

United States Bankruptcy Court
Southern District of New York

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
Remediation and Liability Management Company, Inc.

Name of Joint Debtor (Spouse) (Last, First, Middle):
N/A

All Other Names used by the Debtor in the last 8 years
(include married, maiden, and trade names):
Uptown Land Development Corporation

All Other Names used by the Joint Debtor in the last 8 years
(include married, maiden, and trade names):
N/A

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if
more than one, state all):
38-2529430

Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if
more than one, state all):
N/A

Street Address of Debtor (No. and Street, City, and State):
300 Renaissance Center
Detroit, Michigan
ZIP CODE 48265-3000

Street Address of Joint Debtor (No. and Street, City, and State):
N/A
ZIP CODE

County of Residence or of the Principal Place of Business: Wayne County

County of Residence or of the Principal Place of Business:
N/A

Mailing Address of Debtor (if different from street address):
ZIP CODE

Mailing Address of Joint Debtor (if different from street address):
N/A
ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):
Textile Road Land, Bunton & Textile Roads, Ypsilanti, Michigan
ZIP CODE 48197

Type of Debtor
(Form of Organization)
(Choose one box.)
[] Individual (includes Joint Debtors)
See Exhibit D on page 2 of this form.
[X] Corporation (includes LLC and LLP)
[] Partnership
[] Other (If debtor is not one of the above
entities, check this box and state type of
entity below.)

Nature of Business
(Choose one box.)
[] Health Care Business
[] Single Asset Real Estate as defined in
11 U.S.C. § 101 (51B)
[] Railroad
[] Stockbroker
[] Commodity Broker
[] Clearing Bank
[X] Other
Management of Environmental
Remediation
Tax-Exempt Entity
(Choose box, if applicable.)
[] Debtor is a tax-exempt organization
under Title 26 of the United States
Code (the Internal Revenue Code).

Chapter of Bankruptcy Code Under Which
the Petition is Filed (Choose one box)
[] Chapter 7
[] Chapter 9
[X] Chapter 11
[] Chapter 12
[] Chapter 13
[] Chapter 15 Petition for Recognition of a Foreign
Main Proceeding
[] Chapter 15 Petition for Recognition of a Foreign
Nonmain Proceeding

Nature of Debts (Choose one box)
[] 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."
[X] Debts are primarily business
debts.

Chapter 11 Debtors
Check one box:
[] Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
[X] Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if: (N/A - on a consolidated basis)
[] Debtor's aggregate noncontingent liquidated debts (excluding debts owed to
insiders or affiliates) are less than \$2,190,000.

Check all applicable boxes:
[] A plan is being filed with this petition.
[] Acceptances of the plan were solicited prepetition from one or more classes of
creditors, in accordance with 11 U.S.C. § 1126(B).

Filing Fee (Choose one box)
[X] Full Filing Fee attached
[] 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.
[] Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for
the court's consideration. See Official Form 3B.

Statistical/Administrative Information
[X] Debtor estimates that funds will be available for distribution to unsecured creditors.
[] Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for
distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE
ONLY

Estimated Number of Creditors
[X] 1-49 [] 50-99 [] 100-199 [] 200-999 [] 1,000-5,000 [] 5,001-10,000 [] 10,001-25,000 [] 25,001-50,000 [] 50,001-100,000 [] Over 100,000

Estimated Assets
[] \$0 to \$50,000 [] \$50,001 to \$100,000 [] \$100,001 to \$500,000 [] \$500,001 to \$1 million [] \$1,000,001 to \$10 million [] \$10,000,001 to \$50 million [] \$50,000,001 to \$100 million [] \$100,000,001 to \$500 million [] \$500,000,001 to \$1 billion [] More than \$1 billion

Estimated Liabilities
[] \$0 to \$50,000 [] \$50,001 to \$100,000 [] \$100,001 to \$500,000 [] \$500,001 to \$1 million [] \$1,000,001 to \$10 million [] \$10,000,001 to \$50 million [] \$50,000,001 to \$100 million [] \$100,000,001 to \$500 million [] \$500,000,001 to \$1 billion [] More than \$1 billion

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Remediation and Liability Management Company, Inc.
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All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A

Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor: See Schedule 1 Attached	Case Number: See Schedule 1 Attached	Date Filed: See Schedule 1 Attached
District: Southern District of New York	Relationship: See Schedule 1 Attached	Judge: Robert E. Gerber

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).

X _____
Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- Yes, and Exhibit C is attached and made a part of this petition.
- No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

- Exhibit D completed and signed by the debtor is attached and made a part of this petition.
- If this is a joint petition:
- Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box.)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.]
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes)

- Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Remediation and Liability Management Company, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

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.

[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).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

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.

(Check only **one** box.)

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.

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.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Stephen Karotkin
Signature of Attorney for Debtor(s)

Stephen Karotkin
Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP
Firm Name

767 Fifth Avenue
Address

New York, New York 10153

(212) 310-8000
Telephone Number

October 9, 2009
Date

* 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.

Signature of Non-Attorney Bankruptcy Petition Preparer

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 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

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.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

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:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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.

Signature of Debtor (Corporation/Partnership)

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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ David F. Head
Signature of Authorized Individual

David F. Head
Printed Name of Authorized Individual

Vice President and Assistant Treasurer
Title of Authorized Individual

October 9, 2009
Date

Schedule 1

Pending Bankruptcy Cases Concurrently Filed by Affiliates of This Debtor

On June 1, 2009 Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”), the direct parent of Remediation and Liability Management Company, Inc. (“**REALM**”), and three of MLC’s direct and indirect subsidiaries listed below each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”). The cases were assigned to the Honorable Robert E. Gerber and are being jointly administered under case number 09-50026 (REG) pursuant to the Order Pursuant to Fed. R. Bankr. P. 1015(b) Directing Joint Administration of Chapter 11 Cases [Docket No. 156] (the “**Joint Administration Order**”). On October 9, 2009 contemporaneously herewith, REALM and its affiliate Environmental Corporate Remediation Company, Inc. (together, the “**Debtors**”) have each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code and have filed a Motion of Debtors for Entry of an Order Pursuant to 11 U.S.C. § 105(a) Directing that Certain Orders in the Chapter 11 Cases of Motors Liquidation Company, *et al.*, f/k/a General Motors Corp., *et al.*, Be Made Applicable to Subsequent Debtors (the “**Subsequent Debtors Motion**”). Pursuant to the Subsequent Debtors Motion, the Debtors seek, inter alia, to have the Joint Administration Order made applicable to the Debtors’ cases.

Company	Affiliation	Case Number	Date Filed
Motors Liquidation Company (f/k/a/ General Motors Corporation)	Direct Parent of Remediation and Liability Management Company, Inc.	09-50026 (REG)	June 1, 2009
MLC of Harlem, Inc. (f/k/a Chevrolet-Saturn of Harlem, Inc.)	Affiliate of Remediation and Liability Management Company, Inc.	09-13558 (REG)	June 1, 2009
MLCS, LLC (f/k/a/ Saturn, LLC)	Affiliate of Remediation and Liability Management Company, Inc.	09-50027 (REG)	June 1, 2009
MLCS Distribution Corporation (f/k/a Saturn Distribution Corporation)	Affiliate of Remediation and Liability Management Company, Inc.	09-50028 (REG)	June 1, 2009

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
 :
 : **Chapter 11 Case No.**
 :
REMEDICATION AND LIABILITY : **09- _____ ()**
MANAGEMENT COMPANY, INC., :
 :
 :
 :
Debtor. :
-----X

**LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS¹**

Following is the consolidated list of the creditors of Remediation and Liability Management Company, Inc. in the above-captioned chapter 11 case, as debtor and debtor in possession (the “**Debtor**”), holding the 20 largest noncontingent unsecured claims as of October 8, 2009.

Except as set forth above, this list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-1 of the Local Rules of Bankruptcy Procedure. This list does not include persons who come within the definition of “insider” set forth in section 101(31) of title 11 of the United States Code.

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this Schedule.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
1. Conestoga-Rovers & Assoc. 22055 Niagara Falls Blvd. Suite #3 Niagara Falls, New York 14304	Attn: Beth Landale Phone: (716) 297-6150 Fax: (716) 297-2265 22055 Niagara Falls Blvd. Suite #3 Niagara Falls, New York 14304	Trade Debt		\$ 382,553.73
2. Arcadis BBL 10559 Citation Drive Suite 100 Brighton, Michigan 48118	Attn: Chris Peters Phone: (810) 229-8594 Fax: (810) 229-8837 10559 Citation Drive Suite 100 Brighton, Michigan 48118	Trade Debt		\$150,135.37
3. O'Brien & Gere Engineers, Inc. 5000 Brittonfield Pkwy Syracuse, New York 13057-9226	Attn: Terry L. Brown Phone: (315) 437-6100 Fax: (315) 463-7554 5000 Brittonfield Pkwy Syracuse, New York 13057-9226	Trade Debt		\$44,202.84
4. Charter Twp. of Genesee 7244 N. Genesee Road P.O. Box 215 Genesee, Michigan 48437	Attn: Tom Mannor, Treasurer Phone: (810) 640-2000 Fax: (810) 640-1150 7244 N. Genesee Road P.O. Box 215 Genesee, Michigan 48437	Trade Debt		\$23,468.42
5. BT2, Inc. 2830 Dairy Drive Madison, Wisconsin 53718-6751	Attn: Mark Huber Phone: (608) 224-2830 Fax: (608) 224-2839 2830 Dairy Drive Madison, Wisconsin 53718-6751	Trade Debt		\$17,622.66

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>6. Haley & Aldrich Design and Construction</p> <p>56 Roland Street Boston, Massachusetts 02129-1400</p>	<p>Attn:</p> <p>Phone:</p> <p>Fax:</p> <p>56 Roland Street Boston, Massachusetts 02129-1400</p>	Trade Debt		\$16,462.41
<p>7. Groundwater & Environmental Services, Inc</p> <p>440 Creamery Way Suite 500 Exton, Pennsylvania 19341-2577</p>	<p>Attn:</p> <p>Phone: (800) 426-9871</p> <p>Fax:</p> <p>440 Creamery Way Suite 500 Exton, Pennsylvania 19341-2577</p>	Trade Debt		\$14,639.25
<p>8. Charter Township of Ypsilanti</p> <p>7200 S. Huron River Dr. Ypsilanti, Michigan 48197</p>	<p>Attn: Larry J. Doe, Treasurer</p> <p>Phone: (734) 484-1002</p> <p>Fax:</p> <p>7200 S. Huron River Dr. Ypsilanti, Michigan 48197</p>	Trade Debt		\$14,461.40
<p>9. Royal Environmental, Inc.</p> <p>720 Lexington Avenue P.O. Box 15719 Rochester, New York 14615</p>	<p>Attn:</p> <p>Phone: (585) 254-1840</p> <p>Fax:</p> <p>720 Lexington Avenue P.O. Box 15719 Rochester, New York 14615</p>	Trade Debt		\$10,772.37
<p>10. Environ International Corporation</p> <p>214 Carnegie Street Princeton, New Jersey 08540</p>	<p>Attn:</p> <p>Phone: (609) 452-9000</p> <p>Fax: (609) 452-0284</p> <p>214 Carnegie Street Princeton, New Jersey 08540</p>	Trade Debt		\$6,203.87

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
11. NOVA Consultants, Inc 21580 Novi Road, #300 Novi, Michigan 48375	Attn: Phone: Fax: 21580 Novi Road, #300 Novi, Michigan 48375	Trade Debt		\$5,640.51
12. Charter Township of Flint 1490 S. Dye Road Flint, Michigan 48532	Attn: Sandra Wright Phone: (810) 732-1350 Fax: 1490 S. Dye Road Flint, Michigan 48532	Trade Debt		\$5,476.54
13. Washtenaw County Treasurer P.O. Box 8645 200 N. Main St, Ste 200 Ann Arbor, Michigan 48107-8645	Attn: Phone: (734) 222-6700 Fax: P.O. Box 8645 200 N. Main St, Ste 200 Ann Arbor, Michigan 48107-8645	Trade Debt		\$4,523.25
14. ARCADIS Geraghty & Miller, Inc. 10559 Citation Drive Suite 100 Brighton, Michigan 48118	Attn: Chris Peters Phone: Fax: 10559 Citation Drive Suite 100 Brighton, Michigan 48118	Trade Debt		\$3,931.16
15. Global Environmental Engineering Inc. 6140 Hill 23 Drive Suite 1 Flint, Michigan 48507	Attn: Phone: Fax: 6140 Hill 23 Drive Suite 1 Flint, Michigan 48507	Trade Debt		\$3,436.65

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
16. Clean Harbors Environmental Services P.O. Box 3442 Boston, Massachusetts 02241-3442	Attn: Phone: Fax: P.O. Box 3442 Boston, Massachusetts 02241-3442	Trade Debt		\$2,442.76
17. Young's Environmental Cleanup, Inc G-5305 North Dort Highway Flint, Michigan 48505	Attn: Phone: (810) 789-7155 Fax: (810) 789-3606 G-5305 North Dort Highway Flint, Michigan 48505	Trade Debt		\$2,425.00
18. Town of Framingham Tax Collector's Office 150 Concord St Framingham, Massachusetts 01702	Attn: Phone: Fax: Tax Collector's Office 150 Concord St Framingham, Massachusetts 01702	Trade Debt		\$2,403.30
19. Bank of New York, The P.O. Box 19445 Newark, New Jersey 07195-0445	Attn: Financial Control Billing Department Phone: Fax: P.O. Box 19445 Newark, New Jersey 07195-0445	Trade Debt		\$1,750.00
20. City of Saginaw, Treasurer 1315 S. Washington Ave. Saginaw, Michigan 48601	Attn: Phone: Fax: 1315 S. Washington Ave. Saginaw, Michigan 48601	Trade Debt		\$733.75

DECLARATION UNDER PENALTY OF PERJURY:

I, the undersigned authorized officer of the corporation named as Debtor in this case, declare under penalty of perjury that I have reviewed the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that the list is true and correct to the best of my information and belief.

Dated: October 9, 2009

/s/ David F. Head

Signature

NAME: David F. Head

TITLE: Vice President and Assistant Treasurer

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
 :
 : **Chapter 11 Case No.**
 :
REMEDIATION AND LIABILITY : **09- _____ ()**
MANAGEMENT COMPANY, INC., :
 :
 :
 :
Debtor. :
-----X

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO FED. R. BANKR. P.
1007(a)(1) AND LOCAL RULE OF BANKRUPTCY PROCEDURE 1007-3**

Pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York, Remediation and Liability Management Company, Inc. (“**REALM**”), as debtor and debtor in possession, respectfully represents as follows:

1. 100% of REALM’s equity is directly owned by Motors Liquidation Company (f/k/a General Motors Corporation).
2. REALM does not directly or indirectly own any class of equity interest of a corporation whose securities are publicly traded.

3. REALM does not own an interest in any general partnership, limited partnership or joint venture.

Dated: New York, New York
October 9, 2009

Remediation and Liability Management Company, Inc.

/s/ David F. Head

Name: David F. Head_

Title: Vice President and Assistant Treasurer

REMEDICATION AND LIABILITY MANAGEMENT COMPANY, INC.

**MEETING OF THE
BOARD OF DIRECTORS**

Minutes of a special teleconference meeting of the Board of Directors (the “**Board**”) of Remediation and Liability Management Company, Inc., a Michigan corporation (the “**Corporation**”), held on Friday, October 9, 2009, at 2:40 p.m., using telephone equipment through which all persons participating in the meeting could hear one another, in accordance with Section 3.10 of the Corporation’s Bylaws.

All of the directors except Albert A. Koch were present during the meeting.

Ted Stenger, Director, presided.

The Board discussed the ability of the Corporation to continue as a going concern. The Board discussed filing a petition seeking relief under the provisions of chapter 11 of title 11 (“**Chapter 11**”), United States Code (the “**Bankruptcy Code**”). Various questions were asked and answered.

Upon motion duly made and seconded, the following resolutions were unanimously approved:

COMMENCEMENT OF CHAPTER 11 CASE

RESOLVED, that the Corporation be, and it hereby is, authorized and directed to file a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”); and further

RESOLVED, that each of the Proper Officers (it being understood that, for the purposes of these Resolutions, the “Proper Officers” shall include, without limitation, the President, any Vice President, the Treasurer, the Secretary, Assistant Treasurer or any Assistant Secretary) is hereby authorized and directed to execute, verify, and file all petitions under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) at such time as such Proper Officer shall determine; and further

RESOLVED, that in connection with the commencement of the Chapter 11 Case, each Proper Officer is hereby authorized to negotiate, execute, and deliver such notes, security and other agreements, and instruments as such Proper Officer considers appropriate to enable the Corporation to utilize cash collateral on the terms and conditions such Proper Officer or Proper Officers executing the same may consider necessary, proper, or desirable, and to consummate the transactions contemplated by such notes, security and other agreements and instruments on behalf of the Corporation, subject to Bankruptcy Court approval; and further

RESOLVED, that each Proper Officer is hereby authorized and directed to enter into, execute, deliver, certify, file and/or record, negotiate, and perform, any and all petitions, schedules, lists, motions, certifications, agreements, instruments, affidavits, applications, including without limitation, applications for approvals or rulings of governmental or regulatory authorities, or other documents and to take such other actions, as in the judgment of such Proper Officer shall be or become necessary, proper, or desirable in connection with the Chapter 11 Case; and further

RETENTION OF ADVISORS

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby employed as attorneys for the Corporation under a general retainer in the Chapter 11 Case, subject to Bankruptcy Court approval; and further

RESOLVED, that the firm of AP Services LLC is hereby employed as restructuring advisor for the Corporation in the Chapter 11 Case, subject to Bankruptcy Court approval; and further

RESOLVED, that each Proper Officer is hereby authorized and directed to employ and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, and other professionals, subject to Bankruptcy Court approval, and to perform any and all further acts and deeds the Proper Officer deems necessary, proper, or desirable in furtherance thereof with a view to the successful prosecution of the Chapter 11 Case; and further

GENERAL AUTHORIZATION AND RATIFICATION

RESOLVED, that each Proper Officer is authorized and directed, consistent with these Resolutions: (i) to negotiate, execute, deliver, certify, file and/or record, and perform, any and all of the agreements, documents, and instruments referenced herein, and such other agreements, documents, and instruments and assignments thereof as may be required or as such Proper Officer deems appropriate or advisable, or to cause the negotiation, execution, and delivery thereof, in the name and on behalf of the Corporation, as the case may be, in such form and substance as such Proper Officer may approve, together with such changes and amendments to any of the terms and conditions thereof as such Proper Officer may approve, with the execution and delivery thereof on behalf of the Corporation by or at the direction of such Proper Officer to constitute evidence of such approval, (ii) to negotiate, execute, deliver, certify, file and/or record, and perform, in the name and on behalf of the Corporation, any and all agreements, documents, certificates, consents, filings, and applications relating to the Resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as such Proper Officer deems appropriate or advisable in connection therewith, and (iii) to do such other things as may be required, or as may in such Proper Officer's judgment be necessary, proper or desirable, to carry out the intent and effectuate the purposes of the

Resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated hereby; and further

RESOLVED, that all actions taken by the Proper Officers prior to the date of the foregoing Resolutions and within the authority conferred, are hereby ratified, confirmed, and approved in all respects as the act and deed of the Corporation.

There being no further business, the meeting was adjourned at 2:50 p.m.

/s/ Kyle Braden
Kyle Braden
Vice President & Secretary