

**United States Bankruptcy Court  
District of Delaware**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Commander Foods 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):	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) <b>04-2858023</b>	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): <b>1200 State Fair Blvd. Syracuse, NY</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>13221-4734</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Onondaga</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>PO Box 4737 Syracuse, NY</b>	Mailing Address of Joint Debtor (if different from street address):
ZIP Code <b>13221</b>	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (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/> <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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <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.
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<b>Filing Fee</b> (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.	Check one box: <b>Chapter 11 Debtors</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). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  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**

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.

**Estimated Number of Creditors**

<input checked="" type="checkbox"/>	<input type="checkbox"/>								
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**

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$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**

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$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

THIS SPACE IS FOR COURT USE ONLY

<p><b>Voluntary Petition</b></p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): <b>Commander Foods Inc.</b></p>
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<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)		
Location Where Filed: <b>Southern District of New York</b>	Case Number: <b>03-22951</b>	Date Filed: <b>5/30/03</b>
Location Where Filed:	Case Number:	Date Filed:

<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)		
Name of Debtor: <b>See Attachment</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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 delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>
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**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 in 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(l)).

### Voluntary Petition

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

Name of Debtor(s):  
**Commander Foods 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.

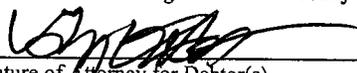
Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

##### Signature of Attorney\*

X   
Signature of Attorney for Debtor(s)

**Gregory W. Werkheiser (3553)**  
Printed Name of Attorney for Debtor(s)

**Morris, Nichols, Arshat & Tunnell LLP**  
Firm Name  
**1201 North Market Street, P.O. Box 1347**  
**Wilmington, DE 19899-1347**

\_\_\_\_\_  
Address

**302.658.9200 Fax: 302.658.3989**  
Telephone Number

\_\_\_\_\_  
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 19 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:

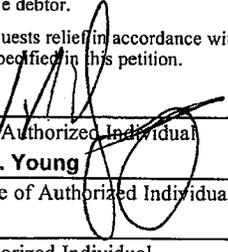
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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

X   
Signature of Authorized Individual

**Gregory J. Young**  
Printed Name of Authorized Individual  
**President**  
Title of Authorized Individual

**11/18/09**  
Date

\_\_\_\_\_  
Date

In re **Commander Foods Inc.**

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

Debtor

**FORM 1. VOLUNTARY PETITION**  
**Pending Bankruptcy Cases Filed Attachment**

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
<b>Big M Supermarkets, Inc. District of Delaware</b>	<b>Affiliate</b>	<b>11/17/09 TBD</b>
<b>P and C Food Markets Inc. of Vermont District of Delaware</b>	<b>Affiliate</b>	<b>11/17/09 TBD</b>
<b>P.T. Development, LLC District of Delaware</b>	<b>Affiliate</b>	<b>11/17/09 TBD</b>
<b>P.T. Fayetteville/Utica, LLC District of Delaware</b>	<b>Affiliate</b>	<b>11/17/09 TBD</b>
<b>Pennway Express, Inc. District of Delaware</b>	<b>Affiliate</b>	<b>11/17/09 TBD</b>
<b>Penny Curtiss Baking Company, Inc. District of Delaware</b>	<b>Affiliate</b>	<b>11/17/09 TBD</b>
<b>Sunrise Properties, Inc. District of Delaware</b>	<b>Affiliate</b>	<b>11/17/09 TBD</b>
<b>The Penn Traffic Company District of Delaware</b>	<b>Affiliate</b>	<b>11/17/09 TBD</b>

**CERTIFIED RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF  
COMMANDER FOODS INC.**

WHEREAS, that in the judgment of the Board of Directors of the Commander Foods Inc. (the “Company”), it is desirable and in the best interest of the Company to authorize officers of the Company to cause to be filed a petition by the Company seeking relief under the provisions of chapter 11 of title 11, United States Code (the “Bankruptcy Code”) on or after November 17, 2009.

NOW, THEREFORE, BE IT

**Filing and Prosecution of Bankruptcy Case**

RESOLVED, that it is desirable and in the best interest of the Company to authorize the Chief Executive Officer, the President, the Chief Restructuring Officer, the Vice President, the Secretary, or any of them, to cause to be filed petitions in the name of the Company (the “Chapter 11 Petition”) seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the Chief Executive Officer, the President, the Chief Restructuring Officer, the Vice President, and the Secretary (each, an “Authorized Officer”) be, and each hereby is, authorized and directed to execute and verify the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware, (the “Bankruptcy Court”), in such form and at such time as such Authorized Officer(s) shall determine; and it is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists,

applications, pleadings, and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case; and is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized to take all actions and execute all documents necessary to obtain debtor-in-possession financing under such terms as the Authorized Officers deem acceptable and appropriate.

### **Employment of Professionals**

RESOLVED, that the law firm of Haynes and Boone, LLP be, and hereby is, employed under general retainer as bankruptcy counsel for the Company in the chapter 11 case, and the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements substantially in the form previously submitted to the Board of Directors, pay appropriate retainers in substantially the amounts previously discussed by the Board of Directors prior to and immediately upon the filing of a chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of Haynes and Boone, LLP; and it is further

RESOLVED, that the law firm of Fulbright & Jaworski, LLP be, and hereby is, employed under general retainer as special counsel for the Company in the chapter 11 case, and the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements substantially in the form previously submitted to the Board of Directors, pay appropriate retainers in substantially the amounts previously discussed by the Board of Directors prior to and immediately upon the filing of a chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of Fulbright & Jaworski, LLP; and it is further

RESOLVED, that the financial advisory firm of Conway Del Genio Gries & Co. (“CDG”) be, and hereby is, employed, pursuant to that certain engagement letter dated November 3, 2009, the prior authorization of which is hereby acknowledged and ratified, to provide restructuring management services for the Company in the chapter 11 case, including, without limitation, making Ronald F. Stengel available to service as the Company’s Chief Restructuring Officer reporting directly to the Company’s board of Directors (the “CRO”), and the Authorized Officers (other than the CRO) of the Company are hereby authorized and directed to execute appropriate retention agreements substantially in the form previously submitted to and approved and authorized by the Board of Directors, pay appropriate retainers in substantially the amounts previously discussed by the Board of Directors prior to and immediately upon the filing of a chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of CDG; and it is further

RESOLVED, that the prior appointment of Ronald F. Stengel as CRO of the Company effective November 3, 2009 is hereby acknowledged and ratified in all respects, and all acts lawfully done or actions lawfully taken by him in the capacity as CRO from and after November 3, 2009 through the date hereof are hereby adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that the firm of Donlin Recano & Company, Inc. (“Donlin”) be, and hereby is, employed as claims, noticing, and balloting agent for the Company in the chapter 11 case, and the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements substantially in the form previously submitted to the Board of Directors, pay appropriate retainers in substantially the amounts previously discussed by the

Board of Directors prior to and immediately upon the filing of a chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of Donlin; and it is further

RESOLVED, that the Authorized Officers of the Company be, and they hereby are, authorized and directed to seek the approval of the Bankruptcy Court to employ any other firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of a chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of such firm; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

**Consent to Cash Collateral Order and Execution of Supporting Documents**

WHEREAS, in connection with the Company's chapter 11 case described herein, the Company deems it to be advisable and in the Company's best interest to consent to, and seek Bankruptcy Court approval of, that certain Interim Order Pursuant to Bankruptcy code Sections 105, 361, 362, 363 and 364 (A) Authorizing the Debtors' Use of Cash Collateral By Consent, [(B) Authorizing Postpetition Letter of Credit Financing,] (C) Granting Adequate Protection and (D) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001 and any other interim or final orders and other agreements related thereto substantially in the form presented to the Board of Directors, with such changes thereto as agreed to by the Authorized Officers (as amended,

supplemented, restated, or otherwise modified from time to time, the “Cash Collateral Order”), which has been provided to the Company in connection with that certain first lien credit agreement dated as of April 13, 2005 (as amended, supplemented, amended and restated or otherwise modified, the “First Lien Credit Agreement”), among The Penn Traffic Company, Penny Curtiss Baking Company Inc. and Big M Supermarkets, Inc., as borrowers, Sunrise Properties, Inc., Pennway Express, Inc., Commander Foods Inc., P and C Food Markets Inc. of Vermont, P.T. Development, LLC, and P.T. Fayetville/Utica, LLC, as guarantors, the lenders party from time to time thereto, (collectively, the “First Lien Secured Lenders”), General Electric Capital Corporation, for itself as a lender, and as agent to the First Lien Secured Lenders, and other parties thereto; and

WHEREAS, in connection with the Cash Collateral Order, the Company may be required to enter into one or more security agreements, mortgages or other documents in order to grant any security interests in and liens upon substantially all of its existing and after-acquired assets and to otherwise effectuate the terms and provisions of the Cash Collateral Order (collectively, the “Supporting Documents”); and

WHEREAS, the directors of the Company have determined that the consent to the Cash Collateral Order and the execution of the Supporting Documents are incidental to and in furtherance of the business of the Company, will benefit directly or indirectly the Company, and are in the best interest of the Company;

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers, or any of them, be, and they hereby are, authorized for and on behalf of the Company to execute and deliver for and on behalf of the Company the Cash Collateral Order, the Supporting Documents and any such agreements, documents, instruments, or certificates, in each case in the form and substance

deemed acceptable or agreeable to said officers, in order to consummate the transactions contemplated by these resolutions or in connection with the Cash Collateral Order and such Supporting Documents, and containing such terms and conditions as may be acceptable or agreeable to said officers (provided such terms and conditions are consistent with the foregoing Cash Collateral Order and Supporting Documents and are authorized by the interim and final Cash Collateral Orders to be entered by the Bankruptcy Court), such determination, acceptance, and agreement to be conclusively evidenced by such Authorized Officer's execution and delivery thereof; and it is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized and empowered to do or cause to be done all such acts or things and to sign and deliver or cause to be signed and delivered any agreements, documents, instruments, and certificates necessary, advisable, or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions in connection with the Cash Collateral Order and Supporting Documents and it is further;

RESOLVED, that the Authorized Officers may, and each hereby may, execute, make, and deliver any guaranty, pledge agreement, security agreement, mortgage, stock power, financing statement, agreement, document, consent, or instrument in connection with the foregoing the Cash Collateral Order and Supporting Documents; and it is further

RESOLVED, that the execution by the Authorized Officers, or any of them, of any document authorized by the foregoing resolutions or any document executed in the accomplishment of any action or actions so authorized, is (or shall become upon delivery) the enforceable and binding act and obligation of the Company, without the necessity of the

signature or attestation of any other officer of this Company or the affixing of the corporate seal;  
and it is further

RESOLVED, that all acts and deeds of the Authorized Officers of the Company to date, be, and the same hereby are, in all respects ratified, approved, and adopted as the acts and deeds of the Company.

### **General Authorizing Resolutions**

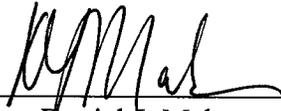
RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is authorized and directed, in the name of and on behalf of the Company, under the Company's corporate seal or otherwise, to make, enter into, execute, deliver, and file any and all other or further agreements, documents, certificates, materials, and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate, or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by any officer of the Company on behalf of the Company in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed, and adopted as the acts of the Company; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to certify and attest any documents or materials which they deem necessary, desirable, or appropriate to consummate the transactions contemplated by the

foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Company.

I, Daniel J. Mahoney, Esq., as secretary of the Company, certify that the above resolutions were adopted by the Board of Directors of Commander Foods Inc. at the meeting held on November 17, 2009.



\_\_\_\_\_  
Name: Daniel J. Mahoney, Esq.

Title: Secretary

**United States Bankruptcy Court**  
**District of Delaware**

In re Commander Foods Inc.

Debtor(s)

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

Chapter 11

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

Following is the list of the debtor's creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter case. 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 30 largest unsecured claims. If a minor child is one of the creditors holding the 30 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>
ABC REFRIGERATION + AC INC 6619 JOY ROAD EAST SYRACUSE, NY 13057	ABC REFRIGERATION + AC INC 6619 JOY ROAD EAST SYRACUSE, NY 13057 315-455-7083	TRADE PAYABLE		\$ 405,216.79
AIGCS AMERICAN INTERNATIONAL GROUP P.O.BOX 35656 NEWARK, NJ 07193-5657	JAMES CUFFE AIGCS AMERICAN INTERNATIONAL GROUP P.O.BOX 35656 NEWARK, NJ 07193-5657 877-640-2450	TRADE PAYABLE		\$ 95,914.24
AMERICAN GREETINGS DEPT I PO BOX 640782 PITTSBURGH, PA 15264-0782	VIOLET RAPACZ AMERICAN GREETINGS DEPT I PO BOX 640782 PITTSBURGH, PA 15264-0782 1-800-321-3040	TRADE PAYABLE		\$ 133,856.00
AMERISOURCE / TOPCO P.O.BOX 96002 (PHARMACY ONLY) CHICAGO, IL 60693-6002	LJ ALLEN AMERISOURCE / TOPCO P.O.BOX 96002 (PHARMACY ONLY) CHICAGO, IL 60693-6002	TRADE PAYABLE		\$ 81,522.07
BERGENSONS PROPERTY SERVICES PO BOX 201307 DALLAS, TX 75320-1307	BERGENSONS PROPERTY SERVICES PO BOX 201307 DALLAS, TX 75320-1307 760-631-5111	TRADE PAYABLE		\$ 137,244.57
COCA COLA BOTTLING CO OF EGL PO BOX 4108 BOSTON, MA 02211-4108	COCA COLA BOTTLING CO OF EGL PO BOX 4108 BOSTON, MA 02211-4108 888-361-9074	TRADE PAYABLE		\$ 343,102.09
CROWN EQUIPMENT CORPORATION PO BOX 641173 CINCINNATI, OH 45264-1173	CROWN EQUIPMENT CORPORATION PO BOX 641173 CINCINNATI, OH 45264-1173 724-696-3533	TRADE PAYABLE		\$ 70,455.02
DELI BOY PROVISION CO 100 MATHEWS AVE SYRACUSE, NY 13209	DELI BOY PROVISION CO 100 MATHEWS AVE SYRACUSE, NY 13209 315-488-4411	TRADE PAYABLE		\$ 326,623.65

Debtor(s)

**LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

(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>
EMC 1550 LAFOLLETTE FENNIMORE, WI 53809	STEVE BARRY EMC 1550 LAFOLLETTE FENNIMORE, WI 53809 608-822-3550	TRADE PAYABLE		\$ 183,846.97
FIRST ENERGY SOLUTIONS, CORP. P.O. BOX 3687 AKRON, OH 44308-1890	K. KEMP FIRST ENERGY SOLUTIONS, CORP. P.O. BOX 3687 AKRON, OH 44308-1890 1-888-254-6359	TRADE PAYABLE		\$ 172,208.54
FRITO-LAY INC PO BOX 643104 PITTSBURGH, PA 15264-3104	TONI MAYER FRITO-LAY INC PO BOX 643104 PITTSBURGH, PA 15264-3104 315-437-2138	TRADE PAYABLE		\$ 138,759.56
GALLIKER DAIRY CO P O BOX 159 JOHNSTOWN, PA 15907-0159	K. MIZAK GALLIKER DAIRY CO P O BOX 159 JOHNSTOWN, PA 15907-0159 -814-266-8702	TRADE PAYABLE		\$ 109,954.06
GEORGE WESTON BAKERIES, INC. P O BOX 644254 PITTSBURGH, PA 15264-4254	A. HEBERT GEORGE WESTON BAKERIES, INC. P O BOX 644254 PITTSBURGH, PA 15264-4254 800-631-0284	TRADE PAYABLE		\$ 315,213.16
HESS CORPORATION P.O.BOX 905216 CHARLOTTE, NC 28290-5216	HESS CORPORATION P.O.BOX 905216 CHARLOTTE, NC 28290-5216 800-437-7265	TRADE PAYABLE		\$ 132,401.43
HUDSON RPM DIST LLC ATLAS NEWS DIVISION 150 BLACKSTONE RIVER DR WORCESTER, MA 01607-1482	S. POLK HUDSON RPM DIST LLC ATLAS NEWS DIVISION 150 BLACKSTONE RIVER DR WORCESTER, MA 01607-1482 800-343-2340	TRADE PAYABLE		\$ 124,394.54
KARABUS MANAGEMENT INC 145 KING STREET WEST TORONTO, ON M5H1V8	B. FLETCHER KARABUS MANAGEMENT INC 145 KING STREET WEST TORONTO, ON M5H1V8 416-222-6408	TRADE PAYABLE		\$ 437,328.11
LOCAL 23 HEALTH FUND 345 SOUTHPOINTE BOULEVARD SUITE 200 CANONSBURG, PA 15317	CHRIS MCMAHON LOCAL 23 HEALTH FUND 345 SOUTHPOINTE BOULEVARD SUITE 200 CANONSBURG, PA 15317	TRADE PAYABLE		\$ 518,996.75

Debtor(s)

**LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

(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>
MEADOW BROOK DAIRY PO BOX 90265 CHICAGO, IL 60696-0265	MONICA DODDATO MEADOW BROOK DAIRY PO BOX 90265 CHICAGO, IL 60696-0265 800-942-8096	TRADE PAYABLE		\$ 116,734.95
MEIER SUPPLY CO INC 123 BROWN STREET JOHNSON CITY, NY 13790	MEIER SUPPLY CO INC 123 BROWN STREET JOHNSON CITY, NY 13790 607-797-7700	TRADE PAYABLE		\$ 69,658.20
NABISCO BRANDS-DSD ONLY PO BOX 13475 NEWARK, NJ 07188-0475	TRACEY WILLIAMS NABISCO BRANDS-DSD ONLY PO BOX 13475 NEWARK, NJ 07188-0475 570-820-1495	TRADE PAYABLE		\$ 152,879.77
NATIONAL INDUSTRIAL PORTFOLIO BORROWER, LLC PO BOX 842574 BOSTON, MA 02284-2574	K. HOFFMAN NATIONAL INDUSTRIAL PORTFOLIO BORROWER, LLC PO BOX 842574 BOSTON, MA 02284-2574	TRADE PAYABLE		\$ 344,183.33
NEW YORK STATE FAIR NEW YORK STATE FAIRGROUNDS 581 STATE FAIR BLVD SYRACUSE, NY 13209	NEW YORK STATE FAIR NEW YORK STATE FAIRGROUNDS 581 STATE FAIR BLVD SYRACUSE, NY 13209	TRADE PAYABLE		\$ 333,160.80
PEPPERIDGE FARMS INC. PO BOX 644398 PITTSBURGH, PA 15264	MICHAEL COLLETTI PEPPERIDGE FARMS INC. PO BOX 644398 PITTSBURGH, PA 15264 203-846-7044	TRADE PAYABLE		\$ 97,275.51
PERRY'S ICE CREAM PO BOX 842581 BOSTON, MA 02284-2581	MATT GIBBONS PERRY'S ICE CREAM PO BOX 842581 BOSTON, MA 02284-2581 716-542-5492	TRADE PAYABLE		\$ 102,531.58
RUBIN BROWN PO BOX 790379 ST LOUIS, MO 63179	KRISTIN PARSHAY RUBIN BROWN PO BOX 790379 ST LOUIS, MO 63179 314-290-3300	TRADE PAYABLE		\$ 114,806.06
SOURCE INTERLINK DISTRIBUTION 75 REMITTANCE DR., SUITE 6427 CHICAGO, IL 60675-6427	SOURCE INTERLINK DISTRIBUTION 75 REMITTANCE DR., SUITE 6427 CHICAGO, IL 60675-6427 866-888-5389	TRADE PAYABLE		\$ 114,484.71
STROEHMANN BAKERIES PO BOX 644254 PITTSBURGH, PA 15264-4254	A. HEBERT STROEHMANN BAKERIES PO BOX 644254 PITTSBURGH, PA 15264-4254 800-922-0611	TRADE PAYABLE		\$ 213,105.50

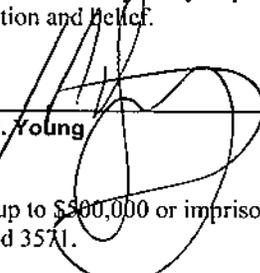
**LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(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>
SYRACUSE CRUNCH HOCKEY CLUB WAR MEMORIAL AT ONCENTER 800 SOUTH STATE STREET SYRACUSE, NY 13202	V. LEDERMAN SYRACUSE CRUNCH HOCKEY CLUB WAR MEMORIAL AT ONCENTER 800 SOUTH STATE STREET SYRACUSE, NY 13202 315-473-4444	TRADE PAYABLE		\$ 63,445.00
VERTIS, INC. P.O. BOX 404555 ATLANTA, GA 30384-4555	K. GLETNER VERTIS, INC. P.O. BOX 404555 ATLANTA, GA 30384-4555	TRADE PAYABLE		\$ 80,047.03
WESTVALE PLAZA MANAGEMENT 2102 WEST GENESEE ST SYRACUSE, NY 13219	WESTVALE PLAZA MANAGEMENT 2102 WEST GENESEE ST SYRACUSE, NY 13219	TRADE PAYABLE		\$ 99,167.49

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

I, the of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 11/18/09

Signature   
**Gregory J. Young**  
President

*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: § Chapter 11  
§  
COMMANDER FOODS INC. § Case No. 09-\_\_\_\_ ( )  
§  
Debtor. § Joint Administration Requested

**LIST OF CREDITORS**

The debtor in this chapter 11 case and certain affiliated entities (collectively, the “Debtors”) each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Contemporaneously with the filing of their petitions, the Debtors filed a single consolidated list of creditors (the “Consolidated Creditors List”), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditors List is being submitted to the Court electronically under separate notice.

Dated: November 18 2009  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

By:   
Eric D. Schwartz (Del. No. 3134)  
Gregory W. Werkheiser (Del. No. 3553)  
Ann C. Cordo (Del. No. 4817)  
1201 North Market Street, P.O. Box 1347  
Wilmington, Delaware 19899-1347  
Telephone: 302.351.9308  
Facsimile: 302.498.6208  
eschwartz@mnat.com  
gwerkheiser@mnat.com  
acordo@mnat.com

-and-

HAYNES AND BOONE, LLP  
Lenard M. Parkins (NY 4579124)  
Michael E. Foreman (NY 2043248)  
Abigail Ottmers (TX 24037225)  
1221 Avenue of the Americas, 26th Floor  
New York, NY 10020  
Telephone: 212.659.7300  
Facsimile: 212.918.8989  
lenard.parkins@haynesboone.com  
michael.foreman@haynesboone.com  
abigail.ottmers@haynesboone.com

***Proposed Counsel for the Debtors and Debtors in Possession***

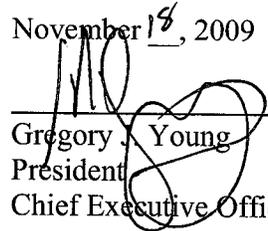
## LIST OF CREDITORS

### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, Gregory J. Young, President and Chief Executive Officer of Commander Foods Inc., declare under penalty of perjury that I have read the foregoing List of Creditors and that it is true and correct to the best of my knowledge, information and belief.

Date: November 17, 2009

Signature: \_\_\_\_\_

  
Gregory J. Young  
President  
Chief Executive Officer

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

<b>In re:</b>	§	<b>Chapter 11</b>
<b>COMMANDER FOODS INC.</b>	§	<b>Case No. 09-____ ( )</b>
<b>Debtor.</b>	§	<b>Joint Administration Requested</b>

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

In accordance with Federal Rule of Bankruptcy Procedure 7007.1 the undersigned certifies that the following entities are corporations that directly or indirectly own 10% or more of any class of Commander Foods Inc.'s equity interests:

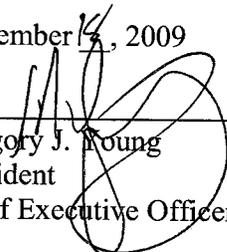
Bay Harbour Management, LLC  
885 Third Avenue  
New York, NY 10022

King Street Capital Management, LP  
65 East 55<sup>th</sup> Street, 30<sup>th</sup> Floor  
New York, NY 10022

Pension Benefit Guaranty Corporation  
c/o JP Morgan Investment Management, Inc.  
522 Fifth Avenue  
New York, NY 10036

Soundpost Partners, LP  
405 Park Avenue, 6<sup>th</sup> Floor  
New York, NY 10022

Date: November 13, 2009

Signature:   
\_\_\_\_\_  
Gregory J. Young  
President  
Chief Executive Officer

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

**In re:** § **Chapter 11**  
          §  
**COMMANDER FOODS INC.** § **Case No. 09-\_\_\_\_ ( )**  
          §  
          § **Debtor.** § **Joint Administration Requested**

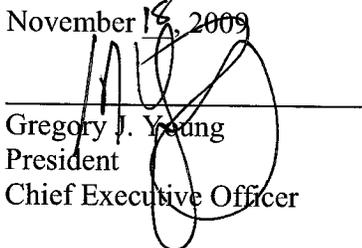
**LIST OF EQUITY SECURITY HOLDERS**

The debtor in this chapter 11 case and certain affiliated entities each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Following is the list of Commander Foods Inc.'s equity security holders which was prepared in accordance with Rule 1007(a) of the Federal Rules of Bankruptcy Procedure for filing in this chapter 11 case.

Equity Holder	Address of Equity Holder	Number of Securities
None.		

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

I, Gregory J. Young, President and Chief Executive Officer of Commander Foods Inc., declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my knowledge, information and belief.

Date: November 18, 2009  
Signature:   
Gregory J. Young  
President  
Chief Executive Officer