

**United States Bankruptcy Court  
Southern District of New York**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Fresh Harvest River LLC</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>80-0389006</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>41 Madison Avenue New York, NY</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>10022</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>New York</b>	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):

<b>Type of Debtor</b> (Form of Organization) (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</li> </ul>	<b>Nature of Business</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul> <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</li> </ul>	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul> <hr/> <b>Nature of Debts</b> (Check one box) <ul style="list-style-type: none"> <li><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."</li> <li><input checked="" type="checkbox"/> Debts are primarily business debts.</li> </ul>
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<b>Filing Fee</b> (Check one box) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached</li> <li><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.</li> <li><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.</li> </ul>	<b>Chapter 11 Debtors</b> Check one box: <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> Check if: <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</li> </ul> Check all applicable boxes: <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><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).</li> </ul>
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**Statistical/Administrative Information**

Debtor estimates that funds will be available for distribution to unsecured creditors.  
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

**Estimated Number of Creditors**

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

**Estimated Assets**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

**Estimated Liabilities**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Fresh Harvest River LLC</b>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	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: <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>
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**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**  
(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**  
(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included 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.

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

# Voluntary Petition

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

Name of Debtor(s):  
**Fresh Harvest River LLC**

### Signatures

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

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

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

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

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

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

\_\_\_\_\_  
Date

#### Signature of a Foreign Representative

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

(Check only one box.)

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

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

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

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

\_\_\_\_\_  
Date

#### Signature of Attorney\*

**X** /s/ Joshua J. Angel  
Signature of Attorney for Debtor(s)

Joshua J. Angel  
Printed Name of Attorney for Debtor(s)

Herrick, Feinstein LLP  
Firm Name  
2 Park Avenue  
New York, NY 10016

\_\_\_\_\_  
Address

Email: jangel@herrick.com  
(212) 592-1400 Fax: (212) 592-1500

\_\_\_\_\_  
Telephone Number

September 12, 2010  
Date

\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

#### Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

#### Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Jack Gray  
Signature of Authorized Individual

Jack Gray  
Printed Name of Authorized Individual

Manager  
Title of Authorized Individual

September 12, 2010  
Date

\_\_\_\_\_  
Date

**United States Bankruptcy Court**  
**Southern District of New York**

In re Fresh Harvest River LLC

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>
First Commonwealth Bank 601 Philadelphia Street Indiana, PA 15701	First Commonwealth Bank 601 Philadelphia Street Indiana, PA 15701			3,625,393.00
Peter Romano 14 Woods of Arden Road Staten Island, NY 10312	Peter Romano 14 Woods of Arden Road Staten Island, NY 10312			350,000.00
Elmar 200 Gould Ave PO Box 245 Depew, NY 14043	Elmar 200 Gould Ave PO Box 245 Depew, NY 14043	Vendor		145,117.72
DIT 235 Beaver Drive PO Box 527A Dubois, PA 15801	DIT 235 Beaver Drive PO Box 527A Dubois, PA 15801			113,000.00
Willis Insurance Company One Glenlake Parkway 11th Floor Atlanta, GA 30328	Willis Insurance Company One Glenlake Parkway 11th Floor Atlanta, GA 30328	Vendor		45,480.00
Willa Abramson 200 Central Park South New York, NY 10019	Willa Abramson 200 Central Park South New York, NY 10019			35,000.00
Good Food, Inc. PO Box 160 4960 Horseshoe Pike Honey Brook, PA 19344	Good Food, Inc. PO Box 160 4960 Horseshoe Pike Honey Brook, PA 19344	Vendor		34,702.02
Highmark Blue Shield PO Box 382146 Pittsburgh, PA 15250	Highmark Blue Shield PO Box 382146 Pittsburgh, PA 15250	Vendor		33,734.60
Design Specialists 1200 Gulf Lab Road Pittsburgh, PA 15238	Design Specialists 1200 Gulf Lab Road Pittsburgh, PA 15238	Vendor		27,896.65
Crown Closures Americas 1440 Paysphere Circle Chicago, IL 60674	Crown Closures Americas 1440 Paysphere Circle Chicago, IL 60674	Vendor		24,053.00

Debtor(s)

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

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
US Bancorp Business Equip. Finance Group 1810 Madrid Street Marshall, MN 56258	US Bancorp Business Equip. Finance Group 1810 Madrid Street Marshall, MN 56258	Vendor		24,000.00
Edward Jennings PS 101 Tudor Lane Suite A Yardley, PA 19067	Edward Jennings PS 101 Tudor Lane Suite A Yardley, PA 19067	Vendor		21,250.00
Pro Refrigeration Inc. PO Box 1528 Auburn, WA 98071	Pro Refrigeration Inc. PO Box 1528 Auburn, WA 98071	Vendor		20,400.00
Cargill Incorporated PO Box 640283 Pittsburgh, PA 15264	Cargill Incorporated PO Box 640283 Pittsburgh, PA 15264	Vendor		19,769.14
Strategic Growth Partners, Inc 760 Rosedale Ave Roeselle, IL 60172	Strategic Growth Partners, Inc 760 Rosedale Ave Roeselle, IL 60172	Vendor		18,660.44
Neemar Inc. 2 Anco Drive PO Box 5539 Deptford, NJ 08096	Neemar Inc. 2 Anco Drive PO Box 5539 Deptford, NJ 08096	Vendor		15,000.00
All-Pak Incorporated PO Box 641087 Pittsburgh, PA 15264-1087	All-Pak Incorporated PO Box 641087 Pittsburgh, PA 15264-1087	Vendor		14,568.77
Nercon ENG. & MFG., Inc. P.O. Box 2288 3972 South U.S. Hwy 45 Oshkosh, WI 54902	Nercon ENG. & MFG., Inc. P.O. Box 2288 3972 South U.S. Hwy 45 Oshkosh, WI 54902	Vendor		13,688.53
Food Safety Net Services PO Box 659789 San Antonio, TX 78265-9789	Food Safety Net Services PO Box 659789 San Antonio, TX 78265-9789	Vendor		13,635.00
Mastertaste Inc. d/b/a Kerry Ingredients & Flavours 12116 Collections Center Drive Chicago, IL 60693	Mastertaste Inc. d/b/a Kerry Ingredients & Flavours 12116 Collections Center Drive Chicago, IL 60693	Vendor		13,400.54

In re Fresh Harvest River LLC  
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 Manager 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 September 12, 2010

Signature /s/ Jack Gray  
**Jack Gray**  
**Manager**

*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  
Southern District of New York**

In re Fresh Harvest River LLC  
Debtor

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
<b>Edmond Abramson</b>		<b>33.3%</b>	
<b>Jack Gray</b>		<b>33.3%</b>	
<b>Paul Grillo</b>		<b>33.3%</b>	

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

I, the Manager 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 September 12, 2010

Signature /s/ Jack Gray  
**Jack Gray**  
**Manager**

*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.

## CERTIFICATE OF RESOLUTIONS

I, Jack Gray, a manager of Fresh Harvest River LLC, a limited liability company (the "Company"), hereby certify that at a special meeting of the Members of the Company (the "Members"), duly called and held on September 12, 2010, the following resolutions were duly adopted, and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

RESOLVED, that in the judgment of the Members, it is desirable and in the best interests of the Company its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and it is further

RESOLVED, that each of the Members (each such Member or designee being an "Authorized Person" and all being the "Authorized Persons") are hereby authorized, empowered and directed, on behalf of the Company to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time or in such other jurisdiction as such Authorized Person executing the same shall determine; and it is further

RESOLVED, that the Authorized Person is hereby authorized and empowered to retain on behalf of the Company the law firm of Herrick, Feinstein LLP, as general bankruptcy counsel for the Company to represent it in connection with the Chapter 11 Case and any other related matters in connection therewith on such terms as such Authorized Person shall approve, subject to court approval; and it is further

RESOLVED, that the Authorized Person, and such other Members of the Company shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such Members, be, and each hereby is, authorized and directed on behalf of the Company to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers in the Chapter 11 Case of the Company and, in connection therewith, to employ and retain additional legal counsel, accountants and other professionals and to take and perform any and all action which they deem necessary, proper, or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case; and it is further

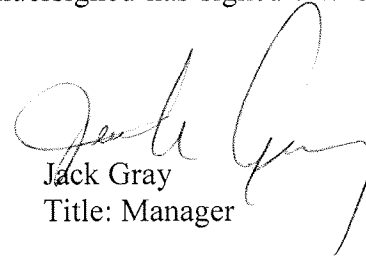
RESOLVED, that the Authorized Person, and such other officers of the Company shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such Members, be, and each hereby is, authorized and directed on behalf of the Company to take any and all




such further actions and to execute and deliver any and all such further instruments and documents and to pay all resulting or related expenses, in each case as in their judgment shall be necessary or desirable, in order to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and it is further

RESOLVED, that any and all past actions heretofore taken by Members of the Company, and all other documentation heretofore delivered by Members of the Company in furtherance of the preceding resolutions be, and such actions hereby are, authorized, approved and ratified in all respects.

IN WITNESS WHEREOF, the undersigned has signed this Certificate as of the 12th day of September, 2010.

  
Jack Gray  
Title: Manager

  
Notary Public, State of New York  
No.: 01KE6207081  
Commission Expires: June 8, 2013

**SHELBY KELLEHER**  
Notary Public, State of New York  
No. 01KE6207081  
Qualified in New York County  
Commission Expires June 8, 2013