

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court  
Northern District of Georgia**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Metaugus, 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)/Complete EIN (if more than one, state all) <b>58-1795503</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>102 East Avenue Cedartown, GA</b> ZIP Code <b>30125</b>	Street Address of Joint Debtor (No. and Street, City, and State):  ZIP Code
County of Residence or of the Principal Place of Business: <b>Polk</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):  ZIP Code	Mailing Address of Joint Debtor (if different from street address):  ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): <b>102 East Avenue Cedartown, GA 30125</b>	

<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>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>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<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>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> Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input 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 \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). 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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<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.	THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input checked="" 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	
<b>Estimated Assets</b> <input checked="" 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 type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

<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): Metaugus, Inc.</p>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

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

Name of Debtor: - None -	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 with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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

Name of Debtor(s):  
Metaugus, Inc.

**Signatures**

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

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).  
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

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

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

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

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** /s/ Martha A. Miller  
Signature of Attorney for Debtor(s)

Martha A. Miller 507950  
Printed Name of Attorney for Debtor(s)

Schulten Ward & Turner, LLP  
Firm Name

260 Peachtree Street, N.W.  
Suite 2700  
Atlanta, GA 30303

\_\_\_\_\_  
Address

Email: mam@swtlaw.com

(404) 688-6800  
Telephone Number

November 20, 2013  
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** /s/ Jay Connaughton  
Signature of Authorized Individual

Jay Connaughton  
Printed Name of Authorized Individual

CEO  
Title of Authorized Individual

November 20, 2013  
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
Northern District of Georgia**

In re Metaugus, Inc.

Debtor(s)

Case No.

Chapter 11

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

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] 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 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 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>
A - Z Nutrition 14359 Miramar Parkway #218 Miramar, FL 33027-4134	A - Z Nutrition 14359 Miramar Parkway #218 Miramar, FL 33027-4134			130,000.00
ACG North America 229 Durham Ave South Plainfield, NJ 07080	ACG North America 229 Durham Ave South Plainfield, NJ 07080			240,000.00
Andler Packaging 6630 NW 16th Terrace Fort Lauderdale, FL 33309	Andler Packaging 6630 NW 16th Terrace Fort Lauderdale, FL 33309			76,784.22
APP Global 1940 Lynx Place Ontario, CA 91761	APP Global 1940 Lynx Place Ontario, CA 91761			36,800.00
Applied Food Sciences 8708 S. Congress Ave Suite B-290 Austin, TX 78745	Applied Food Sciences 8708 S. Congress Ave Suite B-290 Austin, TX 78745			65,000.00
Berlin Packaging PO Box 95584 Chicago, IL 60694-5584	Berlin Packaging PO Box 95584 Chicago, IL 60694-5584			80,000.00
C2C Nutrition PO Box 6488 Freehold, NJ 07728	C2C Nutrition PO Box 6488 Freehold, NJ 07728			124,275.00
Caps Canada 456 Silver Creek Industrial Dr RR1 Tecumseh, ON	Caps Canada 456 Silver Creek Industrial Dr RR1 Tecumseh, ON			50,000.00
Cephram 144 12th Street Piscataway, NJ 08854	Cephram 144 12th Street Piscataway, NJ 08854			65,000.00
Cherokee Logistics 1135 Grady Road Cedartown, GA 30125	Cherokee Logistics 1135 Grady Road Cedartown, GA 30125			69,670.00
FedEx PO Box 660481 Dallas, TX 75266-0481	FedEx PO Box 660481 Dallas, TX 75266-0481			44,921.00

B4 (Official Form 4) (12/07) - Cont.

In re Metaugus, Inc.

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

Debtor(s) \_\_\_\_\_

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

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
HerbaKraft 501 Hoes Lane #102 Piscataway, NJ 08854	HerbaKraft 501 Hoes Lane #102 Piscataway, NJ 08854			139,000.00
JM Swank 395 Herky Street North Liberty, IA 52317	JM Swank 395 Herky Street North Liberty, IA 52317			46,475.00
Kelly Packaging 3988 Lake Ruby Lane Suwanee, GA 30024	Kelly Packaging 3988 Lake Ruby Lane Suwanee, GA 30024			1,700,000.00
Morgan Lewis & Bockius, LLP 1701 Market Street Philadelphia, PA 19103-2921	Morgan Lewis & Bockius, LLP 1701 Market Street Philadelphia, PA 19103-2921			95,253.04
Orcas International 9 Lenel Road Landing, NJ 07850	Orcas International 9 Lenel Road Landing, NJ 07850			83,375.00
Plus Pharma 2460 Coral Street Vista, CA 92081	Plus Pharma 2460 Coral Street Vista, CA 92081			172,000.00
Redefine Nutrition PO Box 935446 Atlanta, GA 31193-5446	Redefine Nutrition PO Box 935446 Atlanta, GA 31193-5446			51,675.00
Ref Leasing / Frain Group 245 East North Ave. Carol Stream, IL 60188-2021	Ref Leasing / Frain Group 245 East North Ave. Carol Stream, IL 60188-2021			59,815.00
Uline 12575 Uline Drive Pleasant Prairie, WI 53158	Uline 12575 Uline Drive Pleasant Prairie, WI 53158			48,367.00

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

I, the CEO 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 November 20, 2013

Signature /s/ Jay Connaughton  
Jay Connaughton  
CEO

*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.

A - Z Nutrition  
14359 Miramar Parkway  
#218  
Miramar, FL 33027-4134

ACG North America  
229 Durham Ave  
South Plainfield, NJ 07080

Andler Packaging  
6630 NW 16th Terrace  
Fort Lauderdale, FL 33309

APP Global  
1940 Lynx Place  
Ontario, CA 91761

Applied Food Sciences  
8708 S. Congress Ave  
Suite B-290  
Austin, TX 78745

Asia America  
245 Old Hook Road  
Westwood, NJ 07675

AuNutra  
5625 Daniels Street  
Chino, CA 91710

Basic Ready Mix  
PO Box 1357  
Calhoun, GA 30703-1357

Batory Foods  
PO Box 75162  
Chicago, IL 60675

Bell Chemical  
1340 Bennett Drive  
Longwood, FL 32750-6339

Berlin Packaging  
PO Box 95584  
Chicago, IL 60694-5584

C2C Nutrition  
PO Box 6488  
Freehold, NJ 07728

Camp Industries  
PO Box 833  
38 Superior Drive  
Rome, GA 30161

Canyon Plastics  
28455 Livingston Ave.  
Valencia, CA 91355

Caps Canada  
456 Silver Creek Industrial Dr  
RR1  
Tecumseh, ON

Cephram  
144 12th Street  
Piscataway, NJ 08854

CES Nationwide  
PO Box 71465  
2589 Oscar Johnson Dr  
North Charleston, SC 29405

Cherokee Logistics  
1135 Grady Road  
Cedartown, GA 30125

Color Maker  
1300 North Hanock Street  
Anaheim, CA 92807

Creative Compounds  
PO Box 4011  
Scott City, MO 63780

Dermo Realty  
801 Old Newnan Road  
Carrollton, GA 30116

Dongyu USI  
2590 Main Street  
Irvine, CA 92614

Embia Health Sciences  
PO Box 2815  
Cedar Rapids, IA 52406-2815

EQ Health Products  
209 Hillside Ave.  
River Edge, NJ 07661

FedEx  
PO Box 660481  
Dallas, TX 75266-0481

General Paper / Genflex  
PO Box 16829  
Atlanta, GA 30321

GWI  
14821 Northam Street  
La Mirada, CA 90638



HerbaKraft  
501 Hoes Lane #102  
Piscataway, NJ 08854

JM Swank  
395 Herky Street  
North Liberty, IA 52317

Kelly Packaging  
3988 Lake Ruby Lane  
Suwanee, GA 30024

Larry Martin Realty  
201 Broad Street  
Rome, GA 30165

Morgan Lewis & Bockius, LLP  
1701 Market Street  
Philadelphia, PA 19103-2921

Orcas International  
9 Lenel Road  
Landing, NJ 07850

Parchem  
415 Huguenot Street  
New Rochelle, NY 10801

Pat Vitamins  
1751 Curtiss Court  
La Verne, CA 91750

Penta International  
50 Okner Parkway  
Livingston, NJ 07039

Plus Pharma  
2460 Coral Street  
Vista, CA 92081

Portable Air & Power  
PO Box 191  
Bolingbroke, GA 31004-0191

Printed Specialists  
5200 Columbus Drive  
Carrollton, GA 30117

Pye Barker  
PO Box 1387  
Forest Park, GA 30298-1387

Rapid Service Logistics  
PO Box 356  
Greer, SC 29652

Redefine Nutrition  
PO Box 935446  
Atlanta, GA 31193-5446

Ref Leasing / Frain Group  
245 East North Ave.  
Carol Stream, IL 60188-2021

Southeastern Freight  
PO Box 100104  
Columbia, SC 29202

Sunland Nutritional  
22600 Lambert Street  
Unit 1206  
Lake Forest, CA 92630

Tricorbraun  
8212 Lackland Road  
Saint Louis, MO 63114

Uline  
12575 Uline Drive  
Pleasant Prairie, WI 53158

United Rentals  
PO Box 100711  
Atlanta, GA 30384-0177

UPS  
PO Box 7247-0244  
Philadelphia, PA 19170

Vitajoy  
18227 Railroad Street  
Rowland Heights, CA 91748

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ROME DIVISION

IN RE:

Metaugus, Inc.,

Debtor.

:  
: CASE NO.  
:  
: CHAPTER 11  
:

**CORPORATE RESOLUTION**

The owner of Metaugus, Inc. has adopted the following resolution:

WHEREAS, it is in the best interest of Metaugus, Inc. to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved that Jay Connaughton as an authorized representative of Metaugus, Inc is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of Metaugus, Inc.; and

Be It Further Resolved that Jay Connaughton is authorized and directed to appear in all bankruptcy proceedings on behalf of Metaugus, Inc., and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of Metaugus, Inc. in connection with such bankruptcy case;

Be It Further Resolved that Jay Connaughton is authorized and directed to employ Martha A. Miller, attorney, and the law firm of Schulten Ward & Turner to represent Metaugus, Inc. in such bankruptcy case; and

Jay Connaughton is authorized to take all such actions, make all such filings and execute and deliver all such documents and instruments as he determines appropriate to carry into force and effect the foregoing resolutions.

Dated: This 20<sup>th</sup> day of November 2013.

Metaugus, Inc.

By: 

Printed Name: Jay Connaughton

Title: President 