuer agreed to authorize and issue its bonds for the purpose of financing the Project.

(b) Authorizes the sale, issuance, execution and delivery of the County of Scott Kentucky, Industrial Building Revenue Bond, Series 1995 (Louisville Forge and Gear Works, Inc. Project), in a principal amount up to $22,000,000 (the “Bond”), which shall be in the form and subject to the terms and specifications set forth in the Indenture of Assignment and the Bond Purchase Agreement identified and approved herein.

(c) Authorizes the use of the proceeds of the Bond, as provided in the Indenture of Assignment and the Lease Agreement hereinafter identified and approved, for the acquisition, construction, improvement and installation of the Project for lease to the Company.

(d) Acknowledges the acceptance and conveyance to the Issuer of title to the Project pursuant to the Act and authorizes the Issuer to lease the Project to the Company pursuant to the Lease Agreement.

(e) The Lease Agreement identified and approved herein is hereby authorized and directed to be executed and acknowledged by the Issuer, with the attestation of the Fiscal Court Clerk, as Exhibit A attached hereto.

Section 2. The County Judge/Executive is hereby authorized and directed to execute, acknowledge and deliver on behalf of the Issuer, with the attestation of the Fiscal Court Clerk, a certain Lease Agreement between the Issuer and the Company (the “Lease Agreement”), which Lease Agreement is hereby approved, authorized and adopted in substantially the form submitted herewith and designated Exhibit A, with such additions, deletions or changes as the officer executing the same may require or approve on behalf of the Issuer, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. In order to provide for the authorization and security of the Bond to be issued pursuant to the Act (to finance the acquisition, construction, improvement and installation of the Project and expenses incident to such financing) and to prescribe the terms and conditions upon which the Bond is to be secured, executed, authenticated, accepted and held, the County Judge/Executive is hereby authorized and directed to execute and acknowledge on behalf of the Issuer, with the attestation of the Fiscal Court Clerk, a certain Indenture of Assignment (the