

United States Bankruptcy Court District of Delaware	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): J&D Company, LLC	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):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 26-3946376	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 600 Hunter Lane Middletown, Pennsylvania <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 17057</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Dauphin County, Pennsylvania	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	

Type of Debtor (Form of Organization) (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.)	Nature of Business (Check one box.) <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 <hr/> Tax-Exempt Entity (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).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <hr/> Nature of Debts (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.
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Filing Fee (Check one box.) <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.	Chapter 11 Debtors Check one box: <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). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. <hr/> Check all applicable boxes: <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).
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Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" 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.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <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	
Estimated Assets <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 checked="" 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 type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities <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 checked="" 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 type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): J&D Company, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See the Attached Exhibit 1	Case Number:	Date Filed:	
District: District of Delaware	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> 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.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> 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.)			
<input checked="" type="checkbox"/> 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.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> 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.)			
<input type="checkbox"/> 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)			
<input type="checkbox"/> 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			
<input type="checkbox"/> 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.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1 (Official Form) 1 (1/08)		Page 3
Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): J&D Company, LLC
Signatures		
<p align="center">Signature(s) of Debtor(s) (Individual/Joint)</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. [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 align="center">Signature of a Foreign Representative</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>X _____ Signature of Attorney*</p> <p>_____ Signature of Attorney for Debtor(s) <u>M. Blake Cleary (No. 3614)</u> Printed Name of Attorney for Debtor(s) <u>Young Conaway Stargatt & Taylor, LLP</u> Firm Name <u>The Brandywine Building</u> Address <u>1000 West Street, 17th Floor</u> <u>Wilmington, DE 19801</u> <u>302-571-6600</u> Telephone Number</p> <p>_____ Date</p> <p>*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.</p>	<p align="center">Signature of Non-Attorney Bankruptcy Petition Preparer</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 _____</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><i>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.</i></p>	
<p align="center">Signature of Debtor (Corporation/Partnership)</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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <u>Daniel P. Wikel</u> Printed Name of Authorized Individual <u>Chief Restructuring Officer</u> Title of Authorized Individual <u>5/20/09</u></p> <p>_____ Date</p>		

EXHIBIT 1 TO VOLUNTARY PETITION

AFFILIATED ENTITIES

As of January 5, 2009, each of the affiliated entities (the "Debtors") filed in this Court a petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § § 101 et seq. The Debtors' cases are being jointly administered under Case No. 09-10019 (KJC).

Interlake Material Handling, Inc.	Case No. 09-10019-KJC
United Fixtures Company, Inc., f/k/a National Store Fixtures, J&D Associates and Retail Service Solutions	Case No. 09-10020-KJC
Conco-Tellus, Inc.	Case No. 09-10022-KJC
UFC Interlake Holding Co.	Case No. 09-10021-KJC

CHI:2226886.1

**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
UNITED FIXTURES COMPANY, INC.**

The undersigned, being all the members of the board of directors (the "Board") of United Fixtures Company, Inc., a Delaware corporation (the "Company"), hereby consent to the following actions and adopt the following resolutions by written consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, effective as of May 11, 2009:

ELECTION AND AUTHORIZATION OF DANIEL P. WIKEL AS CHIEF
RESTRUCTURING OFFICER OF J&D COMPANY, LLC

WHEREAS, the Board has determined that it is advisable and in the best interests of Seller to authorize Daniel P. Wikel, as Chief Restructuring Officer (the "CRO"), to perform all responsibilities and duties and to take any and all actions delegated (prior to the date hereof or otherwise) to the office of President by the Board and/or the limited liability company agreement of Seller and as required by the laws of the State of Delaware (the "Actions of the President");

AUTHORIZATION OF RETAIL SERVICE SOLUTIONS ASSET PURCHASE
AGREEMENT

WHEREAS, there has been presented to the Board prior to the date hereof, that certain Asset Purchase Agreement (the "RSS Asset Purchase Agreement"), by and between J&D Company, LLC, a wholly-owned subsidiary of the Company ("Seller"), and RSS Holdings, LLC ("RSS") pursuant to which, among other things, the Company will sell the Retail Service Solutions business and certain assets of the Company used therein to RSS (the "RSS Asset Sale");

AUTHORIZATION OF THE FILING OF A PETITION FOR RELIEF UNDER
CHAPTER 11

WHEREAS, the Board has reviewed the materials presented by the management and the advisors of Seller regarding the liabilities and liquidity situation of Seller, the strategic alternatives available to it, and the impact of the foregoing on the Seller's businesses; and

WHEREAS, the Board has had the opportunity to consult with the management and the advisors of Seller and fully consider each of the strategic alternatives available to Seller.

NOW, THEREFORE, BE IT:

ELECTION AND AUTHORIZATION OF DANIEL P. WIKEL AS CHIEF
RESTRUCTURING OFFICER OF J&D COMPANY, LLC

RESOLVED, that the CRO is hereby authorized to perform and/or take any and all Actions of the President;

RESOLVED, that the CRO shall continue to (i) report directly to the Board, (ii) do and perform all acts and things incident to the position of Chief Restructuring Officer and such other duties as the Board may prescribe from time to time and (iii) serve until his successor is elected or until his earlier resignation or removal;

RESOLVED, that all actions previously or hereafter taken by the CRO or his representatives or agents or any of their affiliates in connection with effectuating the intent of the foregoing resolutions are ratified, confirmed and approved in all respects as the acts and deeds of the Company;

AUTHORIZATION OF RETAIL SERVICE SOLUTIONS ASSET PURCHASE AGREEMENT

RESOLVED, that the Board hereby determines that the RSS Asset Sale and the other transactions contemplated by the RSS Asset Purchase Agreement are advisable and in the best interests of the Company, Seller and their respective interest holders, and hereby authorizes and approves in all respects the consummation of the RSS Asset Sale and the other transactions contemplated by the RSS Asset Purchase Agreement and authorizes, approves, ratifies and adopts the RSS Asset Purchase Agreement in all respects;

FURTHER RESOLVED, that the officers, including the CRO, of the Seller (the "Authorized Officers", and individually, an "Authorized Officer") be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of Seller, to execute and deliver the RSS Asset Purchase Agreement and any related documents in such form as the Authorized Officers executing the same may approve, the execution thereof by any such Authorized Officer conclusively to evidence the due authorization thereof by the Board;

FURTHER RESOLVED, that each Authorized Officer be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of Seller, to take all such further actions and to do all such things, including, without limitation, paying all such fees and expenses, and arranging for, entering into, executing and delivering all further agreements, instruments, documents, certificates, modifications, amendments and supplements relating to the RSS Asset Purchase Agreement and related documents or the obligations contemplated thereunder, which shall in such Authorized Officer's sole judgment be necessary, proper or advisable in order to enter into the RSS Asset Purchase Agreement or the related documents or to consummate the RSS Asset Sale and the other transactions contemplated by the RSS Asset Purchase Agreement or to carry out fully these resolutions;

AUTHORIZATION OF THE FILING OF A PETITION FOR RELIEF UNDER CHAPTER 11

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of Seller, its creditors and other parties in interest, that Seller files or causes to be filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 *et seq.*, the "Bankruptcy Code");

FURTHER RESOLVED, that each of the Authorized Officers, be, and hereby is, authorized and empowered to execute and file on behalf of Seller in the United States Bankruptcy Court for the District of Delaware, or other such United States Bankruptcy Court as shall be decided upon by the Board, all petitions, schedules, lists, motions, applications, pleadings and other papers or documents necessary to commence a case on behalf of Seller under chapter 11 of the Bankruptcy Code (the "Case"), and to take any and all further acts and deeds that he, she or the Board deems necessary, proper and desirable in connection with the Case, with a view to the successful prosecution of the Case;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Winston & Strawn LLP as general bankruptcy counsel to represent and assist Seller in carrying out Seller's duties under the Bankruptcy Code, and to take any and all actions to advance Seller's rights and obligations in connection with the Case; and in connection therewith, each of the Authorized Officers is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Case, and cause to be filed an appropriate application for authority to retain the services of Winston & Strawn LLP;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor, LLP as local bankruptcy and conflicts counsel to represent and assist Seller in carrying out Seller's duties under the Bankruptcy Code, and to take any and all actions to advance Seller's rights and obligations in connection with the Case; and in connection therewith, each of the Authorized Officers is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Case, and cause to be filed an appropriate application for authority to retain the services of Young Conaway Stargatt & Taylor, LLP;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as noticing, claims and balloting agent to represent and assist Seller in carrying out Seller's duties under the Bankruptcy Code, and to take any and all actions to advance Seller's rights and obligations in connection with the Case; and in connection therewith, each of the Authorized Officers is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Case, and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to assist Seller in

carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance Seller's rights and obligations in connection with the Case; and in connection therewith, each of the Authorized Officers is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Case, and cause to be filed an appropriate application for authority to retain the services of any such other professionals;

GENERAL AUTHORIZATION

FURTHER RESOLVED, that the Board hereby authorizes, empowers and directs each of the Authorized Officers and the officers of the Company, on behalf of Seller and in their names, to execute and deliver, or cause to be executed and delivered, any and all agreements, amendments, supplements, certificates, reports, applications, notices, letters or other documents, as the Authorized Officers and the officers of the Company, with the advice of counsel, may approve, and to do or cause to be done any and all such other acts and things as, in the opinion of the Authorized Officers and the officers of the Company, may be necessary, appropriate or desirable in order to enable Seller fully and promptly to carry out the purposes and intent of the foregoing resolutions and any such action taken or any agreement, amendment, certificate, report, application, notice, filing, letter or other document executed and delivered by them or any of them in connection with any such action shall be conclusive evidence of their or his authority to take, execute and deliver the same;

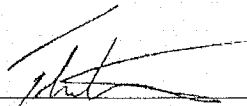
FURTHER RESOLVED, that the Board hereby authorizes, empowers and directs each of the Authorized Officers, on behalf of Seller and in their names, and under their seals or otherwise, to take all such further actions and to do all such things, including, without limitation, paying all such fees and expenses, and arranging for, entering into, executing and delivering all further agreements, instruments, documents, certificates, modifications, amendments, and supplements relating to the foregoing resolutions or the obligations contemplated thereunder, which shall in such officer's sole judgment be necessary, proper or advisable in order to carry out fully these resolutions;

FURTHER RESOLVED, that all actions heretofore taken by each of the Authorized Officers or any representatives or agents of Seller or any of their affiliates in connection with the foregoing resolutions be, and are hereby ratified, confirmed and approved in all respects as the acts and deeds of Seller;

FURTHER RESOLVED, that the Board hereby authorizes, empowers and directs each of the Authorized Officers, on behalf of Seller and in their name, to take such actions as they deem necessary or desirable in order to make the foregoing resolutions fully effective; and


FURTHER RESOLVED, that all the acts of the Authorized Officers as set forth above, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Company, have executed this Written Consent, it being confirmed by each director that this Written Consent may be executed in counterparts, all of which taken together shall constitute a single instrument, and may be delivered to the Company by facsimile or electronic transmission, with such facsimile to be considered final and effective.



John A. Hatherly

Richard Renaud



Jon D. Kleinke

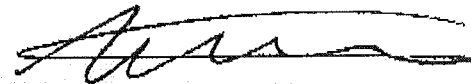
John Veleris

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John A. Hatherly

Richard Renaud

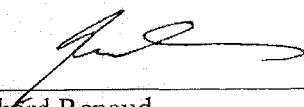
Jon D. Kleinke



John Veleris

IN WITNESS WHEREOF, the undersigned, being all of the directors of the Company, have executed this Written Consent, it being confirmed by each director that this Written Consent may be executed in counterparts, all of which taken together shall constitute a single instrument, and may be delivered to the Company by facsimile or electronic transmission, with such facsimile to be considered final and effective.

John A. Hatherly



Richard Renaud

Jon D. Kleinke

John Veleris

**WRITTEN CONSENT
OF THE SOLE MEMBER OF
J & D COMPANY, LLC**

The undersigned, being the sole member (the "Member") of J & D Company, LLC, a Delaware limited liability company (the "Company"), hereby consents to the following actions and adopts the following resolutions by written consent pursuant to the Limited Liability Company Act of the State of Delaware (6 Del. C. § 18-101 *et seq.*), effective as of May 11, 2009:

ELECTION AND AUTHORIZATION OF DANIEL P. WIKEL AS CHIEF RESTRUCTURING OFFICER OF THE COMPANY

WHEREAS, the Member has determined that it is advisable and in the best interests of the Company to authorize Daniel P. Wikel, as Chief Restructuring Officer (the "CRO"), to perform all responsibilities and duties and to take any and all actions delegated (prior to the date hereof or otherwise) to the office of President by the Member and/or the limited liability company agreement of the Company and as required by the laws of the State of Delaware (the "Actions of the President");

AUTHORIZATION OF RETAIL SERVICE SOLUTIONS ASSET PURCHASE AGREEMENT

WHEREAS, there has been presented to the Member prior to the date hereof, that certain Asset Purchase Agreement (the "RSS Asset Purchase Agreement"), by and between the Company and RSS Holdings, LLC ("RSS") pursuant to which, among other things, the Company will sell the Retail Service Solutions business and certain assets of the Company used therein to RSS (the "RSS Asset Sale");

AUTHORIZATION OF THE FILING OF A PETITION FOR RELIEF UNDER CHAPTER 11

WHEREAS, the Member has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses; and

WHEREAS, the Member has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT:

ELECTION AND AUTHORIZATION OF DANIEL P. WIKEL AS CHIEF RESTRUCTURING OFFICER OF THE COMPANY

RESOLVED, that the CRO is hereby authorized to perform and/or take any and all Actions of the President;

RESOLVED, that the CRO shall continue to (i) report directly to the board of directors of the Member, (ii) do and perform all acts and things incident to the position of Chief Restructuring Officer and such other duties as the Member may prescribe from time to time and (iii) serve until his successor is elected or until his earlier resignation or removal;

RESOLVED, that all actions previously or hereafter taken by the CRO or his representatives or agents or any of their affiliates in connection with effectuating the intent of the foregoing resolutions are ratified, confirmed and approved in all respects as the acts and deeds of the Company;

AUTHORIZATION OF RETAIL SERVICE SOLUTIONS ASSET PURCHASE AGREEMENT

RESOLVED, that the Member hereby determines that the RSS Asset Sale and the other transactions contemplated by the RSS Asset Purchase Agreement are advisable and in the best interests of the Company and the Member, and hereby authorizes and approves in all respects the consummation of the RSS Asset Sale and the other transactions contemplated by the RSS Asset Purchase Agreement and authorizes, approves, ratifies and adopts the RSS Asset Purchase Agreement in all respects;

FURTHER RESOLVED, that the officers, including the CRO, of the Company (the "Authorized Officers", and individually, an "Authorized Officer") be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver the RSS Asset Purchase Agreement and any related documents in such form as the Authorized Officers executing the same may approve, the execution thereof by any such Authorized Officer conclusively to evidence the due authorization thereof by the Member;

FURTHER RESOLVED, that each Authorized Officer be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to take all such further actions and to do all such things, including, without limitation, paying all such fees and expenses, and arranging for, entering into, executing and delivering all further agreements, instruments, documents, certificates, modifications, amendments and supplements relating to the RSS Asset Purchase Agreement and related documents or the obligations contemplated thereunder, which shall in such Authorized Officer's sole judgment be necessary, proper or advisable in order to enter into the RSS Asset Purchase Agreement or the related documents or to consummate the RSS Asset Sale and the other transactions contemplated by the RSS Asset Purchase Agreement or to carry out fully these resolutions;

AUTHORIZATION OF THE FILING OF A PETITION FOR RELIEF UNDER
CHAPTER 11

RESOLVED, that in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company files or causes to be filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101 *et seq.*, the "Bankruptcy Code");

FURTHER RESOLVED, that each of the Authorized Officers, be, and hereby is, authorized and empowered to execute and file on behalf of the Company in the United States Bankruptcy Court for the District of Delaware, or other such United States Bankruptcy Court as shall be decided upon by the Member, all petitions, schedules, lists, motions, applications, pleadings and other papers or documents necessary to commence a case on behalf of the Company under chapter 11 of the Bankruptcy Code (the "Case"), and to take any and all further acts and deeds that he, she or the Member deems necessary, proper and desirable in connection with the Case, with a view to the successful prosecution of the Case;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Winston & Strawn LLP as general bankruptcy counsel to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Case; and in connection therewith, each of the Authorized Officers is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Case, and cause to be filed an appropriate application for authority to retain the services of Winston & Strawn LLP;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor, LLP as local bankruptcy and conflicts counsel to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Case; and in connection therewith, each of the Authorized Officers is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Case, and cause to be filed an appropriate application for authority to retain the services of Young Conaway Stargatt & Taylor, LLP;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as noticing, claims and balloting agent to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations in connection with the Case; and in connection therewith, each of the Authorized Officers is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to

and immediately upon filing of the Case, and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC;

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and directed to employ any other professionals to 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 in connection with the Case; and in connection therewith, each of the Authorized Officers is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Case, and cause to be filed an appropriate application for authority to retain the services of any such other professionals;

GENERAL AUTHORIZATION

FURTHER RESOLVED, that the Member hereby authorizes, empowers and directs each of the Authorized Officers, on behalf of the Company and in their names, to execute and deliver, or cause to be executed and delivered, any and all agreements, amendments, supplements, certificates, reports, applications, notices, letters or other documents, as the Authorized Officers, with the advice of counsel, may approve, and to do or cause to be done any and all such other acts and things as, in the opinion of the Authorized Officers, may be necessary, appropriate or desirable in order to enable the Company fully and promptly to carry out the purposes and intent of the foregoing resolutions and any such action taken or any agreement, amendment, certificate, report, application, notice, filing, letter or other document executed and delivered by them or any of them in connection with any such action shall be conclusive evidence of their or his authority to take, execute and deliver the same;

FURTHER RESOLVED, that the Member hereby authorizes, empowers and directs each of the Authorized Officers, on behalf of the Company and in their names, and under their seals or otherwise, to take all such further actions and to do all such things, including, without limitation, paying all such fees and expenses, and arranging for, entering into, executing and delivering all further agreements, instruments, documents, certificates, modifications, amendments, and supplements relating to the foregoing resolutions or the obligations contemplated thereunder, which shall in such officer's sole judgment be necessary, proper or advisable in order to carry out fully these resolutions;

FURTHER RESOLVED, that all actions heretofore taken by each of the Authorized Officers or any representatives or agents of the Company or any of their affiliates in connection with the foregoing resolutions be, and are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Company;


FURTHER RESOLVED, that the Member hereby authorizes, empowers and directs each of the Authorized Officers, on behalf of the Company and in their name, to take such actions as they deem necessary or desirable in order to make the foregoing resolutions fully effective; and

FURTHER RESOLVED, that all the acts of the Authorized Officers as set forth above, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed and approved.

[signature page follows]

IN WITNESS WHEREOF, the undersigned, being the sole member of the Company, have executed this Written Consent, it being confirmed by the sole member that this Written Consent may be delivered to the Company by facsimile or electronic transmission, with such facsimile to be considered final and effective.

UNITED FIXTURES COMPANY, INC.



By: _____
Daniel P. Wikel, Chief Restructuring
Officer

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
J&D Company, LLC¹) Case No. 09-____ ()
)
Debtor.) Joint Administration Requested
)
_____)

LIST OF CREDITORS
HOLDING LARGEST 30 UNSECURED CLAIMS

The above-captioned debtor and debtor in possession (the “Debtor”) filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”). This list of creditors holding the thirty (30) largest unsecured claims (the “Top 30 List”) has been prepared from the Debtor’s books and records as of May 20, 2009.

The Top 30 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtor’s chapter 11 case. The Top 30 List does not include: (1) persons who come within the definition of an “insider” set forth in section 101(31) of the Bankruptcy Code; or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims.

The information presented in the Top 30 List shall not constitute an admission by, nor is it binding on, the Debtor. The information presented herein, including, without limitation (a) the failure of the Debtor to list any claim as contingent, unliquidated, disputed or subject to a setoff or (b) the listing of any claim as unsecured does not constitute an admission by the Debtor that the secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtor’s rights to contest the validity, priority, nature, characterization and/or amount of any claim.

¹ The last four digits of J&D Company, LLC’s federal tax identification number are 6376. J&D Company, LLC’s address is 600 Hunter Lane, Middletown, PA 17057

	Name of Creditor	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.	CAPITAL SAFETY	3833 Sala Way Red Wing, MN 55066 Facsimile: 651-388-5065	Trade		569,924.80
2.	STAYBRIGHT ELECTRIC (CO)	4468 Barnes Road Colorado Spring, CO 80917 Facsimile: 310-374-7371	Trade		309,008.12
3.	DAUPHIN ASSOCIATES INCORP	P.O. Box 2552 Harrisburg, PA 17105-2552 Facsimile: 717-986-9316	Trade		207,279.10
4.	GREEN TECHNICAL SERVICES	106 Crosby Road Dover, NH 03820 Facsimile: 603-742-3690	Trade		206,515.99
5.	RELIABLE RELAMPING, INC.	6459 Nash Hwy. Saranac, MI 48881 Facsimile: 616-691-8294	Trade		161,500.05
6.	STAYBRIGHT ELECTRIC (TX)	1515 Lakeville Drive, Building A Kingwood, TX 77339 Facsimile: 310-374-7371	Trade		133,530.04
7.	SINACOM (N.A), INC.	1020 West 8th Avenue King of Prussia, PA 19406 Facsimile: 610-518-9004	Trade		110,840.00
8.	GE CAPITAL SOLUTIONS	P.O. BOX 640387 Pittsburgh, PA 15264 Facsimile: 216-515-2551	Trade		87,221.32
9.	AMERICAN STEEL ALUM CORP	P. O. BOX 3251 Boston, MA 02241-3251 Facsimile: 972-264-1843	Trade		83,452.24
10.	BLACK BOX NETWORK	GOVERNMENT SOLUTIONS Dept. AT 40445 Atlanta, GA 31192-0429 Facsimile: 724-746-0746	Trade		78,063.75
11.	J & L WIRE CLOTH LLC	4230 SOLUTIONS CENTER Chicago, IL 60677-4002 Facsimile: 651-224-6038	Trade		66,686.97
12.	UNITED RENTALS, INC.	P.O. BOX 100711 Atlanta, GA 30384-0711 Facsimile: 256-772-9964	Trade		61,622.83
13.	TOP-TECH SERVICES CO.	12306 QUARTZ DRIVE Victorville, CA 92392 Facsimile: 760-957-6691	Trade		61,615.46
14.	RAM INDUSTRIES INC	P. O. BOX 827467 Philadelphia, PA 19182-7467 Facsimile: 717-392-2788	Trade		55,161.44
15.	ENTERPRISE FLEET SERVICES	170 NORTH RADNOR-CHESTER ROAD 2nd Floor Radner, PA 19087 Facsimile: 610-341-0791	Trade		51,894.96
16.	MOUNTAIN TECHNOLOGY INC.	P.O. BOX 334 Idaho Springs, CO 80452 Facsimile: 303-567-4451	Trade		40,067.52

	Name of Creditor	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)
17.	HIGH STEEL SRV CNT INC	P.O. BOX 62175 Baltimore, MD 21264-2175 Facsimile: 717-299-5155	Trade		38,065.17
18.	APPLIED INDUSTRIAL	22510 NETWORK PLACE Chicago, IL 60673-1225 Facsimile: 800 624-1678	Trade		35,243.68
19.	FASTENAL COMPANY (PAHA)	1351 EISENHOWER DRIVE Harrisburg, PA 17111 Facsimile: 717-561-1334	Trade		33,419.94
20.	IDEAL TOOL & EQUIP SVC	456 N 8TH STREET Philadelphia, PA 19123-3903 Facsimile: 215-440-9786	Trade		32,315.65
21.	EARTH PROTECTION	P.O. BOX 23820 Phoenix, AZ 85063-3820 Facsimile: 508-804-4837	Trade		30,488.96
22.	TRIAD METALS	P.O. BOX 8500-52228 Philadelphia, PA 19178-2228 Facsimile: 215-784-0180	Trade		27,401.80
23.	DOR-MAE INDUSTRIES INC.	4001 READING CREST AVE P.O. Box 13069 Reading, PA 19612 Facsimile: 610-929-5039	Trade		26,802.55
24.	LABOR READY	2050 STATE STREET Harrisburg, PA 17103 Facsimile: 717-238-4805	Trade		24,364.15
25.	CRAWFORD MECHANICAL	10175 HARRISON AVE. Harrison, OH 45030 Facsimile: 614-478-9447	Trade		22,792.86
26.	WESCO DISTRIBUTION, INC	185 THORNHILL ROAD Warrendale, PA 15086 Facsimile: 724-779-2927	Trade		21,607.37
27.	RENEGADE SERVICES, INC.	3400 W 111TH STREET P.M.B.145 P.M.B. 145 Chicago, IL 60655 Facsimile: 773-779-7853	Trade		21,301.89
28.	EDWARDS SERVICE CO. INC.	1020 9TH AVENUE S.W. SUITE 110 Bessemer, AL 35022 Facsimile: 205-481-2071	Trade		20,816.23
29.	TRUMETER INC	1020 NW 6TH STREET SUITE D Deerfield Beach, FL 33442 Facsimile: 954-725-5599	Trade		20,496.80
30.	TUBULAR STEEL	1031 Executive Parkway St. Louis, MO 63150 Facsimile: 314-851-9336	Trade		18,784.51

\$ 2,658,286.15

Note: The above list excludes obligations where the sales invoice has yet to be generated per the Debtor's normal course.

**CERTIFICATION REGARDING THE LIST OF
CREDITORS HOLDING THIRTY LARGEST UNSECURED
CLAIMS AGAINST THE DEBTOR**

I, Daniel P. Wikel, am an authorized officer of the Debtor in this chapter 11 case, and in such capacities am familiar with the financial affairs of the Debtor. I declare under penalty of perjury that I have read the foregoing list of the Debtor's 30 largest unsecured creditors (the "Top 30 List") and that the Top 30 List is true and correct to the best of my information and belief.

Date: May 20, 2009

/s/ Daniel P. Wikel _____

Daniel P. Wikel