

B1 (Official Form 1) (04/13)

United States Bankruptcy Court District of New Jersey	Voluntary Petition
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Name of Debtor (if individual, enter Last, First, Middle): Consolidated Aluminum Corporation	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): FDBA CONALCO, Inc.; FDBA Aluminum Foils, Inc.	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): 62-0499635	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, and State): 90 Boroline Road Allendale, NJ 07401	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 07401-0000	ZIP CODE
County of Residence or of the Principal Place of Business: Bergen	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE	ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):

<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>	<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>	<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>
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<p>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>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>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>
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<p>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 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>Check one box: Chapter 11 Debtors</p> <p><input type="checkbox"/> Debtor is a small business debtor 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>
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<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 type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <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 type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" 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 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 checked="" 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>THIS SPACE IS FOR COURT USE ONLY</p>
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Consolidated Aluminum Corporation	
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;">Exhibit A</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.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<p style="text-align: center;">Exhibit B</p> (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 checked="" type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input 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(l)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Consolidated Aluminum Corporation</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.</p> <p>[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 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 <u>/s/ Sharon L. Levine</u> Signature of Attorney for Debtor(s) Sharon L. Levine S. Jason Teele Printed Name of Attorney for Debtor(s)</p> <p>Lowenstein Sandler LLP Firm Name 65 Livingston Avenue Roseland, NJ 07068 Address</p> <p>(973) 597-2500 Telephone Number December 15, 2013 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 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 _____ 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;">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. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Alexander Hoy</u> Signature of Authorized Individual Alexander Hoy Printed Name of Authorized Individual President, Chief Financial Officer & Treasurer Title of Authorized Individual December 15, 2013 Date</p>	

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of New Jersey**

In re Consolidated Aluminum Corporation

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>
Lonza America, Inc. 91 Boroline Road Allendale, NJ 07401	Lonza America, Inc. 91 Boroline Road Allendale, NJ 07401	Inter-Company Loan		\$72,721,884.52
Consolidated Aluminum Corp Discontinued Op. Pension Plan 90 Boroline Road Allendale, NJ 07401	Consolidated Aluminum Corp Discontinued Op. Pension Plan 90 Boroline Road Allendale, NJ 07401	Pension Fund (Termination)		\$4,200,000.00
Alcoa Inc. Attn: Jeffrey J. Lettrich, Esq 201 Isabella Street 6th Floor Pittsburgh, PA 15212-5858	Alcoa Inc. Attn: Jeffrey J. Lettrich, Esq 201 Isabella Street Pittsburgh, PA 15212-5858	Settlement Agreement with Alcoa		\$2,096,740.94
Wohnlich, John 11 Sonnhalden Strasse 8142 Uitikon Switzerland	Wohnlich, John 11 Sonnhalden Strasse 8142 Uitikon Switzerland	Settlement Agreement		\$74,544.40
Madison County Treasurer Attn: Kurt Prenzler, CPA 157 North Main Street #456 Edwardsville, IL 62025	Madison County Treasurer Attn: Kurt Prenzler, CPA 157 North Main Street Edwardsville, IL 62025	Real Estate Taxes		\$13,094.96

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

In re Consolidated Aluminum Corporation
Debtor(s)

Case No. _____

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

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

I, the President, Chief Financial Officer & Treasurer 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 December 15, 2013

Signature Alexander Hoy
Alexander Hoy
President, Chief Financial Officer & Treasurer

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.

**United States Bankruptcy Court
District of New Jersey**

In re Consolidated Aluminum Corporation

Debtor(s)

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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Lonza America, Inc. 90 Boroline Road Allendale, NJ 07401	Common Stock	100%	
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President, Chief Financial Officer & Treasurer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date December 15, 2013

Signature /s/ Alexander Hoy
Alexander Hoy

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
District of New Jersey**

In re Consolidated Aluminum Corporation

Debtor(s)

Case No. _____

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Consolidated Aluminum Corporation in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Lonza America, Inc.
90 Boroline Road
Allendale, NJ 07401**

None [*Check if applicable*]

December 15, 2013

Date

/s/ Sharon L. Levine

Sharon L. Levine

S. Jason Teele

Signature of Attorney or Litigant

Counsel for Consolidated Aluminum Corporation

Lowenstein Sandler LLP

65 Livingston Avenue

Roseland, NJ 07068

(973) 597-2500

UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS

IN LIEU OF ANNUAL MEETING

CONSOLIDATED ALUMINUM CORPORATION

The undersigned, being all the directors of Consolidated Aluminum Corporation (“Company”), a New York corporation, in accordance with the provisions of Section 708(b) of the Business Corporation Law of the State of New York, hereby take the following actions and consent to the adoption of the following resolutions, such actions and such resolutions set forth below to be considered for all purposes as if duly taken and adopted at a duly held annual meeting of the Board of Directors:

WHEREAS, the Board of Directors of the Company (the “**Board**”) has reviewed and considered the financial condition of the Company on the date hereof, including the historical performance of the Company, the assets of the Company, and the current and long-term liabilities of the Company;

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Company and the Company’s legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of title 11 of the United States Code;

NOW, THEREFORE, IT IS:

RESOLVED that, in the judgment of the Board, it is desirable and in the best interests of the Company, and its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of chapter 11 of title 11 of the United States Code;

RESOLVED FURTHER that Alexander Hoy, as the Company’s President, Chief Financial Officer and Treasurer, Scott B. Waldman, as the Company’s Vice President and Secretary, and such other officer(s) as the President directs (each, an “**Officer**” and collectively, the “**Officers**”) be, and each of them, with full power to act without the others, hereby is, authorized and directed to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain relief for the Company under chapter 11 of title 11 of the United States Code;

RESOLVED FURTHER that the law firm of Lowenstein Sandler LLP be employed as general bankruptcy counsel to the Company to represent and assist the Company in carrying out the Company’s duties under title 11 of the United States Code, and to take any and all actions to advance the Company’s rights, including without limitation, the preparation of pleadings and filings in any chapter 11 proceeding, and in connection therewith, the Officers are, and each of them, with full power to act without the others, hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and

immediately upon the filing of any chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Lowenstein Sandler LLP;

RESOLVED FURTHER, that the Officers be, and each of them, with full power to act without the others, hereby is, authorized and directed to employ any other individual and/or firm as professionals or consultants to the Company as are deemed necessary or desirable to represent and assist the Company in carrying out the Company's duties under title 11 of the United States Code, and in connection therewith, the Officers are, and each with full power to act without the others is, hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms;

RESOLVED FURTHER, that the Officers be, and each of them, with full power to act without the others, is, hereby authorized and empowered to obtain financing according to terms negotiated, or to be negotiated, by management of the Company, to the extent the Officers or Officer deems such financing necessary and appropriate;

RESOLVED FURTHER, that the Officers be, and each of them, with full power to act without the others, is, hereby authorized and empowered to take or cause to be taken any and all actions, execute and file any and all documents or pleadings, including but not limited to pleadings seeking court approval to sell all, substantially all, or specific assets of the Company pursuant to the applicable provisions of the title 11 of the United States Code, as may be appropriate in furtherance of a plan of reorganization;

RESOLVED FURTHER, that the Officers be, and each of them, with full power to act without the others, is, hereby authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such certifications, instruments and other documents as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;


RESOLVED FURTHER, that any and all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and members of the Board, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified; and

RESOLVED FURTHER that the foregoing powers and authorizations shall continue in full force and effect until revoked in writing by the Board.

This Unanimous Consent may be executed in one or more counterparts, which, when taken together, shall be deemed to constitute a single original. One or more counterparts of this

Consent may be delivered electronically with the intention that they will have the same effect as an original counterpart hereof.

IN WITNESS WHEREOF, the undersigned have caused this Consent to be duly executed as of the 13th day of December, 2013.



Scott B. Waldman



Alexander H. Hoy