

<b>United States Bankruptcy Court District of Delaware</b>	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): <b>Hawaii Superferry, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): HSF Ltd.	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 71-0912152	Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): Pier 19 Ferry Terminal Honolulu, Hawaii  ZIP CODE 96817	Street Address of Joint Debtor (No. & Street, City, and State):   ZIP CODE
County of Residence or of the Principal Place of Business: Honolulu	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):  ZIP CODE	Mailing Address of Joint Debtor (if different from street address):  ZIP CODE


Location of Principal Assets of Business Debtor (if different from street address above): Pinto Island, Mobile, AL 36652

<b>Type of Debtor</b> (Form of Organization) (Check one box.)	<b>Nature of Business</b> (Check one box.)	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Transportation Company  <b>Tax-Exempt Entity</b> (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<b>Filing Fee</b> (Check one box.)	<b>Chapter 11 Debtors</b>
<input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

<b>Statistical/Administrative Information</b>	THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Debts</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	



<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Hawaii Superferry, Inc.</b>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (if not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____          Signature of Foreign Representative</p> <p>_____          Printed Name of Foreign Representative</p> <p>_____          Date</p>
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ David B. Stratton</u>          Signature of Attorney for Debtor(s)  <b>David B. Stratton, Bar No. DE 960</b>          Printed Name of Attorney for Debtor(s)  <b>Pepper Hamilton LLP</b>          Firm Name  <b>1313 Market Street, P.O. Box 1709</b>  <b>Wilmington, DE 19899-1709</b>          Address  <b>(302) 777-6566</b>          Telephone Number  <b>May 29, 2009</b>          Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____          Address</p> <p>X _____          Date</p> <p>_____          Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.          The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X           Signature of Authorized Individual</p> <p><b>C. Alexander Harman</b>          Printed Name of Authorized Individual</p> <p><b>Secretary and Director</b>          Title of Authorized Individual</p> <p><b>May 20, 2009</b>          Date</p>	<p>_____          Date</p> <p>_____          Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>

United States Bankruptcy Court  
District of Delaware

In re Hawaii Superferry, Inc.

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

**Exhibit "C" to Voluntary Petition**

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

**None**

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

**The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this exhibit. The Debtor does not believe that it owns or possesses property that poses or is alleged to pose a threat of such harm.**

**ATTACHMENT TO HAWAII SUPERFERRY, INC.  
VOLUNTARY PETITION**

**Note Regarding Estimated Assets and Estimated Liabilities in Voluntary Petition**

The estimated assets and liabilities identified on the Voluntary Petition of Hawaii Superferry, Inc. (the “Debtor”) are based on book values as reflected in the Company’s books and records, and are provided for informational purposes only. The Debtor reserves all rights under the Bankruptcy Code and applicable Federal and Local Rules of Bankruptcy Procedure to amend its Voluntary Petition and any related lists, schedules and/or statements at any time during this Chapter 11 case as it may deem necessary or appropriate.

**United States Bankruptcy Court  
District of Delaware**

In re HSF Holding, Inc., et al.

Debtor(s)

Case No. 09-Chapter 11

**CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

Following is the consolidated list of the debtors' creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 [or chapter 9] cases. The information contained in the list is based on the debtors' books and records as of May 28, 2009. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims. If a minor child is one of the creditors holding the 50 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
State of Hawaii	Marian Tanouye/Kendrick Au 808-587-1903 Department of Transportation Harbors Division 79 S. Nimitz Highway Honolulu, HI 96813	Minimum Annual Guarantee, fees and revocable permit	Disputed	\$731,080.51
MTU	Don Meyer 313-592-7000 13400 West Outer Drive Detroit, MI 48239-4001	Engine maintenance and maintenance technician		\$544,653.00
Monarch Insurance Services, Inc.	Mark Polivka 800 S. King Street, Suite 300 Honolulu, HI 96813	Worker's Comp Insurance		\$202,000.00
Sodexo, Inc & Affiliates	Marc Nakamoto 808-226-6783 808-956-9777 2465 Campus Road #220A Honolulu, HI 96822	Contract services/product costs for food and beverage as well as giftshop		\$182,198.37
Laird Christianson Advertising	Dennis Christianson 1003 Bishop Street 9th Floor Honolulu, HI 96813-6429	Marketing / Media services		\$134,725.78
Entrix, Inc.	Michael Parton 713-666-6223 5252 Westchester, Suite 250 Houston, TX 77005	Consulting Fees		\$126,002.08
Hornblower Marine Services	Bill Annand 115 E. Market St. New Albany, IN 47150	Management fees and expenses		\$113,685.88
Sea Engineering, Inc.	Lorene Godfrey 808-536-3603 Pier 21 Honolulu, HI 96817	Professional Services		\$112,192.30

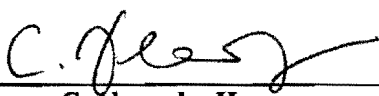
(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Continental Airlines, Inc.	Carol Carpenter Credit Mgt. 800-525-0280 1600 Smith St., 34th Fl - HQSCR Houston, TX 77002	Contract services for reservations/call center located in Salt Lake City, Utah		\$111,494.02
The Sierra Club, Maui Tomorrow Inc. and Kahului Harbor Coalition	Isaac Hall, Esq. 2087 Wells Street Wailuku, HI 96793-2221	Litigation award	Disputed	\$91,000.00
Willis Marine North America	Thomas Angiolino 212-915-8888 One World Financial Centre 200 Liberty Street, 7th Floor New York, NY 10281-1003	Insurance coverage		\$87,177.21
Waterfront A, LLC	Larry Taft (808) 531-3000 841 Bishop St Ste 1700 Honolulu, HI 96813-3915	Office space lease		\$84,082.45
Austal USA, LLC	Segrid Kabusa 251-434-8000 100 Dunlap Cir Mobile, AL 36610	Travel and labor for professional services		\$78,198.01
Internal Revenue Service	P.O. Box 409101 Ogden, UT 84409	Foreign Person's US Source Income Subject to Withholding		\$74,980.72
Rolls-Royce Commercial Marine Inc.	206-782-9190 1731 13th Avenue S.W. Seattle, WA 98134	Labor and travel for maintenance services		\$72,300.58
Hawaiian Tug & Barge	808-543-9311 1331 N Nimitz Hwy Honolulu, HI 96817-4934	Tug assist service		\$44,887.50
Deloitte & Touche LLP	Tertia Freas 808-543-0713 1132 Bishop Street, Ste 1200 Honolulu, HI 96813-2870	Professional Services		\$44,694.23
Propulsion Controls Engineering	619-235-0961 1620 Rigel Street San Diego, CA 92113-3832	Labor and materials		\$17,849.20
McNeil Wilson Communications, Inc.	David Wilson 808-531-0244 1003 Bishop Street Pauahi Tower, 9th Floor Honolulu, HI 96813	Public relations professional services		\$16,152.63
Seabulk Towing	Eddie Brister 251-432-2611 No. 2 South Water Street Mobile, AL 36602	Tug assist service		\$11,314.62
Norton Lilly International	Jeff Overstreet 251-433-5401 251-219-3292 One St. Louis Centre, Suite 3002 Mobile, AL 36602	Marine agent fees		\$8,311.25
The Wackenhut Corporation	Captain English 808-368-8106 3375 Koapaka St., Ste. D-05 Honolulu, HI 96819-18685	Security service		\$6,757.88

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Google, Inc.	Matthew Marr Account Strategist 650-253-0000 1600 Amphitheatre Parkway Mountain View, CA 94043	Internet search services		\$6,547.80
CH2M Hill	Paul Luersen 808-943-1133 1132 Bishop Street Suite 1100 Honolulu, HI 96813	Consulting professional services		\$6,500.00
Noise Control Engineering, Inc.	Raymond Fischer 978-670-5339 799 Middlesex Turnpike Billerica, MA 01821	Engineering professional services		\$6,100.00
Bering Sea Ecotech	James Directo 808-330-8991 91-343 Kaihola Street Kapolei, Hawaii, 96707	Used oil test and disposal		\$5,551.83
Grainger	808-423-0028 2833 Paa Street Honolulu, HI 96819-4406	Supplies purchased		\$5,460.84
Q Mark Research	Dennis Christianson 1003 Bishop Street 9th Floor Honolulu, HI 96813-6429	Telephone interview - marketing		\$5,392.67
Service Rentals & Supplies, Inc.	808-877-3410 147 Kalepa Place Kahului, HI 96732	Equipment rental		\$3,334.63
John Mullen & Co., Inc.	Eddie Davis 808-541-5519 677 Ala Moana Blvd, Suite 910 Honolulu, HI 96813	Insurance claim professional services		\$3,228.48

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, C. Alexander Harman, the Secretary and Director of the corporations named as the debtors in this case, declare under penalty of perjury that I have read the foregoing consolidated list and that it is true and correct to the best of my information and belief.

Date May 31 2009

Signature 

Name: **C. Alexander Harman**

Title: **Secretary and Director**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  HAWAII SUPERFERRY, INC.,  Debtor.	Chapter 11  Case No. 09-_____ (     )
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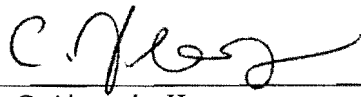
**CERTIFICATION CONCERNING CREDITOR MATRIX**

Hawaii Superferry, Inc. ("Superferry"), as debtor and debtor-in-possession herein (the "Debtor"), hereby certifies under penalty of perjury that the *Creditor Matrix* as maintained by Donlin Recano & Co., Inc., pursuant to Local Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, is complete and, to the best of the Debtor's knowledge, correct and consistent with the Debtor's books and records.

The information contained therein is based upon a review of the Debtor's books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the *Creditor Matrix* have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right, defense or legal position of the Debtor.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed this 30<sup>th</sup> day of May, 2009

Signature:   
By: C. Alexander Harman  
Title: Secretary and Director

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  HAWAII SUPERFERRY, INC.,  Debtor.	Chapter 11  Case No. 09-_____ (     )
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**LIST OF EQUITY SECURITY HOLDERS**

Hawaii Superferry, Inc., debtor and debtor-in-possession (the “Debtor”) in the above captioned case, hereby files its List of Equity Security Holders pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

**Common Stock:**

The holders of common stock are as follows:

Holder	Aggregate Number of Shares	Percentage of Ownership
HSF Holding, Inc. Pier 19 Ferry Terminal Honolulu, Hawaii 96817	200,000,000	100%

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:  HAWAII SUPERFERRY, INC.,  Debtor.	Chapter 11  Case No. 09-_____ (     )
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**CERTIFICATION CONCERNING LIST OF EQUITY SECURITY HOLDERS**

I, C. Alexander Harman, the Secretary and Director of Hawaii Superferry, Inc., debtor and debtor-in-possession (the "Debtor") in the above captioned case, hereby certify under penalty of perjury that the list submitted herewith, pursuant to Local Rule 1007-1(a) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, is complete and, to the best of the Debtor's knowledge, correct and consistent with the Debtor's books and records.

Date: May 30, 2009



Name: C. Alexander Harman

Title: Secretary and Director

## **CERTIFICATION OF RESOLUTIONS**

I, C. Alexander Harman, do hereby certify that: (a) I am the duly elected, qualified and acting Secretary of Hawaii Superferry, Inc. (the "Company"); (b) the following resolutions were duly adopted by the Board of Directors of the Company, as of May 21, 2009, in accordance with the Hawaii Business Corporation Act; and (c) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof.

### **I. Voluntary Petition and Retention of Professionals Under the Provisions of Chapter 11 of the United States Bankruptcy Code**

**RESOLVED**, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and

**RESOLVED**, that the officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the operation of the Company's business; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Pepper Hamilton LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Pepper Hamilton LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of CRG Partners Group LLC as financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention

agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of CRG Partners Group LLC; and

**RESOLVED**, that the Company may retain an accounting firm to serve as accountant to advise the Company in the aforesaid Chapter 11 proceeding on a retainer basis and on such other terms and conditions as any Authorized Officers shall deem advisable; and

**RESOLVED**, that the Company may retain such other professionals to represent and/or assist this Company in the aforesaid Chapter 11 proceeding on a general retainer or such other terms or conditions as any Authorized Officer shall deem advisable; and

## **II. Plan of Reorganization**

**RESOLVED** that the Authorized Officer and any employees or agents (including counsel) designated by or directed by the Authorized Officer be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to cause the Company to file such definitive Chapter 11 plan of reorganization (or liquidation) and any and all modifications, supplements or amendments thereto, and such other agreements, instruments and documents as may be necessary, appropriate or desirable in connection with such plan and to make such motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable for the successful confirmation of such plan; and

**RESOLVED** that, in connection with the prosecution of the Chapter 11 case, the Authorized Officer and any employees or agents (including counsel) designated by or directed by the Authorized Officer be, and each hereby is, authorized and empowered on behalf of, and in the name of, the Company to cause the Company to enter into any agreements, instruments and documents as may be necessary, appropriate or desirable and to make such motions and other filings with the Bankruptcy Court, and do all other things, as may be or become necessary, appropriate or desirable in order to effectuate a sale of the Company; and

**RESOLVED** that the Authorized Officer, and any employees or agents (including counsel) designated by or directed by the Authorized Officer be, and each hereby is, authorized and empowered to cause the Company to enter into, execute, deliver, certify, file and/or record and perform such agreements,

instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents and to take such other actions as in the judgment of the Authorized Officer shall be or become necessary, proper and desirable to prosecute to a successful completion the Chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure of the Company consistent with the foregoing votes and to carry out and put into effect the purposes of the foregoing votes and the transactions contemplated by these votes, their authority thereunto to be evidenced by the taking of such actions; and

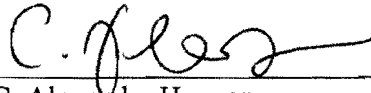
**RESOLVED** that any and all past actions heretofore taken by officers or directors of the Company in the name of and on behalf of the Company in furtherance of any or all of the preceding votes be, and the same hereby are, ratified, approved and adopted; and

### **III. Further Actions and Prior Actions**

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and

**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the 29th day of May, 2009.

A handwritten signature in black ink, appearing to read "C. Harman", written over a horizontal line.

C. Alexander Harman  
Secretary