

BJ (Official Form 12/12/11)

United States Bankruptcy Court District of Massachusetts		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>Knowfat Franchise Company, 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) No./Complete EIN (if more than one, state all) <b>20-0812982</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>255 Washington Street, Suite 150 Newton, MA</b> <div style="text-align: right; font-size: small;">ZIP Code <b>02458</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Middlesex</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
<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 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 type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 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).
<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 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		
<b>Estimated Assets</b> <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"/> \$1,000,001 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		

B1 (Official Form 1)(12/11)

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Knowfat Franchisè Company, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
Location Where Filed: <b>- None -</b>	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 (If more than one, attach additional sheet)</b>			
Name of Debtor: <b>- None -</b>	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>		
<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 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)).			

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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Knowfat Franchise Company, Inc.</b>	
Signatures			
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></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><input checked="" type="checkbox"/> _____ Signature of Debtor</p> <p><input checked="" type="checkbox"/> _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>		<p style="text-align: center;"><b>Signature of a Foreign Representative</b></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 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><input checked="" type="checkbox"/> _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney<sup>o</sup></b></p> <p><input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s)</p> <p><b>Thomas H. Curran, Esq.</b> Printed Name of Attorney for Debtor(s)</p> <p><b>McCarter &amp; English, LLP</b> Firm Name</p> <p><b>265 Franklin Street</b> <b>Boston, MA 02110</b> <b>550 759</b> Address</p> <p><b>(617) 449-6500 Fax: (617) 607-9200</b> Telephone Number</p> <p><b>12-14-2012</b> 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;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></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><input checked="" type="checkbox"/> _____ 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><small>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.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></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><input checked="" type="checkbox"/> _____ Signature of Authorized Individual</p> <p><b>Richard Golden</b> Printed Name of Authorized Individual</p> <p><b>CEO/Chairman of the Board</b> Title of Authorized Individual</p> <p><b>12/14/12</b> Date</p>			

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of Massachusetts**

In re Knowfal Franchise Company, 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>
Airport Revenue News 4371 Northlake Blvd. #365 Palm Beach Gardens, FL 33410	Airport Revenue News 4371 Northlake Blvd. #365 Palm Beach Gardens, FL 33410	Trade Debt		7,726.00
BDO Valuation Advisors LLC PO Box 642743 Pittsburgh, PA 15264-2743	BDO Valuation Advisors LLC PO Box 642743 Pittsburgh, PA 15264-2743	Professional Services		35,200.00
Briggs, Danielle C. 41 Jeannie Circle Taunton, MA 02780	Briggs, Danielle C. 41 Jeannie Circle Taunton, MA 02780	Unpaid Wages		12,075.38
Chiacchia, Pat 41 Hayward Street Milford, MA 01757	Chiacchia, Pat 41 Hayward Street Milford, MA 01757	Unpaid Wages	Contingent Unliquidated Disputed	17,417.00
Citizens Bank PO Box 9665 Providence, RI 02940-9665	Citizens Bank PO Box 9665 Providence, RI 02940-9665	Credit Card		14,551.79
Cocotas, Charles 20 Longhill Drive East Sandwich, MA 02537	Cocotas, Charles 20 Longhill Drive East Sandwich, MA 02537	Unpaid Wages	Contingent Unliquidated Disputed	183,000.00
Grant Thornton 1400 Computer Drive, Ste 200 Westborough, MA 01581	Grant Thornton 1400 Computer Drive, Ste 200 Westborough, MA 01581	Professional Services	Disputed	177,084.88
Hunter, Stephanie 58-1 Elm Street Worcester, MA 01609	Hunter, Stephanie 58-1 Elm Street Worcester, MA 01609	Unpaid Wages		11,000.00
Mackey, Thomas J. 43 Loring Road Winthrop, MA 02152	Mackey, Thomas J. 43 Loring Road Winthrop, MA 02152	Unpaid Wages		31,200.00
Magalhaes, Jose C. 63 Walnut Street Watertown, MA 02472	Magalhaes, Jose C. 63 Walnut Street Watertown, MA 02472	Unpaid Wages		16,000.00
Massachusetts Department of Revenue Bankruptcy Unit PO Box 9564 Boston, MA 02114-9564	Massachusetts Department of Revenue Bankruptcy Unit PO Box 9564 Boston, MA 02114-9564	Excise Tax	Unliquidated	25,000.00

B4 (Official Form 4) (12/07) - Cont.  
 In re Knowfat Franchise Company, Inc.

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

Debtor(s)

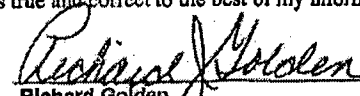
**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

(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]
MFA Cornerstone Consulting LLC 1 Highwood Drive Tewksbury, MA 01876	MFA Cornerstone Consulting LLC 1 Highwood Drive Tewksbury, MA 01876	Professional Services		19,040.89
Naddaff, George 93 Bellevue Street Newton, MA 02458	Naddaff, George 93 Bellevue Street Newton, MA 02458	Unpaid Wages	Contingent Unliquidated Disputed	269,167.00
Nixon Peabody LLP 100 Summer Street Boston, MA 02110-2131	Nixon Peabody LLP 100 Summer Street Boston, MA 02110-2131	Professional Services		9,767.45
Norton, Irma 19 Sherwood Drive Milford, MA 01757	Norton, Irma 19 Sherwood Drive Milford, MA 01757	Unpaid Wages		31,029.75
Pomerleau, Walter 115 Newbury Road Rowley, MA 01989	Pomerleau, Walter 115 Newbury Road Rowley, MA 01989	Unpaid Wages		16,800.00
RMR West LLC c/o Reit Management & Research LLC 9 Galen Street, Suite 120 attn: VP New England Region Watertown, MA 02472	RMR West LLC c/o Reit Management & Research LLC 9 Galen Street, Suite 120 Watertown, MA 02472	Real Property Lease		26,951.07
Robinson and Cole, LLP 280 Trumbull Street Hartford, CT 06103-3597	Robinson and Cole, LLP 280 Trumbull Street Hartford, CT 06103-3597	Professional Services		74,463.86
Rockwell Global Capital LLC 5 Hanover Square, 15th Floor New York, NY 10004	Rockwell Global Capital LLC 5 Hanover Square, 15th Floor New York, NY 10004	Professional Services		12,792.68
Taussig, Marilyn 510 Randolph Street Canton, MA 02021	Taussig, Marilyn 510 Randolph Street Canton, MA 02021	Unpaid Wages	Contingent Unliquidated Disputed	9,975.00

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

I, the CEO/Chairman of the Board 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 12/14/12

Signature   
 Richard Golden  
 CEO/Chairman of the Board

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.

**KNOWFAT FRANCHISE COMPANY, INC.**

**Certification of Corporate Vote and Resolution  
Actions Taken by the Board of Directors**

I, Charles A. Cocotas, a duly authorized officer of KnowFat Franchise Company, Inc., (the "Corporation"), a Delaware corporation, hereby certify that at a special meeting of the Board of Directors of the Corporation, duly called and held on \_\_\_\_\_ at \_\_\_\_\_ by teleconference and in compliance with the General Corporation Law of the State of Delaware, the following resolutions were adopted and that said resolutions have not been modified or rescinded and are in full force and effect as of the date hereof:

**RESOLVED:** That in the judgment of the Board, it is in the best interests of the Corporation, its creditors, stockholders, employees and other interested parties that the Corporation seek relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code");

**RESOLVED:** That Charles A. Cocotas, the President of the Corporation (the "Authorized Officer"), be and hereby is authorized and directed to: (i) prepare and file on behalf of the Corporation a petition for relief under Chapter 11 of the Bankruptcy Code, (ii) execute on behalf of the Corporation such petition, schedules and statement as the Authorized Officer may deem necessary or appropriate in connection therewith, (iii) cause the Corporation to perform its functions and duties as a debtor in possession pursuant to the applicable provisions of the Bankruptcy Code, (iv) to take such steps on behalf of the Corporation as may be necessary and appropriate to the Corporation's reorganization effort (including, without limitation, the sale or other disposition of property other than in the ordinary course of business), (v) prepare and propose to creditors such plan as the Authorized Officer may deem to be feasible and in the best interests of the Corporation, (vi) file any pleadings appropriate or necessary for the Corporation to seek relief under any other chapter of the Bankruptcy Code, and (vii) execute such further documents and do such further acts as the Authorized Officer may deem necessary or appropriate with respect to the foregoing, including the delegation of such foregoing authority to other officers and employees of the Corporation; the execution of any document or the doing of any act by the Authorized Officer in connection with such proceedings to be conclusively presumed to be authorized by this Resolution;

**RESOLVED:** That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or otherwise, employ and retain as its bankruptcy counsel the law firm of McCarter & English, LLP, 265 Franklin Street, Boston, MA 02110 at its

standard hourly rates, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention; and

**RESOLVED:** That the Authorized Officer is authorized and directed to perform on behalf of the Corporation and all such acts as they deem necessary or appropriate in order to comply with applicable Securities and Exchange Commission ("SEC") or NASDAQ rules and regulations, and in connection therewith, to execute and file all requisite papers and documents, including, but not limited to, current reports on Form 8-K, filings delisting the Corporation's shares, and any other SEC or NASDAQ filings the Authorized Officer deems necessary, and that the execution by the Authorized Officer of any such papers and documents or the doing by him of any act in connection with the Chapter 11 bankruptcy case and the resolutions of the Board shall conclusively establish his authority therefore from the Corporation and the approval and ratification by the Corporation of the papers and documents so executed and the action so taken.

**RESOLVED:** That the Authorized Officer, and such other officers of the Corporation as the Authorized Officer shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized and empowered, in the name and on behalf of the Corporation, to cause the Corporation 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 persons shall be or become necessary, proper and desirable in connection with the prosecution of the Chapter 11 bankruptcy case.

**RESOLVED:** That the Authorized Officer be, and each hereby is, authorized and empowered on behalf of and in the name of the Corporation, to execute such consents of the Corporation and take such other actions, as the Authorized Officer considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or the taking of such action.

**RESOLVED:** That the Officer, and such other officers of the Corporation as the Authorized Officer shall from time to time designate, be, and each hereby is, authorized and empowered, in the name and on behalf of the Corporation, as the case may be, to: (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referred to herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Corporation, as the case may be, in such form and substance as such officers may approve, together with such changes and amendments to any of the terms

and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Corporation by or at the direction of such officers to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Corporation any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such officers deem appropriate or advisable in connection therewith, and (iii) take such other actions as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby.

**RESOLVED:**

That, any and all past actions heretofore taken by officers or directors of the Corporation in the name and on behalf of the Corporation in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

In witness whereof, the undersigned has executed this Certificate as of the date first written above.



Charles A. Cocotas

*for Knowledge Franchise Company Inc*