

B1 (Official Form 1) (04/13)

United States Bankruptcy Court Southern District of New York		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Experience, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 04-3300757		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): 600 Atlantic Avenue 20th Floor Boston, MA 02210		Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 02210-0000		ZIP CODE
County of Residence or of the Principal Place of Business: Suffolk		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):		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 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		
Estimated Assets <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		
Estimated Liabilities <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		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Experience, Inc.	
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: See Attached "Rider to Voluntary Petition"		Case Number:	Date Filed:
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (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;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input 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 checked="" 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): Experience, Inc.</p>
Signatures	
<p>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.</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>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.)</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>X _____ Signature of Attorney*</p> <p>Signature of Attorney for Debtor(s) Sharon L. Levine Wojciech F. Jung Printed Name of Attorney for Debtor(s) Lowenstein Sandler LLP Firm Name 65 Livingston Avenue Roseland, NJ 07068 Address (973) 597-2500 Fax: (973) 597-2400 Telephone Number April 28, 2014 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>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.</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>* 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>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.</p> <p>X _____ Signature of Authorized Individual Mark D. Podgorny Printed Name of Authorized Individual Chief Restructuring Officer Title of Authorized Individual April 28, 2014 Date</p>	

RIDER TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by the Affiliate of the Debtor:

On April 28, 2014, each of the affiliated Debtors below filed a Petition in the United States Bankruptcy Court for the Southern District of New York for relief under title 11 of the United States Code.

Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their Chapter 11 Cases for administrative purposes only.

ConnectEdu, Inc.
Academic Management Systems, Inc.

B4 (Official Form 4) (12/07)

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

In re Experience, 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>
TechiZen, Inc. 57 Lexington Drive Acton, MA 01720	TechiZen, Inc. 57 Lexington Drive Acton, MA 01720	Trade		12,522.00
ING National Trust P.O. Box 3015 New York, NY 10116	ING National Trust P.O. Box 3015 New York, NY 10116	Trade		4,247.77
Dell Financial Services Payment Processing Center P.O. Box 5292 Carol Stream, IL 60197	Dell Financial Services Payment Processing Center P.O. Box 5292 Carol Stream, IL 60197	Trade		2,604.59
City of Boston Office of Collector P.O. Box 55810 Boston, MA 02205	City of Boston Office of Collector P.O. Box 55810 Boston, MA 02205	Trade		1,601.83
Brafton, Inc. One Winthrop Square 15th Floor Boston, MA 02110	Brafton, Inc. One Winthrop Square 15th Floor Boston, MA 02110	Trade		1,500.00
Preston Beach 7078 Drumcashel Mississauga, Ontario, L5N 7L3 Canada	Preston Beach 7078 Drumcashel Canada	Trade		600.00
ADP Canada Accounts Receivable 130 Eileen Stubbs Unit 22 Darmouth, N.S., B3B 2C4 Canada	ADP Canada Accounts Receivable 130 Eileen Stubbs Unit 22 Canada	Trade		144.90
Retrievex P.O. Box 415938 Boston, MA 02241	Retrievex P.O. Box 415938 Boston, MA 02241	Trade		134.00

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

Case No. _____

Debtor(s) _____

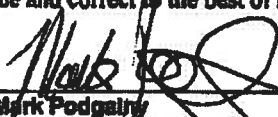
LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(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>

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

I, the Chief Restructuring Officer 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 _____

Signature 
Mark Podgorny
Chief Restructuring Officer

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 Experience, Inc.
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
ConnectEdu, Inc. 160 West 30th Street New York, NY 10001			100% Ownership

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Restructuring Officer 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 4/28/2014

Signature 
Mark Podgajny
Chief Restructuring Officer

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 Experience, Inc.
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 Experience, Inc. 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:

**ConnectEdu, Inc.
150 West 30th Street
New York, NY 10001**

None [Check if applicable]

4-28-14
Date



Sharon L. Levine
Signature of Attorney or Litigant
Counsel for Experience, Inc.

Lowenstein Sandler LLP
65 Livingston Avenue
Roseland, NJ 07068
(973) 597-2500 Fax:(973) 597-2400

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
EXPERIENCE, INC.**

Dated as of April 28, 2014

The undersigned, being all of the members of the board of directors (the "Board") of Experience, Inc., a Delaware corporation (the "Corporation"), in accordance with Section 141 of the General Corporation Law of the State of Delaware, in lieu of holding a meeting, the call and notice of which are hereby expressly waived, hereby consent to and adopt the following resolutions:

WHEREAS, the Board reviewed and considered the liabilities and liquidity of the Company, the strategic alternatives available to it, the valuation of the Company and its affiliates, and the impact of the foregoing on the Company's business;

WHEREAS, the Board had the opportunity to consult with the management and the Company's advisors and fully consider the strategic alternatives available to the Company; and

WHEREAS, the Board deems it advisable and in the best interest of the Company and its creditors, interest holders, and other parties in interest, to consent to and adopt, in the name and on behalf of the Company, the resolutions set forth below.

NOW, THEREFORE, BE IT:

RESOLVED, that the Company, with the assistance of the Company's advisors, is authorized and directed to (i) prepare, execute and file with the appropriate court a petition under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and (ii) take such other and further actions and steps as any of the Authorized Officers (defined below) may deem necessary, appropriate or advisable to obtain for the Company any and all appropriate relief to which they are or may be entitled under chapter 11 of the Bankruptcy Code; and be it further

RESOLVED, that the Company is authorized and directed to retain and employ, Lowenstein Sandler LLP ("Lowenstein") as legal counsel to the Company in connection with its existing financial arrangements, capitalization, and to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions, make any filings or assist with any transactions to advance the Company's rights in connection therewith; and in connection therewith, the Board or any of the Authorized Officers, with the power of delegation, are authorized and directed to execute any appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Lowenstein; and be it further

RESOLVED, the Company is authorized and directed to retain and employ, Getzler Henrich & Associates LLC ("Getzler Henrich") to provide a Chief Restructuring Officer

(“CRO”) to the Company, and, along with any or all of the officers of the Company so designated by the Board, acting alone or with one or more other officers of the Company (individually, each an “Authorized Officer” and collectively, the “Authorized Officers”), to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company’s rights in connection therewith; and in connection therewith, the Board or any of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute any appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Getlzer Henrich; and be it further

RESOLVED, that Mark Podgainy is appointed CRO of the Company, shall report to the Board or such officers of the Company as directed by the Board, and for all purposes shall be an Authorized Officer. Mr. Podgainy will continue to be employed by Getlzer Henrich; and be it further

RESOLVED, that the Authorized Officers are, and any one of them, including the CRO, acting alone is, authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all actions that they deem necessary or proper to obtain relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business; and be it further

RESOLVED, that the Authorized Officers are, and any one of them, including the CRO, acting alone is, authorized and empowered to employ, in the name and on behalf of the Company, any other professionals to assist the Company in connection with its financial arrangements, capitalization or any transactions related thereto, to represent and assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, any of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and be it further

RESOLVED, that the Authorized Officers are, and any one of them, including the CRO, acting alone is, authorized and empowered to execute, deliver and perform any agreement, document or any amendment to the foregoing, in the name and on behalf of the Company and the documents related thereto, all on such terms as any of the Authorized Officers, or any of them, deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and be it further

RESOLVED, that the Authorized Officers are, and any one of them, including the CRO, acting alone is, hereby authorized, empowered and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file and record such additional agreements, notices, certificates, instruments, applications, payments, letters and documents as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Authorized Offices, and any of them, may deem necessary or appropriate

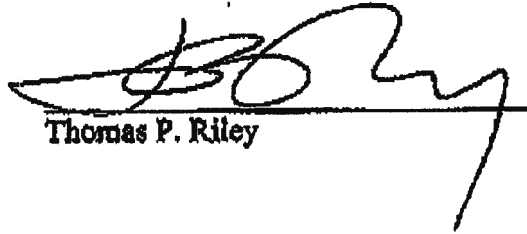
in connection with the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof, and be it further

RESOLVED, that any and all past actions heretofore taken by the Board or any Authorized Officer in the name and on behalf of the Company in furtherance of any or all of the foregoing resolutions be, and the same hereby are, ratified, confirmed and approved in all respects.

[Signature Page Follows]

IN WITNESS WHEREOF each of the undersigned has executed this Unanimous
Written Consent as of this date first above written.

BOARD OF DIRECTORS:



Thomas P. Riley

H. Jay Sarles

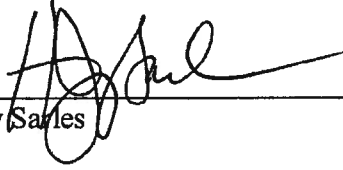


Richard Dresdale

IN WITNESS WHEREOF, each of the undersigned has executed this Unanimous Written Consent as of this date first above written.

BOARD OF DIRECTORS:

Thomas P. Riley



H. Jay Sales

Richard Dresdale