

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): William C. Meredith Company, Inc.		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): 58-0349370		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) /Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): P.O. Box 90730 East Point, GA <div style="text-align: right;">ZIPCODE 30364</div>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code): <div style="text-align: right;">ZIPCODE</div>
County of Residence or of the Principal Place of Business: Fulton		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address) <div style="text-align: right;">ZIPCODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIPCODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIPCODE</div>		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) Chapter 15 Debtor Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 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 Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" 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).
Statistical/Administrative Information <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
Estimated Number of Creditors <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		
Estimated Assets <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 \$1,000,000 <input type="checkbox"/> \$1,000,001 to \$5 million <input type="checkbox"/> \$5 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500,000 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1 million to \$5 million <input type="checkbox"/> \$5 million to \$10 million <input type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500,000 to \$1 billion <input type="checkbox"/> More than \$1 billion		

B1 (Official Form 1) (04/13)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): William C. Meredith Company, Inc.	
All Prior Bankruptcy Case 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;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (c.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p style="text-align: center;">X</p> <p style="text-align: center;">Signature of Attorney for Debtor(s) Date</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): William C. Meredith Company, Inc.
Signatures		
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under Chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>	
<p style="text-align: center;">Signature of Attorney*</p> <p>X _____ Signature of Attorney for Debtor(s)</p> <p>Philip L. Pleska Georgia Bar # 581850 2550 Heritage Ct. S.E., Ste 200 Atlanta, GA 30339</p> <p>_____ Date</p> <p><small>*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.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Petition Preparer</p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security Number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>	
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <i>David Scott Schneider</i> Signature of Authorized Individual</p> <p>David Scott Schneider Printed Name of Authorized Individual</p> <p>President Title of Authorized Individual</p> <p>_____ Date</p>		

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B4 (Official Form 4) (12/07)

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

IN RE:

Case No. _____

William C. Meredith Company, Inc.

Chapter 11

Debtor(s)

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 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
KMG Bernuth P.O. Box 934439 Atlanta, GA 31193-4439		Trade debt		80,693.59
Blue Cross Blue Shield Of Georgia P.O. Box 406750 Atlanta, GA 30384-6750		Insurance		18,405.01
Bank Of America P.O. Box 15220 Wilmington, DE 19886-5220				11,000.00 Collateral: 0.00 Unsecured: 11,000.00
Boiler Supply Company Of Georgia P.O. Box 40225 Nashville, TN 37204-0225		Trade debt		3,776.43
Action Tire Co. 410 Lees Mill Road Forest Park, GA 30297		Trade debt		2,779.24
Watermen, Inc. P.O. Box 1020 Kennesaw, GA 30144		Trade debt		1,029.99
McMaster-Carr Supply Company P.O. Box 7690 Chicago, IL 60680-7690		Trade debt		724.86
CBeyond Communications P.O. Box 406815 Atlanta, GA 30384-6815		Trade debt		651.98
Nexair P.O. Box 125 Memphis, TN 38101-0125		Trade debt		293.89
GK Services P.O. Box 677057 Dallas, TX 75267-7057		Trade debt		214.07
Wiggins Scale Company 3800 Camp Creek Parkway Building 2600, Suite 102 Atlanta, GA 30331		Trade debt		188.00
Michelle Thompson 1312 Jefferson Avenue East Point, GA 30344			Disputed	1.00
Jeremy Allegood 1463 Wadley Avenue East Point, GA 30344			Disputed	1.00

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Kristen Allegood 1463 Wadley Avenue East Point, GA 30344	Disputed	1.00
Shaun Amos 1301 Spencer Avenue East Point, GA 30344	Disputed	1.00
Virginia Banister 1896 Grove Avenue East Point, GA 30344	Disputed	1.00
Suzanne Baugh 1014 Winburn Drive East Point, GA 30344	Disputed	1.00
Robert Bitterman 2162 Delowe Drive East Point, GA 30344	Disputed	1.00
Sandra Braswell 2361 Lumpkin Street East Point, GA 30344	Disputed	1.00
Mitchell Bright 2458 W. Woodland Circle East Point, GA 30344	Disputed	1.00
Brian Carver 2475 Jefferson Terrace East Point, GA 30344	Disputed	1.00
Thomas Dean 1449 Wadley Avenue East Point, GA 30344	Disputed	1.00
Jennifer Denning 2434 Constance Street East Point, GA 30344	Disputed	1.00
Dustin Drabot 2267 Newnan Street East Point, GA 30344	Disputed	1.00
Ruth Fleming 1362 Bryan Avenue East Point, GA 30344	Disputed	1.00

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

I, [the president *or* other officer *or* an authorized agent of the corporation][*or* a member *or* an authorized agent of the partnership] 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: _____ Signature: _____

David Scott Schneider, President

(Print Name and Title)

B4 (Official Form 4) (12/97)

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

IN RE:

Case No. _____

William C. Meredith Company, Inc.

Chapter 11

Debtor(s)

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 holder 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 and Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, governmental contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
KMG Bernuth P.O. Box 934439 Atlanta, GA 31193-4439		Trade debt		80,693.59
Blue Cross Blue Shield Of Georgia P.O. Box 406750 Atlanta, GA 30384-6750		Insurance		18,405.01
Bank Of America P.O. Box 15220 Wilmington, DE 19886-5220				11,000.00 Collateral: 0.00 Unsecured: 11,000.00
Boller Supply Company Of Georgia P.O. Box 40226 Nashville, TN 37204-0226		Trade debt		3,776.43
Action Tire Co. 410 Lees Mill Road Forest Park, GA 30297		Trade debt		2,779.24
Waterman, Inc. P.O. Box 1020 Kennesaw, GA 30144		Trade debt		1,020.36
McMaster-Carr Supply Company P.O. Box 7690 Chicago, IL 60680-7690		Trade debt		724.86
CBeyond Communications P.O. Box 406815 Atlanta, GA 30384-6815		Trade debt		651.98
Hexair P.O. Box 125 Memphis, TN 38101-0125		Trade debt		293.88
GK Services P.O. Box 677057 Dallas, TX 75287-7057		Trade debt		214.07
Wiggins Scale Company 3900 Camp Creek Parkway Building 2600, Suite 102 Atlanta, GA 30331		Trade debt		188.00
Michelle Thompson 1312 Jefferson Avenue East Point, GA 30344			Disputed	1.00
Jeremy Allegood 1463 Wadley Avenue East Point, GA 30344			Disputed	1.00

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Kristen Allegood 1463 Wadley Avenue East Point, GA 30344	Disputed	1.00
Shaun Amos 1301 Spencer Avenue East Point, GA 30344	Disputed	1.00
Virginia Banister 1898 Grove Avenue East Point, GA 30344	Disputed	1.00
Suzanne Baugh 1014 Winburn Drive East Point, GA 30344	Disputed	1.00
Robert Bitterman 2162 Delowe Drive East Point, GA 30344	Disputed	1.00
Sandra Braswell 2381 Lumpkin Street East Point, GA 30344	Disputed	1.00
Mitchell Bright 2458 W. Woodland Circle East Point, GA 30344	Disputed	1.00
Brian Carver 2475 Jefferson Terrace East Point, GA 30344	Disputed	1.00
Thomas Dean 1449 Wadley Avenue East Point, GA 30344	Disputed	1.00
Jennifer Denning 2434 Constance Street East Point, GA 30344	Disputed	1.00
Dustin Drabot 2267 Newman Street East Point, GA 30344	Disputed	1.00
Ruth Fleming 1382 Bryan Avenue East Point, GA 30344	Disputed	1.00

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

I, [the president or other officer or an authorized agent of the corporation][or a member or an authorized agent of the partnership] 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: _____ Signature: *Cleveland G. Meredith*

Cleveland G. Meredith, Chairman

(Print Name and Title)

William C. Meredith Company, Inc.
P.O. Box 90730
East Point, GA 30364

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Chicago, IL 60680-7690

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East Point, GA 30344

CBeyond Communications
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Atlanta, GA 30384-6815

Michelle Thompson
1312 Jefferson Avenue
East Point, GA 30344

Virginia Banister
1896 Grove Avenue
East Point, GA 30344

Watermen, Inc.
P.O. Box 1020
Kennesaw, GA 30144

Wiggins Scale Company
3800 Camp Creek Parkway
Building 2600, Suite 102
Atlanta, GA 30331

CORPORATE RESOLUTION OF
WILLIAM C. MEREDITH COMPANY, INC.

I, the undersigned, hereby certify that I am the president of William C. Meredith Company, Inc. ("Corporation"), a corporation duly organized and existing under the laws of the State of Georgia. The following is a true copy of a resolution duly adopted by the Board of Directors of the Corporation at a meeting duly held on the 15 day of April, 2014, at which a quorum was present; and such resolution has not been rescinded or modified.

RESOLVED: The Corporation duly authorizes David Scott Schneider to execute all documents required for the filing of a Chapter 11 bankruptcy petition and plan of reorganization. The Firm of Benton & Centeno, LLP and the Georgia firm of Pleska Law Group, LLC both shall be and hereby are employed as counsel for the Corporation in connection with the prosecution of the Corporation's case under Chapter 11 of the Bankruptcy Code.

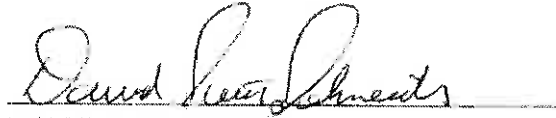
Further, said law firms are authorized to prepare (or cause to be prepared), execute and file (or cause to be filed) any and all petitions, schedules, motions, lists, applications, pleadings and other papers, to take any and all such other and further actions deemed necessary or appropriate in connection with the filing of the voluntary petition for relief under Chapter 11, including, but not limited to, motions to obtain the use of cash collateral, and to take and perform any and all further acts and deeds deemed necessary, proper or desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case.

The Corporation is hereby authorized to pay all fees and expenses incurred by it or for its account in connection with the actions approved in any or all of the foregoing Resolutions, and all actions related thereof.

I further certify that there is no provision in the Charter or By-laws of the Corporation

limiting the power of the Board of Directors to pass the foregoing Resolution and that the same is in conformity with the provisions of its Charter and By-laws.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the said Corporation this 15 day of April, 2014.



DAVID SCOTT SCHNEIDER

President of William C. Meredith Company, Inc.