

<b>United States Bankruptcy Court</b> <b>District of Delaware</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>HSH Delaware GP LLC</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>None</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>c/o Wilmington Trust Company</b> <b>Rodney Square North</b> <b>1100 North Market Street</b> <b>Wilmington, DE</b>		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE <b>19890</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>New Castle, Delaware</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): <b>Wilmington, Delaware</b>		ZIP CODE
<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 – <b>Holding Company</b>  <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) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input checked="" type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13             </div> <div> <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             </div> </div> <b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  <b>Estimated Number of Creditors (Consolidated with affiliated and related entities)</b> <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> 1-49             <input type="checkbox"/> 50-99             <input type="checkbox"/> 100-199             <input 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           </div> <b>Estimated Assets (Consolidated with affiliated and related entities)</b> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0 to \$50,000             <input type="checkbox"/> \$50,001 to \$100,000             <input type="checkbox"/> \$100,001 to \$500,000             <input type="checkbox"/> \$500,001 to \$1 million             <input type="checkbox"/> \$1,000,001 to \$10 million             <input type="checkbox"/> \$10,000,001 to \$50 million             <input type="checkbox"/> \$50,000,001 to \$100 million             <input checked="" type="checkbox"/> \$100,000,001 to \$500 million             <input type="checkbox"/> \$500,000,001 to \$1 billion             <input type="checkbox"/> More than \$1 billion           </div> <b>Estimated Liabilities (Consolidated with affiliated and related entities)</b> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> \$0 to \$50,000             <input type="checkbox"/> \$50,001 to \$100,000             <input type="checkbox"/> \$100,001 to \$500,000             <input type="checkbox"/> \$500,001 to \$1 million             <input type="checkbox"/> \$1,000,001 to \$10 million             <input type="checkbox"/> \$10,000,001 to \$50 million             <input type="checkbox"/> \$50,000,001 to \$100 million             <input checked="" type="checkbox"/> \$100,000,001 to \$500 million             <input type="checkbox"/> \$500,000,001 to \$1 billion             <input type="checkbox"/> More than \$1 billion           </div>		<b>THIS SPACE IS FOR COURT USE ONLY</b>

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>HSH Delaware GP LLC</b>	
<b>All Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
<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 attached schedule 1</b>		Case Number: <b>See attached schedule 1</b>	Date Filed: <b>See attached schedule 1</b>
District: <b>Delaware</b>		Relationship: <b>Affiliated and Related Entities</b>	Judge: <b>See attached schedule 1</b>
<b>Exhibit A</b>  (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.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small>  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	
<b>Exhibit C</b>			
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. (See Exhibit C attached hereto)			
<b>Exhibit D</b>			
(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.			
<b>Information Regarding the Debtor - Venue</b> (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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (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.)  <div style="text-align: center;">           _____            (Name of landlord that obtained judgment)         </div> <div style="text-align: center;">           _____            (Address of landlord)         </div>			
<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(1)).			

## Voluntary Petition

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

Name of Debtor(s):

HSH Delaware GP LLC

## 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)

Mark D. Collins (No. 2981)

John H. Knight (No. 3848)

\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)

Richards, Layton & Finger, P.A.

\_\_\_\_\_  
Firm Name

One Rodney Square 920 N. King Street

\_\_\_\_\_  
Address

Wilmington, DE 19801

(302) 651-7700

\_\_\_\_\_  
Telephone Number

January 21, 2010

\_\_\_\_\_  
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 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 \_\_\_\_\_  
Signature of Authorized Individual

J. Christopher Flowers

\_\_\_\_\_  
Printed Name of Authorized Individual

J. Christopher Flowers, solely in its capacity as Authorized Officer of The HSH AIV

4 Trust, as the sole member of HSH Delaware GP LLC

\_\_\_\_\_  
Title of Authorized Individual

January 21, 2010

\_\_\_\_\_  
Date

## 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.

### **Schedule 1 to Chapter 11 Petition**

On the date hereof, each of the related entities listed below (including the debtor in this chapter 11 case) 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 District of Delaware (the "Court"). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

Company	Case Number	Date Filed	Judge
HSH Delaware GP LLC	10- ( )	January 21, 2010	Pending
HSH Alberta I L.P.	10- ( )	January 21, 2010	Pending
HSH Alberta II L.P.	10- ( )	January 21, 2010	Pending
HSH Alberta V L.P.	10- ( )	January 21, 2010	Pending
HSH Coinvest (Alberta) L.P.	10- ( )	January 21, 2010	Pending
JCF HSH (DE) GP LP	10- ( )	January 21, 2010	Pending

In addition, on September 8, 2009 involuntary petitions for relief under chapter 7 of the Bankruptcy Code were filed in this Court with respect to the related entities listed below. A motion requesting conversion of these chapter 7 cases to cases under chapter 11 of the Bankruptcy Code has been filed or will be filed shortly with the Court.

Company	Case Number	Date Filed	Judge
HSH Delaware L.P.	09-13145 (PJW)	Sept. 8, 2009	Hon. Peter J. Walsh
HSH Luxembourg S.à r.l.	09-13146 (PJW)	Sept. 8, 2009	Hon. Peter J. Walsh
HSH Luxembourg Coinvest S.à r.l.	09-13147 (PJW)	Sept. 8, 2009	Hon. Peter J. Walsh

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

In re:	)	
	)	Chapter 11
	)	
HSH DELAWARE GP LLC,	)	Case No. 10-_____ ( )
	)	
Debtor.	)	
	)	
Employer Tax I.D. No. None	)	
	)	

**EXHIBIT C TO VOLUNTARY PETITION**

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

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

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

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

	)	
<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>HSH DELAWARE GP LLC,</b>	)	<b>Case No. 10-_____ ( )</b>
	)	
<b>Debtor.</b>	)	
	)	
<b>Employer Tax I.D. No. None</b>	)	
	)	

The following is a list of creditors holding, as of January 21, 2010, the 20 largest unsecured claims, on a consolidated basis, against the Debtor and its related and affiliated debtor entities that also commenced chapter 11 cases in this Court on the date hereof.<sup>2</sup>

(1)	(2)	(3)	(4)	(5)
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 <sup>3</sup>	Estimated amount of claim (if secured also state value of security)
Lloyds	c/o RBS 250 Bishopsgate London EC2M4AA  (T): 44 0 20 7678 8000 (F): 44 0 20 7857 9000	Bank Loan	Disputed	€ 78,512,694

<sup>2</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor or its affiliated or related entities.

Dresdner Bank	c/o RBS 250 Bishopsgate London EC2M4AA  (T): 44 0 20 7678 8000 (F): 44 0 20 7857 9000	Bank Loan	Disputed	€ 77,281,603
Royal Bank of Scotland	c/o RBS 250 Bishopsgate London EC2M4AA  (T): 44 0 20 7678 8000 (F): 44 0 20 7857 9000	Bank Loan	Disputed	€ 66,656,473
ABN Amro	c/o RBS 250 Bishopsgate London EC2M4AA  (T): 44 0 20 7678 8000 (F): 44 0 20 7857 9000	Bank Loan	Disputed	€ 65,808,657
Calyon Crédit Agricole	c/o RBS 250 Bishopsgate London EC2M4AA  (T): 44 0 20 7678 8000 (F): 44 0 20 7857 9000	Bank Loan	Disputed	€ 65,302,954
Landsbanki	c/o RBS 250 Bishopsgate London EC2M4AA  (T): 44 0 20 7678 8000 (F): 44 0 20 7857 9000	Bank Loan	Disputed	€ 35,935,945
Deloitte & Touche	NY-2 World Financial 2 World Financial Center New York, NY 10281-1414  (T): 212-436-5514 (F): 212-653-2948	Professional Fees		\$ 33,476
Mourant Fund Services	250 West 57 <sup>th</sup> Street Suite 1517 New York, NY 10107  (T): 800-657-1789 (F): 866-657-1686	Admin Service		\$9,591
Fortis AG	Kurt-Schumacher-Str. 18-20 D-53113 Bonn  (T): 49 (0) 8 00-FORATIS (F): 49(0) 2 28-9 57 50 87	Advance		€ 1,750

Administration des Contributions Directes	18, rue du Fort Wedell L2982 Luxembourg  (T): 352 40 800 100 (F): 352 40 800 3100	Net Worth Tax Provision 2006- 2009		€ 1,290
Deloitte Luxembourg	L-2220 Luxembourg BP 1173 Luxembourg L-1011  (T): 451 452 (F): 451 452 401	Audit Fees		€ 1,265

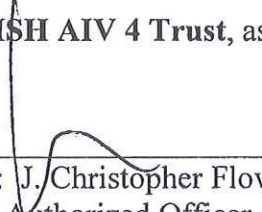


**DECLARATION UNDER PENALTY OF PERJURY:**

I, the undersigned, as a duly authorized signatory of the Debtor, declare under penalty of perjury that I have read the foregoing consolidated list of creditors holding the 20 largest unsecured claims against the Debtor and certain of its related and affiliated debtor entities and that it is true and correct to the best of my information and belief.

Dated: January 21, 2010

**The HSH AIV 4 Trust**, as sole member

  
Name: J. Christopher Flowers  
Title: Authorized Officer

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

**In re:**

**HSH DELAWARE GP LLC,**

**Debtor.**

**Employer Tax I.D. No. None**

)  
) **Chapter 11**  
)

) **Case No. 10-\_\_\_\_\_ ( )**  
)  
)  
)  
)  
)  
)

**CORPORATE OWNERSHIP STATEMENT  
AND LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following entities directly or indirectly hold, on a consolidated basis, interests in the Debtor and its related entities:

<b>Holder</b>	<b>Last Known Address of Interest Owner</b>	<b>Type of Interest</b>	<b>Percent of Interest Held</b>
HSH Cayman I GP Ltd.	P.O. Box 1034GT 4th Floor, Harbour Place 103 South Church Street George Town, Grand Cayman Cayman Islands	General Partner	<0.1% of the interests of HSH Alberta I L.P.
HSH Cayman II GP Ltd.	P.O. Box 1034GT 4th Floor, Harbour Place 103 South Church Street George Town, Grand Cayman Cayman Islands	General Partner	<0.1% of the interests of HSH Alberta II L.P.
HSH Cayman V GP Ltd.	P.O. Box 1034GT 4th Floor, Harbour Place 103 South Church Street George Town, Grand Cayman Cayman Islands	General Partner	<0.1% of the interests of HSH Alberta V L.P.

<sup>1</sup> The information listed in the Corporate Ownership Statement and List of Equity Security Holders chart is based on percentages of interests held as of January 21, 2010.

HSH Coinvest (Cayman) GP Ltd.	P.O. Box 1034GT 4th Floor, Harbour Place 103 South Church Street George Town, Grand Cayman Cayman Islands	General Partner	<0.1% of the interests of HSH Coinvest (Alberta) L.P.
HSH Delaware GP LLC	717 Fifth Avenue, 26 <sup>th</sup> Floor New York, New York 10022	General Partner	<0.1% of the interests of HSH Delaware L.P.
J. Christopher Flowers	717 Fifth Avenue, 26th Floor New York, NY 10022	Limited Partner	>99.5% of the interests of JCF HSH (DE) GP LP
		Member	100% of the interests in JCF HSH (DE) GP, LLC
JCF HSH (DE) GP LP	717 Fifth Avenue, 26th Floor New York, NY 10022	General Partner	<0.1% of the interests of HSH Alberta I L.P.
		General Partner	<0.1% of the interests of HSH Alberta II L.P.
		General Partner	<0.1% of the interests of HSH Alberta V L.P.
		General Partner	<0.1% of the interests of HSH Coinvest (Alberta) L.P.
JCF HSH (DE) GP LLC	717 Fifth Avenue, 26th Floor New York, NY 10022	General Partner	<.5% of the interests of JCF HSH (DE) GP LP
The HSH AIV 1 Trust	P.O. Box 1034GT 4th Floor, Harbour Place 103 South Church Street George Town, Grand Cayman Cayman Islands	Limited Partner	>99.9% of the interests of HSH Alberta I L.P.

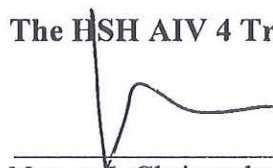
The HSH AIV 2 Trust	P.O. Box 1034GT 4th Floor, Harbour Place 103 South Church Street George Town, Grand Cayman Cayman Islands	Limited Partner	>99.9% of the interests of HSH Alberta II L.P.
The HSH AIV 4 Trust	c/o Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890	Single Member	100% of the interests of HSH Delaware GP LLC
		Limited Partner	>99.9% of the interests of HSH Delaware L.P.
The HSH AIV 5 Trust	P.O. Box 1034GT 4th Floor, Harbour Place 103 South Church Street George Town, Grand Cayman Cayman Islands	Limited Partner	>99.9% of the interests of HSH Alberta V L.P.
The HSH Coinvest (Cayman) Trust-A	P.O. Box 1034GT 4th Floor, Harbour Place 103 South Church Street George Town, Grand Cayman Cayman Islands	Limited Partner	>99.9% of the interests of HSH Coinvest (Alberta) L.P.

**DECLARATION UNDER PENALTY OF PERJURY:**

I, the undersigned, as a duly authorized signatory of the Debtor, declare under penalty of perjury that I have reviewed the foregoing Corporate Ownership Statement and list of Equity Security Holders submitted herewith and that it is true and correct to the best of my information and belief.

Dated: January 21, 2010

**The HSH AIV 4 Trust**, as sole member

A handwritten signature in black ink, appearing to read 'J. Christopher Flowers', written over a horizontal line.

Name: J. Christopher Flowers  
Title: Authorized Officer

**WRITTEN CONSENT OF THE SOLE MEMBER OF  
HSH DELAWARE GP LLC (A DELAWARE LIMITED LIABILITY COMPANY)**

The HSH AIV 4 Trust ( the "Member"), as sole member of HSH Delaware GP LLC, a Delaware limited liability company (the "Company"), does hereby consent in writing to the adoption of, and does hereby adopt, the following resolutions and actions specified herein:

WHEREAS, the Member has determined that it is desirable and in the best interests of the Company, its creditors, and other interested parties that the Company file a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

WHEREAS, the Company is the general partner of HSH Delaware L.P., a Delaware limited partnership (the "Partnership");

WHEREAS, the Partnership is subject to an involuntary petition filed against it under the provisions of chapter 7 of Title 11 of the United States Code (the "Chapter 7 Petition");

WHEREAS, the Member has determined that it is desirable and in the best interests of the Company (in its capacity as general partner of the Partnership), the Partnership, their respective creditors, and other interested parties that the Company (in its capacity as general partner of the Partnership) cause the Partnership to convert the Chapter 7 Petition to a voluntary petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

WHEREAS, the Member has determined that it is desirable and in the best interests of the Company, the Partnership, their respective creditors, and other interested parties to employ a restructuring manager to represent the Company and the Partnership in carrying out each entities' duties under the Bankruptcy Code;

WHEREAS, the Member has determined that it is desirable and in the best interests of the Company, Partnership, their respective creditors, and other interested parties for each of the Company and the Partnership to negotiate, execute and deliver a debtor in possession loan facility (a "DIP Credit Facility"); and

WHEREAS, the Member has determined that, in connection with the foregoing, it is in the best interests to amend the Agreement of Limited Partnership of the Partnership, dated as of September 19, 2006 (the "LP Agreement").

NOW, THEREFORE, BE IT

RESOLVED, that the Member and any other person designated herein and so authorized to act (each, an "Authorized Officer"), be, and hereby is, authorized, empowered, and directed, in the name and on behalf of the Company (on its own behalf and/or on behalf of the Partnership, as applicable), to execute and verify the petition under chapter 11 of the Bankruptcy Code, the petition for converting the involuntary petition under chapter 7 of the Bankruptcy Code to a voluntary petition under chapter 11 of the Bankruptcy Code, and to cause the same to be filed in

the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as the Authorized Officer executing the petition shall determine; and it is further

RESOLVED, that J. Christopher Flowers, Daniel Belsham, Daniel Katsikas, Sally Rocker and Cristin Brown are each hereby appointed to be an Authorized Officer of the Company; and it is further

RESOLVED, that the law firm of Richards, Layton & Finger, P.A., be, and hereby is, employed as attorneys for the Company and the Partnership under a retainer in any such chapter 11 case, or conversion to a chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the law firm of McCarthy Tétrault LLP be, and hereby is, employed as Canadian counsel for the Company and the Partnership under a general retainer in any such chapter 11 case, or conversion to a chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the Member and any Authorized Officer be, and hereby is, authorized, empowered, and directed in the name and on behalf of the Company (on its own behalf and/or on behalf of the Partnership) to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that the Member or such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, in connection with the conversion of the Partnership's chapter 7 case into a chapter 11 case, and in connection with the Partnership's chapter 11 case, with a view to the successful prosecution of each such case; and it is further

RESOLVED, that the Member and any Authorized Officer and such other officers of the Company as the Authorized Officers shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company (on its own behalf and/or on behalf of the Partnership), to cause the Company (on its own behalf and/or on behalf of the Partnership) to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of the Member or any such officer shall be or become necessary, proper, and desirable to effectuate the successful prosecution of the Company's chapter 11 case or the conversion of the Partnership's chapter 7 case into a chapter 11 case, and the successful prosecution of such chapter 11 case; and it is further

RESOLVED, that the Member and any Authorized Officer be and is hereby authorized and directed, in the name and on behalf of the Company (on its own behalf and/or on behalf of the Partnership), to employ Mr. H Ronald Weissman as chief restructuring officer (the "CRO") to represent the Company and the Partnership in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company and the Partnership; and in connection therewith, the Member or any Authorized Officer, be and is

hereby authorized and directed, in the name and on behalf of the Company (on its own behalf and/or on behalf of the Partnership), to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon filing of any petition with the Bankruptcy Court, and to cause to be filed appropriate applications for authority to retain the services of the CRO; and it is further

RESOLVED, that the Member and any Authorized Officer be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Company (on its own behalf and/or on behalf of the Partnership), as debtor and debtor in possession, to negotiate, execute and deliver (i) a DIP Credit Facility, on the terms the Member or any Authorized Officer may deem necessary or appropriate for the consummation of the transactions contemplated thereby, and (ii) in connection with any DIP Credit Facility, such agreements, certificates, instruments, notices and any and all other documents as the Member or an Authorized Officer may deem necessary or appropriate to facilitate the execution and delivery of any DIP Credit Facility; and it is further

RESOLVED, that the proceeds of any DIP Credit Facility shall be used (i) to satisfy the obligations of the Company and the Partnership, (ii) to pay for fees and expenses associated with any DIP Credit Facility, (iii) to continue the conduct of the affairs of the Company and the Partnership under chapter 11 of the Bankruptcy Code, and (iv) for general company or partnership purposes; and it is further

RESOLVED, that the Member and any Authorized Officer be, and hereby is, authorized directed and empowered in the name of and on behalf of the Company to amend the LP Agreement to provide that the filing of a bankruptcy petition with respect to the Partnership's general partner will not cause such general partner to cease to be a general partner of the Partnership.

RESOLVED, that any and all past actions heretofore taken by the Member or any Authorized Officer in the name and on behalf of the Company (on its own behalf and/or on behalf of the Partnership) in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

January 20, 2010.

**The HSH AIV 4 Trust, as sole member**

By: Wilmington Trust Company, solely in  
its capacity as trustee of The HSH AIV 4  
Trust

Name:

Title: James A. Hanley