

OPERATING AGREEMENT

1. Names

This operating agreement is made by MARBLE CITY MEDIA, LLC, an Alabama limited liability company ("Company"), and FRANK LEE PERRYMAN, TRUSTEE UNDER THE FRANK LEE PERRYMAN TRUST DATED JUNE 17, 2010 ("Member").

2. Formation

The Company has been formed under the Alabama statute authorizing the formation of limited liability companies. The purpose of the Company is stated in the certificate of formation.

3. Offices

The Company will have one or more offices at places the Member designates. The initial registered office of the Company is located at 205 Primrose Path, Sylacauga, AL 35150-3530, and the Member is the resident agent.

4. Management

The Member has the right to manage the Company's business. The Member may delegate to another person the authority to perform specified acts on behalf of the Company.

5. Capital Contributions

The Member may make capital contributions from time to time in exchange for the Member's ownership interest in the Company. The Member will not be paid interest on such capital contributions.

6. Taxes

For federal and state tax purposes, the Company will be taxed as a sole proprietorship, with profits and losses passing through to the Member.

7. Funds

The Member will determine the financial institution that will hold Company funds and will determine the authorized signatures on Company accounts.

8. Additional Members

The Company may admit one or more additional members upon such terms as are determined by the Company and the Member. If new members are admitted, the articles of organization and the operating agreement will be appropriately amended.

9. Distributions

The Member will determine when and how cash and other assets of the Company will be distributed.

MARBLE CITY MEDIA, LLC

By: 

Frank Lee Perryman, Trustee under
the Frank Lee Perryman Trust
dated June 17, 2010
Member-Manager

Date: 7/21/11