

INDEMNIFICATION

To the extent permitted by Kentucky law, the members of the Company shall authorize the Company to indemnify any present or former manager, member or officer of the Company against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in connection with a proceeding in which the person was, is or is threatened to be made a named defendant or respondent because the person is or was a manager, member or officer of the Company.

EXEMPTION FROM LIABILITY

A manager of the Company shall not be liable to the Company or its members for monetary damages for an act or omission in the manager's capacity as a manager, except to the extent that any applicable law may prevent such manager from being relieved of such personal liability. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation of the personal liability of a manager of the Company existing at the time of such repeal or modification.

NO FIDUCIARY DUTIES

A manager of the Company shall have no fiduciary duties to the Company or to any member of the Company, including but not limited to any duty to present corporate opportunities to the Company and any duty not to compete with the Company or its business.