

United States Bankruptcy Court Northern District of Georgia		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Georgia Flattop Partners, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): EIN: 45-4113208		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. & Street, City, State): 3740 Davinci Ct., Suite 460, Norcross, Georgia 30092		Street Address of Joint Debtor (No. & Street, City, State): ZIP CODE
County of Residence or of the Principal Place of Business: Gwinnett County		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):		ZIP CODE

<p>Type of Debtor (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below)</p> <hr/> <p style="text-align: center;">Chapter 15 Debtors</p> <p>Country of debtor's center of main interests:</p> <p>Each country in which a foreign proceeding by, regarding, or against debtor is pending:</p>	<p>Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p style="text-align: center;">Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p style="text-align: center;">Nature of Debts (Check one box.)</p> <p><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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p> <hr/> <p style="text-align: center;">Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><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)</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
<p style="text-align: center;">Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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 No. 3A</p> <p><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.</p>		<p>THIS SPACE IS FOR COURT USE ONLY</p>
<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><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.</p>		
<p>Estimated Number of Creditors</p> <p><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</p> <p>Estimated Assets</p> <p><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</p> <p>Estimated Liabilities</p> <p><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</p>		

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Georgia Flattop Partners, LLC	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed:	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: Green Mountain Management, LLC		Case Number: unknown	
District: Northern District of Georgia		Date Filed: July 25, 2014	
Relationship: Georgia Flattop Partners, LLC, is the Managing Member of Green Mountain Management, LLC		Judge: Unknown	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) 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). X _____ Signature of Attorney for Debtor(s) Date	
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 with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1))			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Georgia Flattop Partners, LLC</p>
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)</p> <p>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.</p> <p>(Check only <u>one</u> 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. § 1515, 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>X _____ Signature of Attorney*</p> <p>_____ Printed Name of Attorney for Debtor(s) Sage M. Sigler</p> <p>_____ Printed Name of Attorney for Debtor(s) Alston & Bird LLP</p> <p>_____ Firm Name</p> <p>_____ One Atlantic Center 1201 West Peachtree Street Atlanta, Georgia 30309-3424</p> <p>_____ Address (404) 881- 7000</p> <p>_____ Telephone Number July 25, 2014</p> <p>_____ Date</p> <p>*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.</p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy 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 the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual Daniel B. Cowart</p> <p>_____ Printed Name of Authorized Individual Sole Member of Georgia Flattop Partners, LLC</p> <p>_____ Title of Authorized Individual July 25, 2014</p> <p>_____ Date</p>	

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	
)	Chapter 11
)	
GEORGIA FLATTOP PARTNERS, LLC)	Case No. 14-_____ - _____
)	
)	
Debtor.)	
)	
E.I.N. 45-4113208)	

**CONSOLIDATED LIST OF CREDITORS HOLDING 20
LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

Green Mountain Management, LLC and Georgia Flattop Partners, LLC (collectively, the “Debtors”) filed voluntary petitions in this Court on July 25, 2014 (the “Petition Date”) for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532. The following is a consolidated list of the Debtors’ twenty largest unsecured creditors (the “Top 20 List”) based on the Debtors’ books and records as of the Petition Date. The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtors. The Top 20 List does not include any unsecured claims that a Debtor may hold against another Debtor.

The Debtors take no position at this time regarding whether any of the parties included in the Top 20 List are “insiders” of the Debtors, as that term is defined in section 101(31) of title 11 of the United States Code (the “Bankruptcy Code”), and the inclusion in or exclusion from this Top 20 List of any person or entity shall not constitute an admission by, nor shall it be binding on, the Debtors in any respect. The Debtors expressly reserve the right to, in their sole discretion, challenge the validity, priority and/or amount of any obligation reflected herein.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
ET ENVIRONMENTAL CORPORATION, LLC	Bill Higginbotham Phone: 404-926-1776 3424 Peachtree Street NE Suite 150 Atlanta, GA 30326	Consulting		\$203,383.89
ADAMS AND REESE, LLP	Richard Carmody Phone: 205-250-5000 1901 6 th Ave North Suite 3000 Birmingham, Alabama 35203	Professional Services		\$154,581.23
DAN COWART, INC	Daniel Cowart Phone: 770-449-5000 3740 Davinci Court Suite 460 Norcross, Georgia 30092	Management & Accounting		\$149,902.00
MICHAEL J. SELWOOD	Michael J. Selwood Phone: 412-973-2781 124 Crofton Drive Pittsburg, Pennsylvania 15238	Consulting		\$90,000.00
SOLID WASTE AUTHORITY OF THE CITY OF ADAMSVILLE, ALABAMA	Gina Antolini Phone: 205-674-5671, ext. 2133 P.O. Box 309 Adamsville, Alabama 35005	Waste Collection Services		\$59,828.42
CRUMBLEY BACKHOE SERVICE	Ron Crumbley Phone: 205-522-7040 10600 County Road 63N Carbon Hill, Alabama 35549	Equipment Rental		\$41,193.00
HAGER OIL CO	Phone: 205-384-3422 Attn: Accounts Receivable P.O. Box 1429 Jasper, Alabama 35502	Vendor		\$38,559.01
VETERANS LANDSCAPING COMPANY, INC.	Phone: 205-655-8891 Attn: Accounts Receivable 3801 Mary Taylor Road Birmingham, Alabama 35235	Vendor		\$28,746.40
KITCHENS KELLEY GAYNES, P.C.	Joel Arogeti Phone: 404-237-4100 5555 Glenridge Connector Suite 800 Atlanta, Georgia 30342	Professional Services		\$28,077.50
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.	Colleen Murphy Phone: 617-542-6000 One Financial Center Boston, Massachusetts 02111	Professional Services		\$22,495.00
CRUSHER WORKS LLC	Phone: 205-425-8099 Attn: Accounts Receivable 1166 Raimund Muscoda Road Birmingham, Alabama 35020	Vendor		\$15,976.16
INERTIA MACHINE CORPORATION	Phone: 815-233-1619 Attn: Accounts Receivable P.O. Box 858 Freeport, Illinois 61032	Vendor		\$15,826.47

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
SCOTT'S EXCAVATING & HAULING, INC.	Scott Roberts Phone: 256-734-9772 7771 County Road 222 Cullman, Alabama 35057	Vendor		\$12,097.88
STONE & SONS ELECTRICAL CONTRACTORS, INC.	Phone: 205-833-8494 Attn: Accounts Receivable 2530 Queenstown Road Birmingham, Alabama 35210	Vendor		\$11,980.07
TRACTOR & EQUIPMENT COMPANY	Phone: 205-591-2131 Attn: Accounts Receivable P.O. Box 12326 Birmingham, Alabama 35202	Vendor		\$10,202.99
M&M TIRE AND MECHANICAL SERVICES, INC.	Phone: 205-674-1059 Attn: Accounts Receivable P.O. Box 311332 Birmingham, Alabama 35231	Vendor		\$9,326.35
TRUCKPRO - BIRMINGHAM	Phone: 205-324-1177 Attn: Accounts Receivable P.O. Box 905044 Charlotte, North Carolina 28290	Vendor		\$8,996.21
CINTAS	Phone: 205-424-2250 Attn: Accounts Receivable P.O. Box 630910 Location 212 Cincinnati, Ohio 45263	Vendor		\$8,536.79
CARROLL'S TRUCK & REPAIR INC.	Phone: 205-368-8014 Attn: Accounts Receivable P.O. Box 368 27961 Hwy 5 Woodstock, Alabama 35188	Vendor		\$7,538.51
GREEN WORX, LLC	Scott Roberts Phone: 205-674-8500 P.O. Box 154 Graysville, Alabama 35073	Vendor		\$6,275

**DECLARATION CONCERNING THE CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

I, Daniel B. Cowart, Sole Member of Georgia Flattop Partners, LLC, and Chairman of Green Mountain Management, LLC, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 20 Largest Unsecured Claims Against the Debtors and that the information contained therein is true and correct to the best of my information and belief.

Dated: July 25, 2014
Atlanta, Georgia



Daniel B. Cowart
Sole Member, Georgia Flattop Partners, LLC
Chairman, Green Mountain Management, LLC

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:

GEORGIA FLATTOP PARTNERS, LLC

Debtor.

E.I.N. 48-4113208

Chapter 11

Case No. 14-_____ - _____

LIST OF EQUITY SECURITY HOLDERS

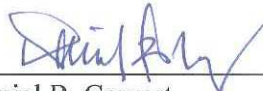
Georgia Flattop Partners, LLC (the “Debtor”), the debtor and debtor in possession in the above-captioned case, hereby submits the list of equity security holders of the Debtor. The list is prepared in accordance with Fed. R. Bankr. P. 1007(a)(1) and (3).

Name	Address	Ownership
Daniel B. Cowart	3740 Davinci Court, Suite 460 Norcross, Georgia 30092	100%

**DECLARATION CONCERNING THE FUND’S
LIST OF EQUITY SECURITY HOLDERS**

I, Daniel B. Cowart, Sole Member of Georgia Flattop Partners, LLC, declare under penalty of perjury that I have reviewed the foregoing List of Equity Security Holders and that the information contained therein is true and correct to the best of my information and belief.

Dated: July 25, 2014
Atlanta, Georgia



Daniel B. Cowart
Sole Member, Georgia Flattop Partners, LLC

RESOLUTION OF GEORGIA FLATTOP PARTNERS, LLC

July 24, 2014

The undersigned, being the Sole Member of Georgia Flattop Partners, LLC, does hereby consent to the adoption of the following Resolution:

WHEREAS, Georgia Flattop Partners, LLC is a Georgia limited liability company (“GFP” or the “Company”); and

WHEREAS, GFP is the Managing Member of Green Mountain Management, LLC, a Delaware limited liability company (“GMM”); and

WHEREAS, GFP, the Managing Member of GMM, has determined that GFP and GMM (together, the “Companies”) do not have sufficient funds to pay their debts and do not have the ability to refinance such debts, and it has been proposed that the Companies file petitions seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) and GFP has resolved to direct GMM to file a petition for relief.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Sole Member of GFP, acting on behalf of GFP and as Managing Member of GMM, it is desirable and in the best interest of the Companies, their creditors, members and other interested parties, that petitions be filed by the Companies seeking relief under the provisions of the Bankruptcy Code; and it is

FURTHER RESOLVED, that GFP hereby directs GMM to file a petition for relief under the Bankruptcy Code; and it is

FURTHER RESOLVED, that Daniel B. Cowart, the Sole Member of GFP, is hereby appointed as the “Authorized Officer” of the Company and is authorized and directed, for and on behalf of and in the name of the Company, to execute and verify or certify a petition under the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the Northern District of Georgia (the “Bankruptcy Court”) at such time as such officers executing the same shall determine is appropriate; and it is

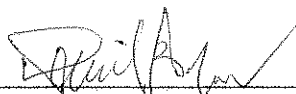
FURTHER RESOLVED, that the Authorized Officer, and such other officers as the Managing Member shall from time to time designate, be, and they hereby is, authorized and empowered to execute and file all petitions, schedules, lists, and other papers and to take any and all action that they may deem necessary or proper to commence and administer the case under the Bankruptcy Code, and in that connection to retain and employ all assistance by attorneys, investment bankers, accountants and other professionals that they may deem necessary or proper with a view to the successful administration of the case under the Bankruptcy Code, including a financial advisor to assist in sourcing financing for the Company; and it is

FURTHER RESOLVED, that the law firm of Alston & Bird LLP, One Atlantic Center, 1201 West Peachtree Street, Atlanta, GA 30309-3424 be employed as counsel for the Company, and all related debtors, for the purposes of their cases under the Bankruptcy Code and otherwise; and it is

FURTHER RESOLVED, that the Authorized Officer is authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of the Company or otherwise as any such Authorized Officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions; and it is

FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.

GEORGIA FLATTOP PARTNERS, LLC

By: 

Daniel B. Cowart
Its Sole Member