

**United States Bankruptcy Court**  
District of Delaware

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>PCAA Parent, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):  N/A	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>33-1068827</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>621 North Governor Printz Boulevard Essington, PA</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE <b>19029</b>	ZIP CODE
County of Residence or of the Principal Place of Business: <b>New Castle</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):	ZIP CODE

<b>Type of Debtor</b> (Form of Organization) (Check one box.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul>
<b>Tax-Exempt Entity</b> (Check box, if applicable.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>		<b>Nature of Debts</b> (Check one box.) <ul style="list-style-type: none"> <li><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."</li> <li><input checked="" type="checkbox"/> Debts are primarily business debts.</li> </ul>

<b>Filing Fee</b> (Check one box.) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached.</li> <li><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.</li> <li><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.</li> </ul>	<b>Chapter 11 Debtors</b> <p><b>Check one box:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> <p><b>Check if:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</li> </ul> <p><b>Check all applicable boxes:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><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).</li> </ul>
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<b>Statistical/Administrative Information</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</li> <li><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.</li> </ul>	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> 1-49</li> <li><input type="checkbox"/> 50-99</li> <li><input type="checkbox"/> 100-199</li> <li><input type="checkbox"/> 200-999</li> <li><input type="checkbox"/> 1,000-5,000</li> <li><input type="checkbox"/> 5,001-10,000</li> <li><input type="checkbox"/> 10,001-25,000</li> <li><input type="checkbox"/> 25,001-50,000</li> <li><input type="checkbox"/> 50,001-100,000</li> <li><input type="checkbox"/> Over 100,000</li> </ul>	
<b>Estimated Assets</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> \$0 to \$50,000</li> <li><input type="checkbox"/> \$50,001 to \$100,000</li> <li><input type="checkbox"/> \$100,001 to \$500,000</li> <li><input type="checkbox"/> \$500,001 to \$1 million</li> <li><input type="checkbox"/> \$1,000,001 to \$10 million</li> <li><input type="checkbox"/> \$10,000,001 to \$50 million</li> <li><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</li> <li><input type="checkbox"/> \$100,000,001 to \$500 million</li> <li><input type="checkbox"/> \$500,000,001 to \$1 billion</li> <li><input type="checkbox"/> More than \$1 billion</li> </ul>	
<b>Estimated Liabilities</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> \$0 to \$50,000</li> <li><input type="checkbox"/> \$50,001 to \$100,000</li> <li><input type="checkbox"/> \$100,001 to \$500,000</li> <li><input type="checkbox"/> \$500,001 to \$1 million</li> <li><input type="checkbox"/> \$1,000,001 to \$10 million</li> <li><input type="checkbox"/> \$10,000,001 to \$50 million</li> <li><input type="checkbox"/> \$50,000,001 to \$100 million</li> <li><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</li> <li><input type="checkbox"/> \$500,000,001 to \$1 billion</li> <li><input type="checkbox"/> More than \$1 billion</li> </ul>	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): PCAA Parent, LLC	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number:	Date Filed:	
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: See Attached Schedule 1	Case Number: Pending	Date Filed:	
District: District of Delaware	Relationship: Affiliates	Judge: Pending	
<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 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>	
<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.			
<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 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.)			
_____			
(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)).			

**Voluntary Petition**

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

Name of Debtor(s):  
PCAA Parent, 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)

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

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

\_\_\_\_\_  
Address

\_\_\_\_\_  
Wilmington, Delaware

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

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

Charles Huntzinger

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

\_\_\_\_\_  
Chief Executive Officer

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

\_\_\_\_\_  
Date 1/28/2010

Voluntary Petition

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

Name of Debtor(s):

PCAA Parent, 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.

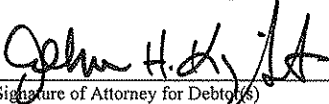
Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

Signature of Attorney\*

X  \_\_\_\_\_  
Signature of Attorney for Debtor(s)

John H. Knight (No. 3948)  
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 28, 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 Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

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

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

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

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

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

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

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

Charles Huntzinger  
Printed Name of Authorized Individual

Chief Executive Officer  
Title of Authorized Individual

January 28, 2010  
Date

## Schedule 1

### **Pending Bankruptcy Cases Filed by PCAA Parent, LLC and Its Affiliates in this Court**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case, collectively “PCAA”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, in the United States Bankruptcy Court for the District of Delaware. Contemporaneously herewith, PCAA filed a motion requesting that these chapter 11 cases be jointly administered for procedural purposes only.

1. PCAA Parent, LLC
2. PCAA Chicago, LLC
3. PCAA GP, LLC
4. PCAA LP, LLC
5. PCAA Properties, LLC
6. PCAA SP, LLC
7. Airport Parking Management, Inc.
8. PCAA Missouri, LLC
9. PCAA SP-OK, LLC
10. PCAA Oakland, LLC
11. Parking Company of America Airports, LLC
12. PCA Airports, Ltd.
13. Parking Company of America Airports Phoenix, LLC
14. RCL Properties, LLC

**CERTIFICATE OF RESOLUTIONS OF THE BOARD OF  
PCAA PARENT, LLC**

I, Charles Huntzinger, a duly authorized officer of PCAA Parent, LLC, a Delaware limited liability company (the "Company"), hereby certify that on January 28, 2010, the following resolutions were duly and unanimously adopted by the Manager and the Board of the Company pursuant to Section 5.4(g) of the Limited Liability Company Agreement of PCAA Parent, LLC, dated December 23, 2004, and in accordance with the requirements of Delaware Limited Liability Company Act and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

**Chapter 11 Petition**

**RESOLVED**, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the "Bankruptcy Code"); and it is further

**RESOLVED**, that each of Charles Huntzinger, as President & Chief Executive Officer, Ethan Spiegelberg, as Chief Operations Officer, and Mark Shapiro, as Chief Administrative Officer (each, an "Authorized Officer" and collectively, the "Authorized Officers"), and such other officers of the Company as the Authorized Officers shall from time to time designate, be, and hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a 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 at such time and as said Authorized Officers executing the same shall determine; and it is further

**RESOLVED**, that the Authorized Officers are authorized, directed, and empowered to employ the law firm of Milbank, Tweed, Hadley & McCloy LLP as counsel for the Company under a general retainer in the Company's chapter 11 case and in other related matters, on such terms and conditions as the Authorized Officers of the Company shall approve, subject to the approval of the Bankruptcy Court; and it is further

**RESOLVED**, that the Authorized Officers are authorized, directed, and empowered to employ the law firm of Richards, Layton & Finger, P.A. as Delaware counsel for the Company under a general retainer in the Company's chapter 11 case and in other related matters, on such terms and conditions as the Authorized Officers of the Company shall approve, subject to the approval of the Bankruptcy Court; and it is further

**RESOLVED**, that the Authorized Officers are authorized, directed, and empowered to employ the financial firm of SSG Capital Advisors, LLC as financial advisor and investment banker to the Company in the Company's chapter 11 case and in other related matters, on such terms and conditions as the Authorized Officers of the Company shall approve, subject to the approval of the Bankruptcy Court; and it is further

**RESOLVED**, that the Authorized Officers are authorized, directed, and empowered to employ the firm of Epiq Bankruptcy Solutions, LLC as notice, claims and balloting agent to the Company in the Company's chapter 11 case and in other related matters, on such terms and conditions as the Authorized Officers of the Company shall approve, subject to the approval of the Bankruptcy Court; and it is further


**RESOLVED**, that the appropriate Authorized Officers of the Company are hereby authorized, empowered and directed 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 deeds that they deem necessary, proper or desirable in connection with the Company's chapter 11 case with a view to the successful prosecution of such case.

**General**

**RESOLVED**, that the Authorized Officers and Todd Weintraub, as a member of the Board, be, and each of them is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents and to take such other action, as in the judgment of such officer shall be or become necessary, proper and desirable to prosecute to a successful completion the chapter 11 case, to effectuate the restructuring of debt, other obligations, organizational form and structure and ownership of the Company and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions and it is further

**RESOLVED**, that any and all past actions heretofore taken by the manager of the Company, the Board and the Authorized Officers or other officers of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same are hereby ratified, confirmed and approved.

Dated: January 28, 2010



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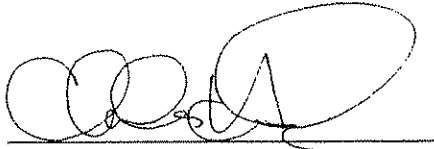
Name: Charles Huntzinger  
Title: President & Chief Executive  
Officer

## CERTIFICATE

The undersigned, Charles Huntzinger, Chief Executive Officer of PCAA Parent, LLC, incorporated and existing under the laws of Delaware (the "Company"), hereby certifies as follows:

1. I am familiar with the facts herein certified, and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete, and correct copy of the resolutions of the Board of the Company, duly adopted on January 28, 2010, in accordance with the Limited Liability Agreement of the Company.
3. Such resolution has not been amended, altered, annulled, rescinded, or revoked, and is in full force and effect as of the date hereof. There exists no other subsequent resolution of the Board of the Company relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 28 th day of January, 2010.

  
By: Charles Huntzinger  
Chief Executive Officer



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

-----X  
In re: : Chapter 11  
: :  
PCAA PARENT, LLC, : Case No. 10- \_\_\_\_\_ ( )  
: :  
: Joint Administration Requested<sup>1</sup>  
: :  
Debtor. :  
-----X

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

The following is a list of creditors holding the 20 largest unsecured claims against PCAA Parent, LLC and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, "PCAA"). This list has been prepared on a consolidated basis from the unaudited books and records of PCAA as of January 27, 2010. This list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in PCAA's chapter 11 cases. This list does not include (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. The information presented herein shall not constitute an admission by, nor is it binding on, PCAA. Moreover, nothing herein shall affect PCAA's right to challenge the amount or characterization of any claim at a later date.

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<sup>1</sup> The PCAA entities requesting joint administration, followed by the last four digits of their respective taxpayer identification numbers (if applicable), are as follows: PCAA Parent, LLC (8827); PCAA Chicago, LLC (0860); PCAA GP, LLC (4237); PCAA LP, LLC (none); PCAA Properties, LLC (0617); PCAA SP, LLC (3465); Airport Parking Management, Inc. (7571); PCAA Missouri, LLC (5702); PCAA SP-OK, LLC (none); PCAA Oakland, LLC (9451); Parking Company of America Airports, LLC (9249); PCA Airports, Ltd. (8348); Parking Company of America Airports Phoenix, LLC (8343); and RCL Properties, LLC (2006).

Name of Creditor	Name, Fax 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 Set-off	Amount of Claim (if secured also state value of security)
AIU Holdings	AIU Holdings 973-331-8588 22427 Network Place Chicago, IL 60673-1224	Insurance	Disputed	\$395,703
Fleet One	Fleet One 615-315-4008 MSC 30425 P.O. BOX 415000 Nashville, TN 37241-5000	Trade	Disputed	\$163,216
City of Newark -- Parking Tax	City of Newark -- Parking Tax 973-733-5363 P.O. Box 15106 Newark, NJ 07102	Parking Tax	Disputed	\$98,058
City of Oakland	City of Oakland 510-238-7128 250 Frank Ogawa Plaza, #1320 Oakland, CA 94612	Parking Tax	Disputed	\$66,885
Google Inc.	Google Inc. 650-253-8616 DEP 33654 P.O. Box 39000 San Francisco, CA 94139	Trade	Disputed	\$58,550
City of Philadelphia	City of Philadelphia Department of Revenue 215-686-6828 P.O. Box 124 Philadelphia, PA 19105-0124	Parking Tax	Disputed	\$45,814
Solomon Edwards Group LLC	Solomon Edwards Group LLC 610-902-0441 P.O. Box 512467 Philadelphia, PA 19175-2384	Professional Fees	Disputed	\$35,000
Bus Service Inc.	Bus Service Inc. 614-837-2908 3153 Lamb Avenue Columbus, OH 43219	Trade	Disputed	\$33,943
Sovereign Bank	Sovereign Bank 401-432-2972 3 Huntington Quad, Ste 101N Melville, NY 11747	Equipment Lease	Disputed	\$32,939
Apollo Solutions Ltd	Apollo Solutions Ltd 230-280-0076 1 <sup>st</sup> Floor Informatics Park La Tour Koenig Port Louis, Mauritius	Professional Fees	Disputed	\$32,000
American Express	American Express 623-444-3001 Box 360001 Ft. Lauderdale, FL 33336	Credit Card	Disputed	\$30,970

Name of Creditor	Name, Fax 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 Set-off	Amount of Claim (if secured also state value of security)
Port of Oakland	Port of Oakland 510-839-7805 File No. 73752 P.O. Box 60000 San Francisco, CA 94160-3752	Access Fee	Disputed	\$27,461
City of So. San Francisco	City of So. San Francisco 650-829-6614 P.O. Box 711 400 Grand Ave So. San Francisco, CA 94083	Parking Tax	Disputed	\$26,595
PSE&G Co	PSE&G Co 732-545-7930 P.O. Box 14106 New Brunswick, NJ 08906-4106	Utility	Disputed	\$25,221
Offen Inc.	Offen Inc. 303-297-0541 5201 York Street Denver, CO 80216	Trade	Disputed	\$22,373
V.P. Security Services Inc.	V.P. Security Services Inc. 732-727-7416 P.O. Box 22334 Newark, NJ 07102	Trade	Disputed	\$22,181
Columbus Regional Airport Authority	Columbus Regional Airport Authority 614-239-4066 P.O. Box 360476 Columbus, OH 43236	Parking Tax	Disputed	\$21,438
Secure Net	Secure Net 301-631-6717 11140 Rockville Pike Suite 640 Rockville, MD 20852	Professional Fees	Disputed	\$19,500
Sprint	Sprint 360-662-5628 P.O. Box 4181 Carol Stream, IL 60197	Utility	Disputed	\$19,309
John Duffy	John Duffy 973-623-3636 465 Mulberry Street Newark, NJ 07114	Trade	Disputed	\$19,043

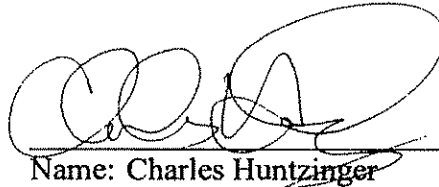
**UNITED STATES BANKRUPTCY COURT  
FOR DISTRICT OF DELAWARE**

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In re: : Chapter 11  
: :  
PCAA PARENT, LLC, : Case No. 10- \_\_\_\_\_ ( )  
: :  
: Joint Administration Requested<sup>1</sup>  
: :  
Debtor. :  
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**DECLARATION FOR CONSOLIDATED LIST OF CREDITORS  
HOLDING 20 LARGEST UNSECURED CLAIMS**

I, Charles Huntzinger, the undersigned authorized officer of the above-captioned debtor and debtor in possession, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims against PCAA Parent, LLC; PCAA Chicago, LLC; PCAA GP, LLC; PCAA LP, LLC; PCAA Properties, LLC; PCAA SP, LLC; Airport Parking Management, Inc.; PCAA Missouri, LLC; PCAA SP-OK, LLC; PCAA Oakland, LLC; Parking Company of America Airports, LLC; PCA Airports, Ltd.; Parking Company of America Airports Phoenix, LLC; and RCL Properties, LLC, and that the list submitted herewith and the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: January 28, 2010

  
Name: Charles Huntzinger

Title: Chief Executive Officer

<sup>1</sup> The PCAA entities requesting joint administration, followed by the last four digits of their respective taxpayer identification numbers (if applicable), are as follows: PCAA Parent, LLC (8827); PCAA Chicago, LLC (0860); PCAA GP, LLC (4237); PCAA LP, LLC (none); PCAA Properties, LLC (0617); PCAA SP, LLC (3465); Airport Parking Management, Inc. (7571); PCAA Missouri, LLC (5702); PCAA SP-OK, LLC (none); PCAA Oakland, LLC (9451); Parking Company of America Airports, LLC (9249); PCA Airports, Ltd. (8348); Parking Company of America Airports Phoenix, LLC (8343); and RCL Properties, LLC (2006).

**UNITED STATES BANKRUPTCY COURT  
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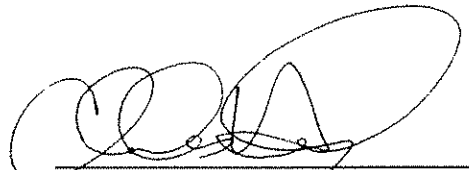
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Debtor. :  
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**LIST OF EQUITY SECURITY HOLDERS  
PURSUANT TO FED. R. BANKR. P. 1007(a)(3)**

The following is a list of entities holding interest in PCAA Parent, LLC. This list serves as the above-captioned debtor and debtor in possession's disclosure pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3).

I, Charles Huntzinger, the undersigned authorized officer of the above-captioned debtor and debtor in possession, declare under penalty of perjury that I have reviewed the debtor and debtor in possession's list of equity security holders, and the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: January 28, 2010



Name: Charles Huntzinger  
Title: Chief Executive Officer

<sup>1</sup> The PCAA entities requesting joint administration, followed by the last four digits of their respective taxpayer identification numbers (if applicable), are as follows: PCAA Parent, LLC (8827); PCAA Chicago, LLC (0860); PCAA GP, LLC (4237); PCAA LP, LLC (none); PCAA Properties, LLC (0617); PCAA SP, LLC (3465); Airport Parking Management, Inc. (7571); PCAA Missouri, LLC (5702); PCAA SP-OK, LLC (none); PCAA Oakland, LLC (9451); Parking Company of America Airports, LLC (9249); PCA Airports, Ltd. (8348); Parking Company of America Airports Phoenix, LLC (8343); and RCL Properties, LLC (2006).

Nature of Interest	Name and Last Known Address of Holder of Interest	Amount of Interest Held
Equity	Parking Company of America Airports Holding, LLC 621 North Governor Printz Boulevard Essington, PA 19029	94.480%
Equity	Richard West 4 Claremont Ave Maplewood, NJ 07040	2.772%
Equity	Frank Lemieux 3 Crescent Court Centerpoint, NY 11721	2.747%

**UNITED STATES BANKRUPTCY COURT  
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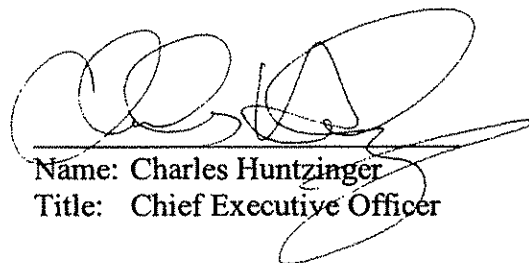
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**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT  
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1**

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, PCAA Parent, LLC; PCAA Chicago, LLC; PCAA GP, LLC; PCAA LP, LLC; PCAA Properties, LLC; PCAA SP, LLC; Airport Parking Management, Inc.; PCAA Missouri, LLC; PCAA SP-OK, LLC; PCAA Oakland, LLC; Parking Company of America Airports, LLC; PCA Airports, Ltd.; Parking Company of America Airports Phoenix, LLC; and RCL Properties, LLC (collectively, "PCAA") submit the following list of corporations that directly or indirectly own 10% or more of any class of equity interests for each PCAA entity.

I, Charles Huntzinger, the undersigned authorized officer of the above-captioned debtor and debtor in possession, declare under penalty of perjury that I have reviewed PCAA's consolidated corporate ownership statement and that the list submitted herewith and the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: January 28, 2010

  
Name: Charles Huntzinger  
Title: Chief Executive Officer

<sup>1</sup> The PCAA entities requesting joint administration, followed by the last four digits of their respective taxpayer identification numbers (if applicable), are as follows: PCAA Parent, LLC (8827); PCAA Chicago, LLC (0860); PCAA GP, LLC (4237); PCAA LP, LLC (none); PCAA Properties, LLC (0617); PCAA SP, LLC (3465); Airport Parking Management, Inc. (7571); PCAA Missouri, LLC (5702); PCAA SP-OK, LLC (none); PCAA Oakland, LLC (9451); Parking Company of America Airports, LLC (9249); PCA Airports, Ltd. (8348); Parking Company of America Airports Phoenix, LLC (8343); and RCL Properties, LLC (2006).

Name of Debtor	Direct Owner(s)	Indirect Owner(s)
PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC	Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
PCAA Chicago, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
PCAA GP, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
PCAA LP, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
PCAA Properties, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
PCAA SP, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
Airport Parking Management, Inc.	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust



Name of Debtor	Direct Owner(s)	Indirect Owner(s)
PCAA Missouri, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
PCAA SP-OK, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
PCAA Oakland, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
Parking Company of America Airports, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
PCA Airports, Ltd.	PCAA LP, LLC	PCAA Parent, LLC Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
Parking Company of America Airports Phoenix, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust
RCL Properties, LLC	PCAA Parent, LLC	Parking Company of America Airports Holdings, LLC Seacoast Holdings (PCAAH) Inc. Macquarie Americas Parking Corporation Macquarie Infrastructure Company Inc. Macquarie Infrastructure Company LLC Macquarie Infrastructure Company Trust

**UNITED STATES BANKRUPTCY COURT  
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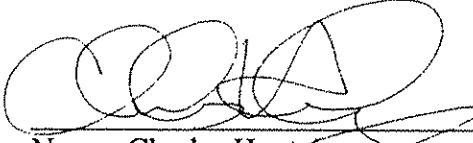
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**CREDITOR MATRIX**

On January 28, 2010, PCAA Parent, LLC. and its affiliated debtors and debtors in possession (collectively, "PCAA") each filed with this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petitions, PCAA filed a single consolidated list of creditors (the "Creditor Matrix"), in lieu of separate lists. Due to its voluminous nature, the Creditor Matrix is being submitted to the Court electronically under separate notice in the case commenced by PCAA Parent, LLC.

I, Charles Huntzinger, the undersigned authorized officer of PCAA, declare under penalty of perjury that I have reviewed PCAA's Creditor Matrix and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: January 28, 2010

  
\_\_\_\_\_  
Name: Charles Huntzinger  
Title: Chief Executive Officer

<sup>1</sup> The PCAA entities requesting joint administration, followed by the last four digits of their respective taxpayer identification numbers (if applicable), are as follows: PCAA Parent, LLC (8827); PCAA Chicago, LLC (0860); PCAA GP, LLC (4237); PCAA LP, LLC (none); PCAA Properties, LLC (0617); PCAA SP, LLC (3465); Airport Parking Management, Inc. (7571); PCAA Missouri, LLC (5702); PCAA SP-OK, LLC (none); PCAA Oakland, LLC (9451); Parking Company of America Airports, LLC (9249); PCA Airports, Ltd. (8348); Parking Company of America Airports Phoenix, LLC (8343); and RCL Properties, LLC (2006).