

**Limited Liability Company
Operating Agreement**
(single member)

The Hoffman Company, LLC

Formed under the laws of the Commonwealth of

Kentucky

This Operating Agreement (this "Agreement") of the company named above (the "Company"), is entered into by the undersigned as sole member of the Company (the "Sole Member").

1. Articles of Organization. The Sole Member has formed or shall form a limited liability company pursuant to and in accordance with the statutes of the state entered above (the "State") regarding the formation and governance of limited liability companies, as amended from time to time (the "LLC Statutes") by the filing of articles of organization substantially in the form of Exhibit A hereto (the "Articles") with the State's office of the secretary of state in accordance with the LLC Statutes.

2. Powers. The business and affairs of the Company shall be managed by the Sole Member. The Sole Member shall have the power to do any and all acts necessary or convenient to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise, possessed by members under the LLC Statutes.

3. Offices. The Company shall have one or more offices at places the Sole Member designates. The initial registered office of the Company shall be as set forth in the Articles, and the Sole Member is the resident agent.

4. Officers. The Sole Member may delegate those powers and to the persons holding those offices as described below ("Officers"). In the absence of such delegation, such powers and offices shall be held by the Sole Member. The Sole Member may remove any Officer at any time, with or without cause, by giving a written notice of removal to such Officer.

4.1. Managing Member, President. The titles "Managing Member" and "President" shall both refer to the same office in the Company, which office shall be referred to as "President" for purposes of this Section 4. The President must be a member of the Company, shall be the chief executive officer of the Company, shall be responsible for the general and active management of the business of the Company and shall see that all determinations, resolutions and other actions of the Sole Member are carried into effect.

4.2. Vice Presidents. The "Vice President" (or in the event there shall be more than one Vice President, in the order designated at the time of their appointment; or in